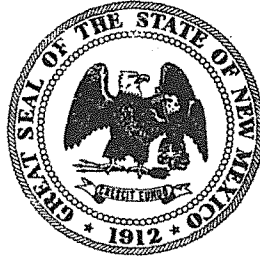


STATE OF NEW MEXICO



CERTIFICATE OF AMENDMENT

OF

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION

109,722

The State Corporation Commission certifies that duplicate originals of the _____

Articles of Amendment/Bylaws

attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment



In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe on

June 27, 1984

Attest:

[Signature]
Director

[Signature]
Chairman

JUN 27 1984

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

CORPORATION AND
FRANCHISE TAX DEPTS.

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION

Pursuant to the provisions of Section 53-8-37 NMSA 1978, of the Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Sandia Heights Homeowners Association.

SECOND: The following amendments of the Articles of Incorporation were adopted by the members of the corporation on June 2, 1984, at a meeting of the members at which a quorum was present, and the amendments received at least two-thirds of the votes which members present at the meeting or represented by proxy were entitled to cast:

II

The purposes of the corporation are to promote the common interests and welfare of the homeowners of record located in the Sandia Heights development of the County of Bernalillo, New Mexico, and to administer and enforce covenants relating to the architecture and appearance of the development, as well as to

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JUN 27 1984

STATE CORPORATION COMMISSION
FRANCHISE TAX DEPT.

perform certain maintenance and care for common areas of the development.

III

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and property. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 528 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law (hereinafter, the "Code").

Upon the dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation for the purposes of the corporation, or to one or more organizations which are exempt under Section 501(c) or 528 of the Code, as the Board of Directors shall determine.

DATED: June 26, 1984

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION

By Wendell Bergold
Its President

and Sherry Ann Reed
Its Secretary

Under penalty of perjury, the undersigned declares that the foregoing document executed by the corporation and that the statements contained therein are true and correct to the best of my knowledge.

Sherry Ann Reed
Secretary

RECEIVED
JUL 27 2001
U.S. DEPT. OF JUSTICE
Corp. Franchise Tax Dept.

OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF CORPORATE GOOD STANDING

IT IS HEREBY CERTIFIED that:

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION

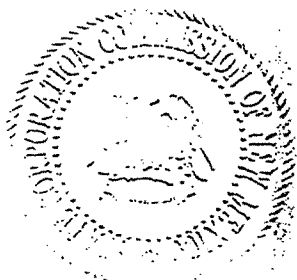
0848275

a corporation organized under the laws of
NEW MEXICO

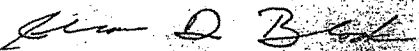
is duly authorized to transact business in New Mexico as
a Domestic Nonprofit corporation, having filed its Articles
of Incorporation on JULY 24, 1975 and Certificate of
Incorporation issued as of said date.

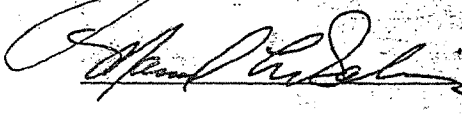
IT IS FURTHER CERTIFIED that the fees due the State
Corporation Commission, which have been assessed against the
aforesaid corporation, have been paid to date and aforesaid
corporation is in corporate good standing and duly authorized
to transact business in New Mexico. This Certificate is valid
until SEPTEMBER 15, 1989

Dated: JANUARY 25, 1988



In Testimony Whereof, the State Corporation
Commission of the State of New Mexico has
caused this certificate to be signed by its
Chairman and the Seal of said Commission to be
affixed at the City of Santa Fe.


Chairman


Director

The previous pages constitute the 1984 amended articles and the following pages provide the original 1975 articles for reference.

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION
OF

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION

(84,827)

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed pursuant to the provisions of the NO-PROFIT Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation, and attaches hereto a duplicate original of Articles of Incorporation.

*In Testimony Whereof, the State Corporation
Commission of the State of New Mexico
has caused this certificate to be signed
by its Chairman and the seal of said
Commission to be affixed at the City of
Santa Fe on this 24th
day of July, 1975*



Attest:

Manuel L. Salinas

MANUEL L. SALINAS,

Director

Floyd Cross

FLOYD CROSS,

Chairman

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

JUL 24 1975

CORPORATION AND
FRANCHISE TAX DEPTS.

ARTICLES OF INCORPORATION

of

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION

WE, the undersigned, acting as incorporators of SANDIA HEIGHTS HOMEOWNERS ASSOCIATION, a corporation organized under the authority of Section 51-14-20 et seq, NMSA 1953 Comp., hereby adopt the following Articles of Incorporation for said Corporation:

I

The name of the Corporation shall be SANDIA HEIGHTS HOMEOWNERS ASSOCIATION.

II

The purpose of the Corporation shall be to provide for services, improvement, beautification and maintenance of the Sandia Heights residential areas to the persons residing in the Sandia Heights subdivisions and otherwise as provided in the by-laws.

III

This Corporation does not and shall not afford pecuniary gain, incidental or otherwise, to any of its members. On dissolution of this Corporation, its assets shall be distributed by Order of the District Court of Bernalillo County to a non-profit corporation or to a municipal corporation to be used in such a manner as in the judgment of the Court will best accomplish the general purposes for which this association was organized, but in no event shall any of its remaining assets be distributed to any member of the association.

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JUL 21 1975

JUN 9 1975

N.M. ST. CORP. COMM.

Corp./Franchise Tax Depts. N.M. ST. CORP. COMM.

Corp./Franchise Tax Depts.

IV

The period of duration of the existence of this Corporation shall be one hundred (100) years.

V

The registered office of the Corporation in this State shall be #10 Tramway Loop NE, Albuquerque, New Mexico, 87122. The agent of the Corporation for service of process is LARRY BUCHMILLER, whose address is 3209 General Stillwell NE, Albuquerque, New Mexico, 87111.

VI

The name and address of each incorporator, who is a person of adult age, is as follows:

LARRY BUCHMILLER
3209 General Stillwell NE
Albuquerque, New Mexico 87111

R. RUSSELL RAGER
P. O. Box 208
Corrales, New Mexico 87048

PATRICIA BEATTY
3825-B Montgomery NE
Albuquerque, New Mexico 87109

VII

The first Board of Directors shall consist of the following:

BEN ABRUZZO
9 Sandia Heights NE
Albuquerque, New Mexico 87122

LIUDA AVIZONIS
362 Juniper Hill Rd NE
Albuquerque, New Mexico 87122

PETER GREGORY
102 Juniper Hill Pl NE
Albuquerque, New Mexico 87122

PHYLLIS MCGILL
302 Juniper Hill Rd NE
Albuquerque, New Mexico 87122

RUSSELL SNYDER
37 Rockridge Dr. NE
Albuquerque, New Mexico
87122

PETER STIRBIS
5 Sandia Heights Dr NE
Albuquerque, New Mexico
87122

VAN TILLOTSON
514 Blackbear Loop NE
Albuquerque, New Mexico
87122

WHEREFORE, we have subscribed our names as incorporators
this 29th day of May, 1975.

Larry Buchmiller
LARRY BUCHMILLER

R. Russell Rager
R. RUSSELL RAGER

Patricia Beatty
PATRICIA BEATTY

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

The foregoing Articles of Incorporation were acknowledged
before me this 29th day of May, 1975, by LARRY BUCHMILLER,
R. RUSSELL RAGER, and PATRICIA BEATTY.

Jane Barnes
Notary Public

My Commission Expires:

June 20, 1977