



AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LAS CAMPANAS HOMEOWNERS WATER COOPERATIVE

In accordance with the provisions of Chapter 53, Sections 53-4-1 through 53-4-45, New Mexico Statutes Annotated, 1978, as amended, the undersigned incorporators hereby make, execute, and acknowledge in duplicate, these Articles of Incorporation for the purpose of forming a non-profit cooperative association.

ARTICLE I.

The name of this cooperative shall be LAS CAMPANAS HOMEOWNERS WATER COOPERATIVE (hereinafter "Co-op").

ARTICLE II.

The names and addresses of the incorporators of Co-op are:

1. John Nye
Las Campanas de Santa Fe
218 Camino La Tierra
Santa Fe, New Mexico 87501
2. Malcolm Patten
Las Campanas de Santa Fe
218 Camino La Tierra
Santa Fe, New Mexico 87501
3. Jon Underwood
Las Campanas de Santa Fe
218 Camino La Tierra
Santa Fe, New Mexico 87501
4. Bob Mayes
Las Campanas de Santa Fe
218 Camino La Tierra
Santa Fe, New Mexico 87501

5. Neal Burton
Las Campanas de Santa Fe
218 Camino La Tierra
Santa Fe, New Mexico 87501

ARTICLE III.

The objects and purposes for which Co-op is formed are as follows:

Section 1. To associate its members together for their interest and benefit and to that end to acquire, construct, install, maintain, and operate a water system for the supplying and distribution of water for domestic uses and for other purposes to its members and the lands of its members and to engage in any activity related thereto, including but not limited to the acquisition of water by purchase, appropriation, lease, or otherwise, and the diversion and storage thereof, the drilling, pumping and purchase, laying, installation, operations, maintenance, or repair of wells, pumping equipment, canals, ditches, structures, pipelines, valves and all other material and equipment necessary to the construction, repair, maintenance, and operation of a complete water supply and distribution system, including all functions and services necessary and incidental to accomplishing any of the foregoing purposes, to portions of that project known as Las Campanas de Santa Fe ("Las Campanas"), which is more fully described on Exhibit "A" hereto. Co-op shall serve exclusively the members of Co-op.

Section 2. To levy assessments, collect charges and create and enforce liens upon the lands of members for water service including the costs of acquisition, construction, repair, improvement and maintenance of wells, reservoirs, canals, ditches and water systems and other works and for such other purposes as may be necessary for the effective operation of Co-op.

Section 3. To borrow from any source money, goods, or services and to pledge or mortgage any of Co-op's property as security therefore in any manner permitted by law.

Section 4. To buy, lease, hold and exercise all privileges of ownership in and to real or personal property as may be necessary or convenient for the conduct and operation of Co-op.

Section 5. To have and to exercise all power, privileges, and rights conferred on cooperative associations or corporations by the laws of the State of New Mexico, all of which are hereby expressly claimed, including all powers which may be necessary, convenient or expedient for the accomplishment of the purposes of Co-op, except such powers as are inconsistent with the provision of the Act under which Co-op is incorporated.

Section 6. To conduct all other activities permitted by law.

ARTICLE IV.

The location and the principal office of Co-op is in the State of New Mexico and shall be in Santa Fe, Santa Fe County, New Mexico, and its mailing address shall be 218 Camino La Tierra, Santa Fe, New Mexico 87501.

ARTICLE V.

Co-op shall have perpetual existence.

ARTICLE VI.

The business and affairs of Co-op shall be conducted and managed by a Board of Directors consisting of not less than seven (7) members, all of whom shall be members of Co-op. Those persons who shall, as directors, manage the affairs of Co-op initially are as follows:

Malcolm Patten	218 Camino La Tierra, Santa Fe, New Mexico 87501
Erik Filsinger	Suite C-226, 7373 N. Scottsdale Rd. Scottsdale, Arizona 85253
Neal Burton	218 Camino La Tierra, Santa Fe, New Mexico 87501

Bob Mayes

218 Camino La Tierra,
Santa Fe, New Mexico 87501

John Nye

218 Camino La Tierra,
Santa Fe, New Mexico 87501

Jon Underwood

Suite C-226, 7373 N. Scottsdale Rd.,
Scottsdale, Arizona 85253

Charles T. DuMars

2021 Lakeview S.W.,
Albuquerque, New Mexico 87105

ARTICLE VII.

An affidavit has been signed by each Director stating that he consents to being a Director, and that statement is on file with Co-op.

ARTICLE VIII.

Co-op shall not issue capital stock, nor shall the members thereof be assessed any sum whatsoever except as provided by the Bylaws and any other rules and regulations of Co-op adopted as provided for in the Bylaws.

ARTICLE IX.

The number of memberships within Co-op shall be not more than fifteen hundred (1,500) unless this number is increased by a majority vote of members voting. Membership in Co-op shall be represented and evidenced by a membership certificate, and the Secretary shall maintain the official roll of members. The qualifications for membership shall be set forth in the Bylaws of Co-op.

ARTICLE X.

The boundaries of Co-op's service area, which are described in Exhibit A, may be changed or expanded by a majority vote of the membership.

ARTICLE IX.

In the event Co-op shall be directed to dissolve by the membership as provided by law, the trustees, designated as provided by law by the members within the time fixed by the members or any extension thereof, shall liquidate the assets of Co-op, shall pay its debts and expenses and shall return to the members the amount of the membership fees paid for membership certificates. In the event of dissolution, insofar as is practicable, all gains from the sale of appreciated assets shall be distributed to persons who were members of the Co-op during the period in which the asset was owned by the Co-op. Such distributions shall be in proportion to the charges paid by each member during that period.

CERTIFICATE

We, the undersigned, the president and secretary of LAS CAMPANAS HOMEOWNERS WATER COOPERATIVE ("Co-op"), a New Mexico cooperative association organized and existing under and by virtue of the laws of the State of New Mexico, do hereby certify that the above and foregoing Amended and Restated Articles of Incorporation were duly adopted at a special meeting of the members held on the 21st day of September, 1995, and that the same do constitute the Amended and Restated Articles of Incorporation of said Co-op.

DATED this 21st day of September, 1995.

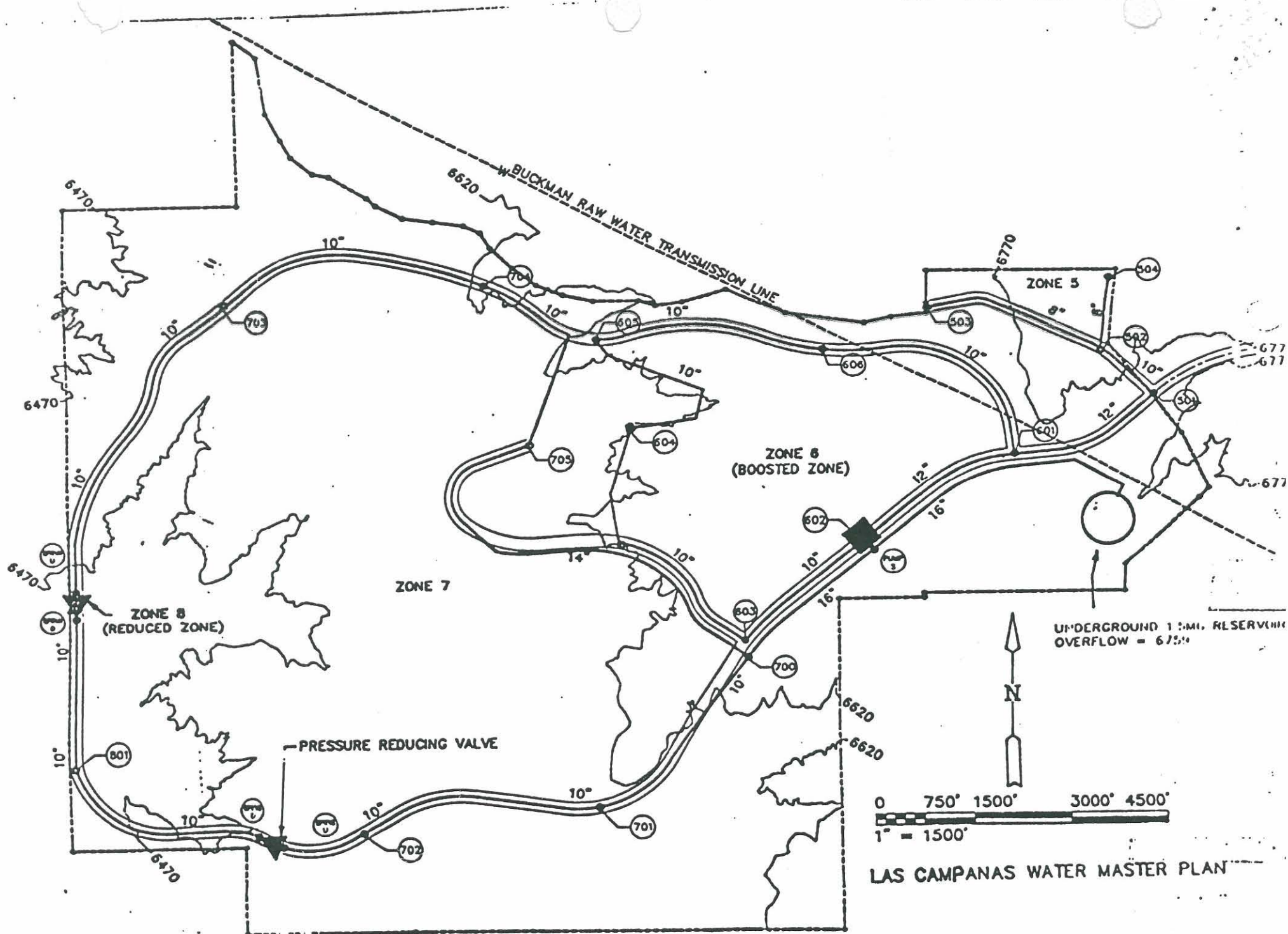

MALCOLM PATTEN, President


MICHAEL D. BAIRD, Secretary

Malcolm Patten, president of Las Campanas Homeowners Water Cooperative, a New Mexico cooperative association, and Michael D. Baird, secretary of Las Campanas Homeowners Water Cooperative, a New Mexico cooperative association, each being duly sworn on their respective oaths, depose and say that the foregoing Certificate signed by them is true.


MALCOLM PATTEN, President


MICHAEL D. BAIRD, Secretary



LAS CAMPANAS WATER MASTER PLAN