



OFFICE OF THE SECRETARY OF STATE
NEW MEXICO

November 7, 2017

LOS DIAMANTES HOMEOWNERS' ASSOCIATION, INC.
6300 JEFFERSON NE
ALBUQUERQUE, NM 87109

RE: LOS DIAMANTES HOMEOWNERS' ASSOCIATION, INC.
Business ID #: 5549353

The Office of the Secretary of State has approved and filed the Articles of Incorporation for the above captioned nonprofit corporation effective October 27, 2017. The enclosed Certificate of Incorporation is evidence of filing, and should become a permanent document of the corporation's records.

Please be advised that although the Certificate of Incorporation has been approved, you must also comply with all other federal or state laws applicable to your nonprofit corporation. This includes, but is not limited to state licensing requirements. It is the corporation's sole responsibility to obtain such compliance with all legal requirements applicable thereto prior to engaging in the business for which it has obtained approval of the referenced document.

Pursuant to Chapter 53, Article 8 NMSA 1978 Nonprofit Corporations Act, (53-83-83), you are required to file an initial corporate report with a filing fee of \$10 by December 7, 2017. Thereafter, a corporate report must be filed annually on or before the fifteenth day of the fifth month following the end of its taxable year. Late filing penalty of \$10 will be added for untimely filing of any report. The report is required to be filed whether a corporation is active or inactive or until such time that the corporation is relieved from filing the report as required by law. A supplemental report shall be filed within thirty days if, after filing of the corporate report, a change is made affecting the report. All of the above reports can be filed by using the e-Filing web portal: <https://portal.sos.state.nm.us/bfs/online> .

If you have any questions, please contact the Corporations Bureau at (505) 827-3600 or toll free at 1-800-477-3632 for assistance.

Corporations Bureau

OFFICE OF THE SECRETARY OF STATE

NEW MEXICO

Certificate of Incorporation

OF

LOS DIAMANTES HOMEOWNERS' ASSOCIATION, INC.

5549353

New Mexico

The Office of the Secretary of State certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the

Nonprofit Corporation Act

53-8-1 to 53-8-99 NMSA 1978

have been received and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Office of the Secretary of State issues this Certificate of Incorporation and attaches hereto a duplicate of the Articles of Incorporation.

Dated: **October 27, 2017**

In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the City of Santa Fe, and the seal of said office to be affixed hereto.



Maggie Toulouse Oliver

Maggie Toulouse Oliver
Secretary of State

**ARTICLES OF INCORPORATION
OF
LOS DIAMANTES
HOMEOWNERS' ASSOCIATION, INC.
(A Nonprofit Corporation)**

THE UNDERSIGNED, being desirous of forming a non-profit corporation under the laws of the State of New Mexico, has prepared and hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is LOS DIAMANTES HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association".

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 6300 Jefferson NE, Albuquerque, New Mexico 87109.

**ARTICLE III
REGISTERED AGENT**

The New Mexico street address of the corporation's initial registered office is 6300 Jefferson NE, Albuquerque, New Mexico 87109. The name of the initial registered agent at the address of the initial registered office is Demetrios Daskalos.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit of the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residences, lots, and common areas within those portions of Los Diamantes Subdivision, City of Albuquerque, County of Bernalillo, State of New Mexico and

that are subject to the Declarations of Protective Covenants and Building Restrictions for Los Diamantes Subdivision (the "Declaration") recorded in the office of the County Clerk of Bernalillo County, New Mexico on October 24, 2017. The Association will further act to promote the peace, health, safety and general welfare of the owners within the Subdivision (as defined in the Declaration) and for this purpose will:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth fully;

(b) Fix, levy, collect, and enforce payment by any lawful means, of all assessments pursuant to the terms of the Declaration and will pay all expenses in connection therewith and all operating costs of the association, including, without limitation, licenses, taxes or other governmental charges levied or imposed against the Association or Association Land (as defined in the Declaration);

(c) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of New Mexico by law may now or hereafter have and exercise.

ARTICLE V **MEMBERSHIP**

Every person or entity who is a record Owner of any Lot or Dwelling Unit as defined in the Declaration shall automatically be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Membership and voting rights shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. There shall be one (1) class of voting membership.

ARTICLE VI
VOTING RIGHTS

The Association shall have one (1) class of voting membership who shall be all the Owners and shall be entitled to one (1) vote for each Lot owned. When more than one person holds interest in the same Lot, all such persons shall be Members, but shall be entitled to only one (1) vote, collectively.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Demetrios Daskalos
6300 Jefferson NE
Albuquerque, NM 87109

ARTICLE VIII
BOARD OF DIRECTORS

The Board will initially consist of four (4) directors, each of whom and each of whose replacement shall be an employee, representative, or designee of Declarant, and who shall be elected and subject to removal only by the Declarant until the earlier of:

- (1) sixty (60) days after conveyance of seventy-five percent (75%) of the Lots to Owners other than Declarant;
- (2) two (2) years after Declarant has ceased to offer Lots for sale in the ordinary course of business;
- (3) two (2) years after any development right to add new Lots was last exercised; or
- (4) the day the Declarant or the Declarant's designee, after giving written notice to parcel owners, records an instrument voluntarily surrendering all rights to control activities of the association.

This time period shall be referred to as the "Declarant Control Period."

Provided, however, with respect to the appointment/election of the Board:

- a. Not later than sixty (60) days after conveyance of twenty-five percent (25%) of the Lots to Owners other than Declarant, at least one (1) Member and not less than twenty-five percent (25%) of the Members of the Board shall be elected by Members other than the Declarant.
- b. Not later than sixty (60) days after conveyance of fifty percent (50%) of Lots to Owners other than the Declarant, no less than thirty-three percent (33%) of the Members of the Board shall be elected by Members other than the Declarant.
- c. Not later than the termination the Declarant Control Period the Owners shall elect a board of at least three (3) members, at least a majority of whom shall be Members. The Board shall elect the Officers. The Board members and Officers shall take office upon election.

In no event shall there be fewer than three (3) directors on the Board. The initial members of the Board are:

<u>NAME</u>	<u>ADDRESS</u>
Jimmy Daskalos	6300 Jefferson NE Albuquerque 87109
Nadine Martinez Daskalos	6300 Jefferson NE Albuquerque 87109
Nick Kaprison	6300 Jefferson NE Albuquerque 87109
Maria Cassimus	6300 Jefferson NE Albuquerque 87109

The Corporation shall indemnify any director or officer or former director or officer of the Corporation against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he is made a party by reason of being or having been a director or officer. The director or officer shall not be indemnified if he shall be adjudged to be liable for fraud or willful misconduct. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim. Advance indemnification shall be allowed of a director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit, or proceeding provided that the director or officer must reimburse the Association if it is subsequently determined that the director or officer was not entitled to indemnification.

In the performance of their duties, members of the Board shall exercise, if appointed by the Declarant, the degree of care and loyalty required of a fiduciary of the Members and, if elected by the Members, ordinary and reasonable care.

ARTICLE IX **DISSOLUTION**

The Association may be dissolved with the written consent of not less than seventy-five percent (75%) of Members and, during the Declarant Control Period, the approval of Declarant. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event 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 such similar purposes.

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT**

To: New Mexico Secretary of State

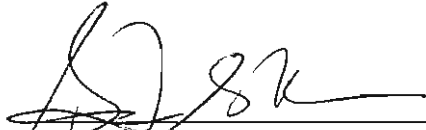
STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

On October 24, 2017, before me, a Notary Public in and for the State and County aforesaid, personally appeared Demetrios Daskalos, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent, on behalf of _____ of LOS DIAMANTES HOMEOWNERS' ASSOCIATION, INC., the Corporation which is named in the annexed Articles of Incorporation.



_____, Registered Agent

SUBSCRIBED AND SWORN to before me the day, month and year first above set forth.



Notary Public

My Commission Expires: 10-19-2019