

ARTICLES OF INCORPORATION

OF

WENONAH VILLAGE OWNERS' ASSOCIATION, INC.

IN COMPLIANCE with the requirements of N.M.S.A. 1978, Sections 53-8-1 to 53-8-99, the Nonprofit Corporation Act, the undersigned natural persons, being of full age and the incorporator for the purpose of forming a corporation not for profit, does hereby certify and adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be WENONAH VILLAGE OWNERS' ASSOCIATION, INC., a nonprofit corporation.

ARTICLE II

The location of the principal office of the Corporation in the State of New Mexico shall be in the City of Albuquerque, Bernalillo County, New Mexico, or at such other place as is designated from time to time by the Board of Directors.

ARTICLE III

The Corporation shall not afford pecuniary gain or profit, direct or indirect, incidentally or otherwise, to its members.

The purpose for which it is formed are:

To promote the health, safety, community welfare and general welfare of the residents within the property described on Exhibit "A" attached hereto and incorporated herein by reference, and such additions thereto as may be brought within the jurisdiction of this Corporation by annexation, as provided in Article IX herein, hereafter referred to as the "Property", and for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictive and Protective Covenants for Wenonah Village Subdivision, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the office of the County Clerk of Bernalillo County, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

- (b) Own, acquire, build, operate and maintain common areas, streets, footways, recreational facilities, including buildings, structures, personal property incident thereto, hereinafter referred to as "the common properties and facilities";
- (c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (d) Enforce any and all covenants, restrictions, and agreements applicable to the Property;
- (e) Pay taxes, if any, on the common properties and facilities; and
- (f) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Property.

ARTICLE IV

This Corporation does not and shall not afford pecuniary gain incidental or otherwise to any of its members. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those which they were required to be devoted by the Corporation. No such disposition of Association properties shall be effective to divest or diminish any rights or title of any member vested in him under the Declaration and any recorded covenants and deeds applicable to the Property, unless made in accordance with the provisions of the Declaration and such covenants and deeds.

ARTICLE V

The period of duration of the Corporation's existence is perpetual.

ARTICLE VI

The location of the registered office of the Corporation shall be 2632 Mesilla Street N.E., Albuquerque, New Mexico, 87110, and the name of the person in charge thereof and the initial agent of the Corporation for service of process is Kenneth A. Hunt.

ARTICLE VII

The name and address of the incorporator, who is a natural person of adult age, is: Kenneth A. Hunt, 2632 Mesilla Street N.E., Albuquerque, New Mexico, 87110.

ARTICLE VIII

The affairs of the Corporation shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who need not be members of the Corporation. The initial Board of Directors shall consist of three (3) Directors, who shall hold office until the election of their successors for the terms stated in Article XIV. Beginning with the first annual meeting, to be held in the last calendar quarter of 2007, the members at each annual meeting shall elect Directors for a term of one (1) year.

ARTICLE IX

Additions to the Property may be made only in accordance with the provisions of the Declaration. Such additions, when properly made under the Declaration, shall extend the jurisdiction, function, duties and memberships of this Corporation to such properties. Where the Declaration requires that certain additions be approved by this Corporation, such approval must have the assent of three-fourths (3/4) of the votes of each class of members, who are voting in person or by proxy at the meeting duly called for that purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X

Subject to the provisions of the Declaration and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of three-fourths (3/4) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for that purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XI

The Corporation shall have power to borrow money and also to mortgage its properties; however, it may mortgage only to the extent authorized under the Declaration.

ARTICLE XII

The Corporation shall have the power to dispose of its real properties only as authorized under the Declaration.

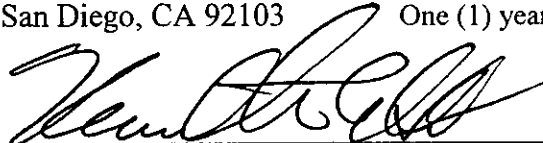
ARTICLE XIII

These Articles may be amended in accordance with law provided that the voting and quorum requirements specified for any action under any provisions of these Articles shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the Declaration, as for example membership and voting rights, which are part of the property interest created thereby.

ARTICLE XIV

The names and addresses of those persons who are to act as Directors until the election of their successors and their terms of office are:

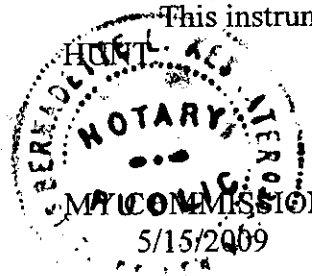
Name:	Address:	Term:
David Snodgrass	4224 St. James Place, San Diego, CA 92103	One (1) year
Barbara Snodgrass	4224 St. James Place, San Diego, CA 92103	One (1) year
Tim Miller	3636 4th Avenue, Suite 300, San Diego, CA 92103	One (1) year



 KENNETH A. HUNT, Incorporator

STATE OF NEW MEXICO)
)
 COUNTY OF BERNALILLO)

This instrument was acknowledged before me on November 17, 2006, by KENNETH A.




 NOTARY PUBLIC

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

To the Public Regulation Commission
State of New Mexico

STATE OF NEW MEXICO)
)
COUNTY OF BERNALILLO)

On this 17th day of November, 2006, before me, a Notary Public in the State and County aforesaid, personally appeared Kenneth A. Hunt, who is to me known to be appointed the person and who, being by me duly sworn, acknowledged to me that he does hereby accept appointment as the initial Registered Agent of WENONAH VILLAGE OWNERS' ASSOCIATION, INC., the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation, pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.


KENNETH A. HUNT
REGISTERED AGENT

SUBSCRIBED AND SWORN TO before me this 17th day of November, 2006, by
KENNETH A. HUNT.


NOTARY PUBLIC



MY COMMISSION EXPIRES:
5/15/2009

EXHIBIT "A"

Lots numbered One (1) through Sixteen (16) and parcel of land encumbered by "Access Easements" of WENONAH VILLAGE, Bernalillo County, New Mexico as the same is shown and designated on the plat thereof, filed in the office of the County Clerk of Bernalillo County, New Mexico on December 3, 1982 in Map Book C20, Folio 114.