

17 MAY 2012



# NEW MEXICO PUBLIC REGULATION COMMISSION

## *Certificate Of Merger*

OF

**LAS CAMPANAS WATER AND SEWER COOPERATIVE**

**7654795**

The Public Regulation Commission certifies that the Articles Of Merger, duly signed and verified pursuant to the provisions of the

**Cooperative Association Act**

**(53-4-1 To 53-4-45 NMSA 1978)**

have been received by it and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate Of Merger and attaches hereto a duplicate of the Articles Of Merger.

Dated : **May 17, 2012**

**In testimony whereof, the Public Regulation 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.**

*Stacy Starr Garcia*

**Bureau Chief**

*Patrick H. Lyons*

**Chairman**



**ARTICLES OF MERGER  
OF LAS CAMPANAS HOMEOWNERS WATER COOPERATIVE  
AND LAS CAMPANAS SEWER COOPERATIVE**

The undersigned authorized officers of Las Campanas Homeowners Water Cooperative and Las Campanas Sewer Cooperative do hereby execute and file the following Articles of Merger:

1. The Plan of Merger duly adopted by the members of each of the Las Campanas Homeowners Water Cooperative and the Las Campanas Sewer Cooperative is attached hereto as Exhibit A and is incorporated herein by reference.
2. There are 996 members of the Las Campanas Sewer Cooperative, each of whom has one (1) vote.
3. There are 724 members of the Las Campanas Homeowners Water Cooperative, each of whom has one (1) vote.
4. At a meeting duly called for that purpose on the 25th day of April, 2012, 417 members of the Las Campanas Homeowners Water Cooperative voted for the Plan of Merger and 9 members of the Las Campanas Homeowners Water Cooperative voted against the Plan of Merger. There are no different classes of membership.
5. At a meeting duly called for that purpose on the 25th day of April, 2012, 540 members of the Las Campanas Sewer Cooperative voted for the Plan of Merger and 23 members of the Las Campanas Sewer Cooperative voted against the Plan of Merger. There are no different classes of membership.
6. The Board of Directors of each of the Las Campanas Homeowners Water Cooperative and the Las Campanas Sewer Cooperative have approved the Plan of Merger.

LAS CAMPANAS HOMEOWNERS  
WATER COOPERATIVE, a New Mexico  
cooperative association

  
By: Doug Tewes, President

LAS CAMPANAS HOMEOWNERS  
WATER COOPERATIVE, a New Mexico  
cooperative association

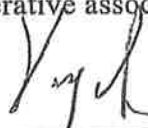


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By: Phil Nowlin, Secretary

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Corporation Bureau  
MAY 18 2012

LAS CAMPANAS SEWER  
COOPERATIVE, a New Mexico  
cooperative association



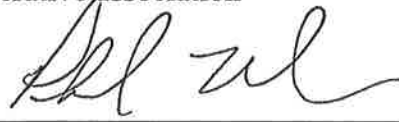
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By: Doug Tewes, President

FILED  
NMPRC  
Corporation Bureau

MAY 17 2012

LAS CAMPANAS SEWER  
COOPERATIVE, a New Mexico  
cooperative association



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By: Phil Nowlin, Secretary

RECEIVED  
NMPRC  
Corporation Bureau

MAY 18 2012

**PLAN OF MERGER OF  
LAS CAMPANAS HOMEOWNERS WATER COOPERATIVE  
AND LAS CAMPANAS SEWER COOPERATIVE**

Pursuant to NMSA 1978 § 53-14-1 (2001 Repl.), and as authorized by NSMA 1978 § 53-4-4(I) (2001 Repl.), the Las Campanas Homeowners Water Cooperative, a New Mexico cooperative association, and the Las Campanas Sewer Cooperative, a New Mexico cooperative association, do hereby adopt this Plan of Merger:

A. The names of the corporations proposing to merge are Las Campanas Homeowners Water Cooperative, a New Mexico cooperative association, and Las Campanas Sewer Cooperative, a New Mexico cooperative association. Las Campanas Sewer Cooperative shall be the surviving corporation and its name shall be changed to be "Las Campanas Water and Sewer Cooperative".

B. The terms and conditions of the proposed merger are as follows:

1. The merger shall be effective on June 1, 2012.
2. All members of each of the Las Campanas Homeowners Water Cooperative and the Las Campanas Sewer Cooperative shall be members of the surviving corporation.
3. Each member of the surviving association shall be entitled to one (1), and only one vote on all matters presented to the membership for its vote.

C. The Articles of Incorporation of Las Campanas Sewer Cooperative will be amended as follows:

1. Article I of the Articles of Incorporation of Las Campanas Sewer Cooperative is amended to read as follows:

**ARTICLE I.**

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

2. Article III of the Articles of Incorporation of Las Campanas Sewer Cooperative is amended to read as follows:

### ARTICLE III.

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

Section 1. To operate and manage a wastewater sewer system for the collection, transmission and disposal of domestic wastewater and sewage for the members of Co-op and to acquire, control, 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 within such areas (the "Service Area"), including the area known as Las Campanas de Santa Fe, as may from time to time be designated or established as Service Areas in accordance with the Bylaws of Co-op; to acquire water by purchase, appropriation, lease, or otherwise, and to provide for 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 within the Service Area; to do all other lawful things necessary or convenient for such purposes and for all lawful activities and purposes related thereto. 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 to recover the full costs of rendering services, including operating, maintenance, administrative and general expenses, taxes, depreciation, interest, costs of acquisition, construction, repair, improvement and maintenance of wells, reservoirs, canals, ditches and water systems and other works, and other funds necessary or convenient for the effective and prudent 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.

3. Article IV of the Articles of Incorporation of Las Campanas Sewer Cooperative is amended to read as follows:

ARTICLE IV.


The location and registered 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 366 Las Campanas Drive, Santa Fe, New Mexico 87506. The registered agent upon whom process may be service is Phil Nowlin. The registered agent may be changed from time to time without amendment to these Articles of Incorporation

D. The Bylaws of the surviving corporation, until amended further, shall be as set forth on Exhibit 1 attached hereto.

This Plan of Merger shall be effective upon its approval by resolution of the Board of Directors of each of the Las Campanas Homeowners Water Cooperative and the Las Campanas Sewer Cooperative.

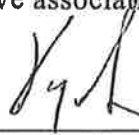
DATED this 1 day of June, 2012.

LAS CAMPANAS HOMEOWNERS  
WATER COOPERATIVE, a New Mexico  
cooperative association

  
\_\_\_\_\_  
By: Doug Tewes  
Its: President



LAS CAMPANAS SEWER  
COOPERATIVE, a New Mexico  
cooperative association



By: Doug Tewes  
Its: President



173572-9

16 JUN 1995



**ARTICLES OF INCORPORATION  
OF  
LAS CAMPANAS SEWER 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 SEWER COOPERATIVE (hereinafter "Co-op").

**ARTICLE II.**

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

1. Terry Gibson  
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. D. Brian O'Neill  
Las Campanas de Santa Fe  
218 Camino La Tierra  
Santa Fe, New Mexico 87501
4. Michael D. Baird  
Las Campanas de Santa Fe  
218 Camino La Tierra  
Santa Fe, New Mexico 87501

5. T. Neal Burton II  
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 operate and manage a wastewater sewer system for the collection, transmission, treatment and disposal of domestic wastewater and sewage for the members of Co-op and within such areas (the "Service Area"), including the area known as Las Campanas Santa Fe, as may from time to time be designated or established as Service Areas in accordance with the Bylaws of Co-op, and to acquire, own, lease, construct, install, operate, repair, and maintain all plant, property, facilities, and equipment, to employ or contract for all services, to do all other lawful things necessary or convenient for such purposes and for all lawful activities and purposes related thereto. 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 to recover the full costs of rendering service, including operating, maintenance, administrative and general expenses, taxes, depreciation, interest, and other funds necessary or convenient for the effective and prudent 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 registered 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. The initial registered agent upon whom process may be served is Michael D. Baird. The registered agent may be changed from time to time without amendment of these Articles of Incorporation.

#### **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
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Richard Dickerson	218 Camino La Tierra, Santa Fe, New Mexico, 87501
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T. Neal Burton II	218 Camino La Tierra Santa Fe, New Mexico 87501
Terry Gibson	218 Camino La Tierra Santa Fe, New Mexico 87501
Erik Filsinger	8777 North Gainey Center Drive, Suite 205 Scottsdale, Arizona 85258
D. Brian O'Neill	218 Camino La Tierra Santa Fe, New Mexico 87501
Michael D. Baird	218 Camino La Tierra Santa Fe, New Mexico 87501

#### **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.**

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 as set forth in the Bylaws of Co-op.

#### **ARTICLE X.**

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 Cooperative during the period in which the asset was owned by the Cooperative. Such distributions shall be in proportion to the charges paid by each member during that period.

DATED THIS 16<sup>th</sup> DAY OF June, 1995 .

  
\_\_\_\_\_  
TERRY GIBSON

  
\_\_\_\_\_  
MALCOLM PATTEN

  
\_\_\_\_\_  
D. BRIAN O'NEILL

  
\_\_\_\_\_  
MICHAEL D. BAIRD

  
\_\_\_\_\_  
T. NEAL BURTON II

STATE OF NEW MEXICO     )  
                                          )  
COUNTY OF SANTA FE     )

The foregoing instrument was acknowledged before me this 16<sup>th</sup>  
day of June, 1995, by Terry Gibson.



Veronica A. Miner  
NOTARY PUBLIC

My Commission expires:  
5-2-99

STATE OF NEW MEXICO     )  
                                          )  
COUNTY OF SANTA FE     )

The foregoing instrument was acknowledged before me this 16<sup>th</sup>  
day of June, 1995, by Malcolm Patten.



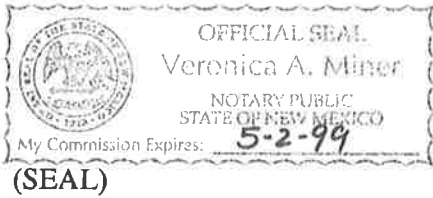
Veronica A. Miner  
NOTARY PUBLIC

My Commission expires:  
5-2-99



STATE OF NEW MEXICO )  
 )  
COUNTY OF SANTA FE )

The foregoing instrument was acknowledged before me this 16<sup>th</sup>  
day of June, 1995, by D. Brian O'Neill.



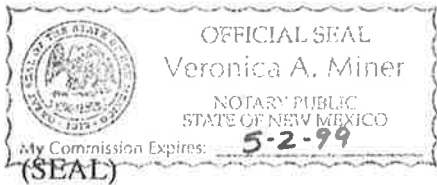
Veronica A. Miner  
NOTARY PUBLIC

My Commission expires:

5-2-99

STATE OF NEW MEXICO )  
 )  
COUNTY OF SANTA FE )

The foregoing instrument was acknowledged before me this 16<sup>th</sup>  
day of June, 1995, by Michael D. Baird.



Veronica A. Miner  
NOTARY PUBLIC

My Commission expires:

5-2-99

STATE OF NEW MEXICO       )  
                                          )  
COUNTY OF SANTA FE       )

The foregoing instrument was acknowledged before me this 16<sup>th</sup>  
day of June, 1995, by T. Neal Burton II.



Veronica A. Miner  
NOTARY PUBLIC

My Commission expires:

5-2-99

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