

142



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

WEST RIM MUTUAL DOMESTIC WATER USERS' ASSOCIATION

2262731

The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the
SANITARY PROJECTS ACT
(3-29-1 to 3-29-19 NMSA 1978)
have been received by it & 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 Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: JUNE 21, 2002

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.

Laura Long
Chairwoman
Bobbie K. Landrum
Bureau Chief

2262731

FILED IN OFFICE OF
NM STATE CORPORATION COMMISSION
JUN 21 2002
CORPORATION DEPARTMENT

ARTICLES OF INCORPORATION
OF

West Rim Mutual Domestic Water Users Association

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators, whose names and addresses are as follows:

| NAME | ADDRESS |
|---|--|
| <i>Miguel Mora III</i> <u>Miguel Mora III</u> | <u>HCR 74 Box 22250 EL RANCHO NM 87524</u> |
| <u>W. E. McMillan</u> | <u>P.O. Box 161 Carson NM. 87517</u> |
| <u>Michael G. ...</u> | <u>P.O. Box 204 Carson N.M. 87517</u> |
| <u>...</u> | <u>PO BOX 10 CARSON, NM 87517</u> |
| <u>Ronald K. Rhoades</u> | <u>PO BOX 1593 Rancho de Tinos 87557</u> |

Have associated ourselves together for the purpose of forming a non-profit association in accordance with the provisions of the "SANITARY PROJECTS ACT," Sections 3-29-1 through 3-29-19, New Mexico Statutes, Annotated 1978, as amended; and do hereby make, execute and acknowledge in duplicate these ARTICLES OF INCORPORATION.

ARTICLE I

The corporate name of this association shall be:

West Rim Mutual Domestic Water Users' Association
(Give complete Name)

ARTICLE II

The association shall have perpetual existence.

ARTICLE III

The principal office of the association shall be at PO Box 223, Carson NM 87517
County, New Mexico.

ARTICLE IV

The objects and purposes for which the association is formed, are as follows:

Section 1. To associate its members together for their mutual interest and benefit, and to that end to acquire, construct, install, maintain and operate a water and/or sewer system for the supplying and distribution of water for domestic uses and/or collection of sewage for 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; operation, maintenance, and repair of wells; pumping equipment, canals, ditches, structures, pipelines, valves, and all other water

RECEIVED
JUN 21 2002
NM PUBLIC REG. COMM.
RECEIVED
MAY 29 2002
NM PUBLIC REG. COMM.
CORPORATION BUREAU

143

and equipment necessary to the construction repair; maintenance and operation of a complete domestic water supply distribution system and a sewage collection and treatment facility.

Section 2. To borrow from any source money, goods or services and to pledge or mortgage any of its property as security therefore, in any manner permitted by law.

Section 3. To acquire and hold, own and exercise all rights of ownership in and to sell, transfer or pledge shares of capital stock or memberships of any corporation or association engaged in related activities.

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

Section 5. To levy assessments and make charges for water and sewer services in such manner and in such amount as may be provided in the bylaws of this association.

Section 6. To have and to exercise all power, privileges and rights conferred on non-profit 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 this association, except such powers as are inconsistent with the provisions of the Act under which this association is incorporated.

Section 7. The principal activities and business of this association will be carried on in Taos County, State of New Mexico, but its entire business and activities will not necessarily be limited to said County.

ARTICLE V

The business and affairs of this association shall be conducted and managed by a board of directors, consisting of five (5) members, all of who shall be members of this association. The members of the board of directors shall be elected biannually, from the membership of the association, for staggered terms of four (4) years each, except that in the first election, the elected directors shall draw lots so that two (2) of the directors shall serve first terms of two (2) years each, after which the positions of the two (2) directors whose terms are ending shall be filled by the election of two (2) successor directors for full four (4) year terms. The purpose of the two (2) year first terms is to provide for a system of staggered four (4) year terms so that three (3) directors will be elected in one (1) year and two (2) years later the other two (2) directors shall be elected.

ARTICLE VI

The association shall have no capital stock and no shares of stock shall be issued by said association to its members. Membership in this association shall be represented and evidenced by a Membership Certificate. All persons within a community who participate, or desire to participate, in this project may become members of the association upon complying with the rules and regulations prescribed by the board of directors of the association. Any person or persons who did not participate in an original project shall be admitted to membership in an association upon payment to the association of a reasonable fee, as determined by the board of directors.

ARTICLE VII

That notwithstanding any provision which may be made in the bylaws of this association for the issuance of more than one Membership Certificate to one natural person being a member of the association for the purpose of equalizing assessments against Membership Certificates on the basis of services rendered by the association, each person being a member shall be entitled to one and only one vote in the affairs and business of this association. There shall be no voting by proxy. Voting by mail shall be allowed only if provided for and in a manner as provided by the bylaws of this association. Mail votes shall be counted to the extent as provided in the bylaws in computing a quorum for the holding of a meeting of members.

ARTICLE VIII

In the event this association shall be directed to dissolve by the members as provided by law, the Trustees, designated by the members within the time fixed by the members or any extension thereof, shall liquidate the assets of this association and shall pay its debts and expenses, shall return to the members the amount of the membership fees paid for membership certificates and shall distribute any surplus among the members upon the basis of their patronage during the period of six years immediately preceding the dissolution.

ARTICLE IX

These articles may be repealed or amended by a vote of the majority of the members present at any regular meeting of the corporation, or at any special meeting of the corporation called for that purpose, except that so long as any indebtedness is held by or guaranteed by the Rural Utilities Service, the members shall not have the power to change the purposes of the corporation so as to decrease its rights and powers under the laws of the State, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the corporation or its members, or so to amend the articles as to effect a fundamental change in the policies of the corporation without the prior approval of the Rural Utilities Service in writing.

ARTICLE X

This association shall have and continuously maintain in the state a registered office, which is S BEAN STREET, CANYON ESTATES, NM 87517, and a registered agent whose business office is identical with the registered office of the association. The registered agent of the West Rim Mutual Domestic Water Users' Association shall be MICHAEL YEAGER.

The registered office or registered agent may be changed by resolution duly adopted by the Board of Directors of the association accompanied by a statement of acceptance by the newly appointed registered agent.

The following is a list of the names of all members of the Association:

- Richard Surzo MALVIE
- Pilar Hill Star Rte 151
- El Prado 87531
- ~~Pat Mason~~
- ~~Box 125 Taos~~
- PAUL DEMBSKI / HC 78 Box 97K1 Rancho de Taos
- STEVE MASSA P.O. Box 187 CARSON
- Barbara Huditschek Carson NM 417 E Grande Rd #2 Santa Fe, NM
- ALBERT HOBBS P.O. Box 1633 TAOS NM 7581050
- Bob Paul Box 1826 El Prado
- Elliott Libman PO Box 630 El Prado 87529 737-2450
- DONALD G. SHEWAN P.O. Box 58, EL PRADO 87529
- ROB & BARBARA HUGHES PO BOX 152 CARSON NM 737-0951
- Lisette MASON PO Box 152 El Prado NM
- BOB & AMY KISSLING 13812 W. DAKOTA AVE., LAKEWOOD, CO 80228 (CARSON)
- PATRICK HALLADAY P.O. Box 520 EL PRADO N.M. 87529
- David Baca PO Box 88 Carson NM 87517
- Cavale Crews HC 78 Box 9811 Rancho de Taos NM 87557
- Brenda Malone & Billy Miller Box 14-D, Pilar Rt, Embudo, NM 87531
- Miguel Mora
- DON MARRH miatawda@netmail.com tres orejas
- Mike & Peg Malony @ Tres Orejas
- DAN WIEDER @ TRES OREJAS
- Steve Hedge PO Box 311 Rancho de Taos 758 6918
- Sharon Fay (Hill South) PO Box 56 CARSON NM 87517 505 751 0076

(use additional pages, if needed)

Rolo in Cuchama Pilar Hill, Star Rt, Embudo, 87531

The total number of members of the association is 392 The total number of dwelling units that can be served upon completion of the project is 300 505-758-3838

RICHARD H. SCHMIDT POB 511 EL PRADO 87529 TRES OREJAS

Sharon Fay
Secretary

- Dawn Kohorst POB 1593 RANCHO de TAOS NM 87557 505-758-6999
- Pauline mascarenas PO Box 2502 Rancho de Taos new Mexico 82557
- Chris West Pilar Hill Embudo NM 87531

The following is a list of the names of all members of the Association:

~~Clifford W Hickey~~ Clifford W. Hickey
~~Michael W. Young~~
~~S. J. Wright~~
~~TERRY WOLFE~~
~~CHARLES MCGARITY~~
Daniel Hambrick Daniel G. Hambrick ✓
Michael DeLise Michael DeLise
Marein Smith Marein Smith
Eric Shoke Eric Shoke
CHARLES AMMUNTON Charles Ammington

(use additional pages, if needed)

The total number of members of the association is 3242. The total number of dwelling units that can be served upon completion of the project is 300.

Sharon Fay
Secretary