

OFFICE OF THE SECRETARY OF STATE

NEW MEXICO

Certificate Of Incorporation

OF

MAJESTIC SHADOWS, INC.

5094194

The Office of the Secretary of State certifies that the Articles Of Incorporation, duly signed and verified pursuant to the provisions of the

Nonprofit Corporation Act

(53-8-1 To 53-8-99 NMSA 1978)

have been received and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Office of the Secretary of State issues this Certificate Of Incorporation and attaches hereto a duplicate of the Articles Of Incorporation.

Dated : July 30, 2015

In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the city of Santa Fe, and the seal of said office to be affixed hereto.



Dianna J. Duran
Secretary of State

JUL 30 2015

**ARTICLES OF INCORPORATION
OF
MAJESTIC SHADOWS, INC.
(A Nonprofit Corporation)**

We, the undersigned, being citizens of the United States of America and citizens and residents of the State of New Mexico, acting as incorporators to form a corporation under the New Mexico Nonprofit Corporation Act for the purposes hereinafter stated, do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Majestic Shadows, Inc..

ARTICLE II

This corporation shall have perpetual succession by its corporate name.

ARTICLE III

The initial registered office of the corporation shall be 3330 Majestic Ridge, Las Cruces, New Mexico, and the initial registered agent at such address upon whom service of process against the corporation may be served is Reba Montero.

ARTICLE IV

The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

A. To carry on and engage in conducting a homeowner association, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance of or the carrying out of the powers or purposes herein mentioned.

B. To apply for, purchase or otherwise acquire, hold, own, use, operate, sell, assign, grant or conduct licenses in respect to any and all inventions, improvements or other processes used in connection with or secured under letters patent of the United States of America or elsewhere; and to acquire and undertake all or any part of the business assets and liabilities of any person, firm, association or corporation in association therewith.

C. To take, apply, purchase, own, rent, lease, sell, exchange, mortgage, employ, develop and otherwise deal in and dispose of any and all property, real and personal, of every description, incidental to or capable of being used in connection with any endeavor owned or operated by the corporation.

D. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for any lawful purpose necessary and expedient thereto with any person, firm, association or corporation.

E. To borrow or raise money without limit as to amounts, by the issue of or upon warrants, bonds, debentures and other negotiable or transferable instruments or otherwise, and to secure the same by execution of mortgages, security instruments or instruments of pledge.

F. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

G. To issue bonds, debentures or obligations of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

H. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or any other corporation, and in carrying on the activities of the corporation and for the purpose of attaining or

JUL 30 2015

JUL 30 2015

furthering any of its objects, to make and perform such contracts of any kind and description and to do such acts and things and to exercise any and all of such powers as a natural person could lawfully make, perform or do otherwise, including the holding of such licenses from the State of New Mexico, the government of the United States of America or any other state or territory as may be necessary to conduct any of the businesses herein mentioned; to do everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in connection with any other corporation, association, firm or individual and either as principal or agent; and to do every other act or thing incidental or appurtenant to or growing out of or connected with the foregoing objects, purposes or powers, or any of them.

I. To exercise any rights or powers granted to domestic, nonprofit corporations by the State of New Mexico as the same exist now or as may exist in the future during the lifetime and existence of this corporation.

ARTICLE V

The corporation shall not engage in any business, trade, avocation or profession for gain or profit. The corporation shall have no power to carry on propaganda, attempt to influence legislation or to take part in a political campaign.

ARTICLE VI

The corporation is not organized for pecuniary gain or profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for the purposes herein provided. The corporation may pay compensation in a reasonable amount to its members, directors or officers for services or reimburse them for expenses incurred on behalf of the corporation, and may confer benefits upon its member in conformity with the purposes of the corporation.

ARTICLE VII

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws of the corporation.

ARTICLE VIII

In the event of dissolution of the corporation, the assets of the corporation shall be applied and distributed as follows:

A. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provision shall be made therefor;

B. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

C. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more nonprofit domestic or foreign corporations, nonprofit

JUL 30 2015

JUL 30 2015

societies or nonprofit organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in the Non-profit Corporation Act of the State of New Mexico;

D. Other assets, if any, shall be distributed in accordance with the provisions of the By-Laws, but in no event may any member, former member, director, former director, officer or former officer receive directly or indirectly any distribution or portion of a distribution of any assets; and

E. Any remaining assets may be distributed to such persons, nonprofit societies, nonprofit organizations or nonprofit domestic or foreign corporations whether for profit or nonprofit as may be specified in a plan of distribution adopted as provided in the Nonprofit Corporation Act of the State of New Mexico.

ARTICLE IX

The corporation shall have the power to carry on and engage in any of the activities herein enumerated in the State of New Mexico or in any other state of the United States of America or elsewhere, and may have one or more offices in this state, any other state or elsewhere and may hold, purchase, mortgage and convey real and personal property out of the State of New Mexico, as well as within the State of New Mexico.

ARTICLE X

The names of the incorporators and their addresses are as follows:

<i>Name</i>	<i>Address</i>
Reba Montero	3330 Majestic Ridge Las Cruces, New Mexico 88011
Jeanne Charpentier	932 Majestic Shadow Loop Las Cruces, New Mexico 88011

ARTICLE XI

The number of directors of this corporation shall not number less than three (3), and their duties and functions shall be fixed by the By-Laws of the corporation. The names and addresses of the directors who are to act as such until the first annual meeting of the members or until their successors are elected and qualify are as follows:

<i>Name</i>	<i>Address</i>
Reba Montero	3330 Majestic Ridge Las Cruces, New Mexico 88011
Jeanne Charpentier	932 Majestic Shadow Loop Las Cruces, New Mexico 88011
Paul Olson	941 Roadrunner Circle Las Cruces, New Mexico 88011

JUL 30 2015

The power to alter, amend or repeal the By-Laws of the corporation or adopt new By-Laws is reserved to the members and the Board of Directors of the corporation, as may be set forth in said By-Laws.

Reba Montera
Reba Montera

Jeanne Charpentier
Jeanne Charpentier

The foregoing instrument was acknowledged before me this 27th day of July, 2015, by Reba

My Commission Expires:
December 20, 2017

Notary Public

The foregoing instrument was acknowledged before me this 27th day of July, 2015, by Jeanne Charpentier.

My Commission Expires: **December 20, 2017**

Notary Public

JUL 30 2011

AMENDED NOTICE OF HOMEOWNER ASSOCIATION

This Amended Notice of Homeowner Association, Majestic Shadows, Inc., is made pursuant to §47-16-4 of the New Mexico Homeowner Association Act. Majestic Shadows, Inc., is a non-profit corporation organized prior to July 1, 2013.

PARTICULARS:

1. Name & Address of the Association: Majestic Shadows, Inc., 3330 Majestic Ridge, Las Cruces, NM 88011.
2. As of this date, there is no management company.
3. Recording Data - City of Las Cruces:
Plat # 1094 Recyn # 3442 Filing Date - April 27, 1982
4. Recording data in the Office of the County Clerk of Dona Ana County, New Mexico for this subdivision:
Plat #14 Page 187 January 31, 1986
5. Declaration of Covenants, Conditions and Restrictions/Notice of Homeowner Association:
 - a. Declaration of Covenants, Conditions and Restrictions of Majestic Shadows Subdivision recorded in the office of the County Clerk of Dona Ana County, New Mexico, on April 28, 1982, in Misc. Book 160, Pages 990 - 1005;
 - b. Corrections to Declaration of Covenants, Conditions and Restrictions of Majestic Shadows Subdivision recorded in the office of the County Clerk of Dona Ana County, New Mexico, on October 23, 1986, in Book 210, Pages 806 - 807;
 - c. Declaration of Covenants, Conditions and Restrictions, by Majestic Shadows, Inc., recorded in the office of the County Clerk of Dona Ana County, New Mexico, on April 19, 2002, in Book 333, Pages 114 -122; and
 - d. Notice of Homeowner Association recorded in the office of the County Clerk of Dona Ana County, New Mexico, on January 7, 2014, as Instrument № 1400398.
6. Articles of Incorporation:
 - a. Original Articles of Incorporation filed with the State of New Mexico, Public Regulation Commission, on June 24, 1982, Public Regulation Commission Corporation № 1146182; First amendment filed April 24, 1986, 39 units; and
 - b. Articles of Incorporation of Majestic Shadows, Inc., filed with the Office of the Secretary of State New Mexico, on July 30, 2015, Corporation № 5094194.

MAJESTIC SHADOWS, INC.

By Reba Montero
Reba Montero, President

STATE OF NEW MEXICO)
SS
COUNTY OF DONA ANA)

The foregoing instrument was acknowledged before me this 14th day of October, 2015, by Reba Montero, President of Majestic Shadows, Inc., a New Mexico non-profit corporation, on behalf of such corporation.

[Signature]
Notary Public



Ntc of AHOA.wpd



COUNTY OF DONA ANA , NOTICE OF HOMEOWNERS ASS
STATE OF NEW MEXICO) ss PAGES: 2

I Hereby Certify That This Instrument Was Filed for
Record On OCT 14, 2015 02:58:24 PM
And Was Duly Recorded as Instrument # 1522115
Of The Records Of Dona Ana County



Witness My Hand And Seal Of Office,
Lynn J. Ellins, County Clerk, Dona Ana, NM

Deputy

Renee Torres