

**ARTICLES OF INCORPORATION**  
**OF**  
**WINDMILL RANCHES HOMEOWNER'S ASSOCIATION, INC.**

**THE UNDERSIGNED**, acting as incorporator of a corporation under the New Mexico non-profit Corporation Act (§53-8-1 to §53-8-99 NMSA 1978) adopts the following articles of incorporation for such corporation:

**Article I: NAME**

The name of the corporation shall be **WINDMILL RANCHES HOMEOWNER'S ASSOCIATION, INC.**

**Article II: DURATION**

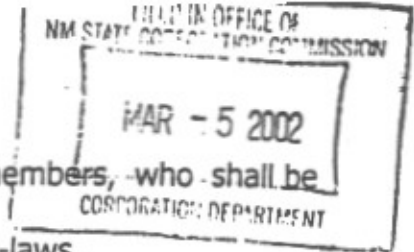
The period of the duration shall be perpetual.

**Article III: MEMBERSHIP AND VOTING RIGHTS**

1. Every person or entity who is a record owner of real property in Windmill Ranches Subdivision is subject by the Protective Covenants of record to assessment by the Corporation, including contract sellers, and shall be a member of said Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership from any lot which is subject to assessment by the Corporation.



2. The Corporation shall have one class of voting members, who shall be entitled to voting privileges in accordance with the Corporation by-laws.



#### Article IV: PURPOSE

1. The purpose for which the Corporation is organized is to provide an entity for the maintenance of roads and enforcement of covenants and operation of the property owners association which is part of Windmill Ranches Subdivision development, according to the Protective Covenants now or hereafter recorded in the public records of Lincoln County, New Mexico, located in the City of Carrizozo, County of Lincoln, State of New Mexico.

2. The Corporation shall make no distributions of income to its members, directors, or officers.

#### Article V: POWERS

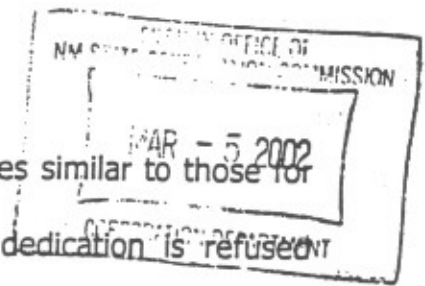
The powers of the Corporation shall include and be governed by the following provisions:

1. The Corporation shall possess and have the benefit of all common law and statutory powers of a non-profit corporation not in conflict with the terms of these Articles of Incorporation.

#### Article VI: DISSOLUTION

The Corporation may be dissolved with the asset given in writing and signed by not less than two-thirds (2/3) of its class of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation the assets to such Corporation shall be

dedicated to an appropriate public agency to be used for purposes similar to those for which this association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.



#### **ARTICLE VII: REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation and the name of its initial registered agent are as follows:

Daniel W. Dattola  
113 Abeytia Avenue, Suite A  
P.O. Box 448  
Socorro, NM 87801

#### **Article VIII: DIRECTORS**

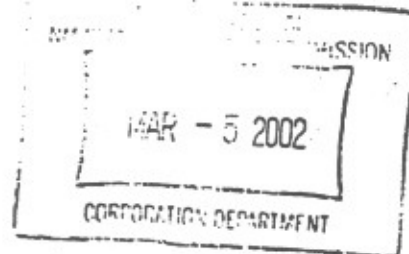
An affidavit signed by each director stating that he or she consents to being a director is on file with the Corporation; the number of directors constituting the initial board of directors is three (3) and the names and addresses of the persons who are to serve as the directors are:

Daniel W. Dattola  
113 Abeytia Avenue, Suite A  
P.O. Box 448  
Socorro, NM 87801

Gary Sumner  
1020 Sandretto Drive, Suite B  
Prescott, AZ 86301

Stacie Hunt  
113 Abeytia Avenue, Suite A  
P.O. Box 448  
Socorro, NM 87801

Article IX: INDEMNIFICATION



The Corporation shall indemnify any director or officer or former director or officer of the Corporation against reasonable expenses, costs, and attorney fees actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim; however, the director or officer shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

Article X: INCORPORATOR


The name and address of the incorporator is as follows:

Daniel W. Dattola  
113 Abeytia Avenue, Suite A  
P.O. Box 448  
Socorro, NM 87801

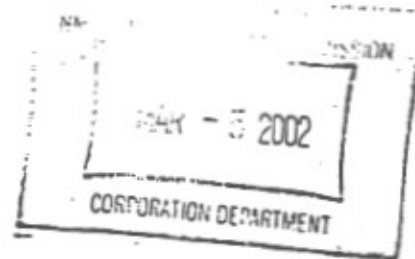
ARTICLE XI: AMENDMENT

These Articles of Incorporation may be amended by two-thirds (2/3) vote of all of the Directors then in office.

**WITNESS** the hand of the undersigned this 1 day of <sup>MARCH</sup>~~February~~, 2002.

  
Daniel W. Dattola, Incorporator

STATE OF NEW MEXICO )  
 )ss.  
COUNTY OF SOCORRO )



This instrument was acknowledged before me on <sup>March</sup>~~February~~ 1, 2002, by Daniel

W. Dattola



*Daniel L. Dattola*  
Notary Public  
My commission expires: 2-10-2004