

OFFICE OF THE SECRETARY OF STATE

NEW MEXICO

Certificate of Incorporation

OF

PANORAMA VILLAGE ASSOCIATION

5679990

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: **June 5, 2018**

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
PANORAMA VILLAGE ASSOCIATION**

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. Capitalized terms used hereinbelow shall have the same meaning as defined in the Declaration of Protective Covenants and Restrictions for Las Fuentes at Panorama Village dated April 30, 1998, and filed in the office of the County Clerk of Sandoval County, New Mexico, on April 30, 1998, in Volume 401, Pages 30073 – 30095, as Document No. 10459 (the "Declaration").

ARTICLE I
Name

The name of the Corporation shall be **PANORAMA VILLAGE ASSOCIATION** (the "Corporation"). The Corporation is intended to be a re-incorporation of a prior corporation with the same name originally formed on or around May 4, 2000, which was subsequently administratively dissolved.

ARTICLE II
Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE III
Purpose

The purposes of the Corporation are: (i) to enforce the provisions of and perform the duties of the Association set forth in the Declaration; (ii) to perform all acts and exercise all powers authorized by the Nonprofit Corporation Act, Sections 53-8-1 through 53-8-99, N.M.S.A. 1978 Comp., as now or hereafter amended; and (iii) to perform all acts and exercise all powers which a nonprofit corporation is authorized to do under all applicable statutes of New Mexico, as now or hereafter amended.

ARTICLE IV
Registered Agent and Office

The initial registered agent of the Corporation is Matthew M. Spangler, and the address of the initial registered office of the Corporation is 333 Rio Rancho Drive N.E., Suite 401, Rio Rancho, New Mexico 87124.

ARTICLE V
Initial Board of Directors

The management of the affairs of the Corporation shall be vested in a Board of Directors consisting of not less than three (3) persons. The Board of Directors shall initially be three (3) persons. The initial Board of Directors shall serve until new Directors are elected by the Members at a Meeting of Members held pursuant to the Bylaws. At said Meeting of Members, the Members shall elect one (1) member of the Board of Directors to serve a one (1) year term; one (1) member shall be elected to serve a two (2) year term; and the remaining member of the Board of Directors for a three (3) year term. All subsequent elections for membership to the Board of Directors shall be for two (2) year terms. Directors may be non-members of the Association. The number of Board members may be changed by an amendment to the Bylaws. The initial Board of Directors shall consist of the three (3) persons whose names and addresses appear below:

Jarrod D. Likar
333 Rio Rancho Drive N.E., Suite 202
Rio Rancho, New Mexico 87124

Carey A. Plant
333 Rio Rancho Drive N.E., Suite 202
Rio Rancho, New Mexico 87124

Christopher V. Vitale
333 Rio Rancho Drive N.E., Suite 202
Rio Rancho, New Mexico 87124

The Association shall indemnify its directors and officers against expenses, costs and attorney's fees actually and reasonably incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal in which they are made a party by reason of being or having been a director or officer of the Association unless they are guilty of gross negligence or misconduct in their performance of their duties as directors or officers.

ARTICLE VI
Name and Address of Incorporator

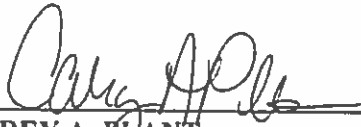
The name and address of the Incorporator is as follows:

Carey A. Plant
333 Rio Rancho Drive N.E., Suite 202
Rio Rancho, New Mexico 87124

ARTICLE VII
Amendment

These Articles of Incorporation may be amended, changed, modified or repealed in the manner now or thereafter provided by law upon the affirmative vote of seventy-five percent (75%) of all votes outstanding, in person or by proxy at a meeting duly called for that purpose, written notice of which shall have been sent to all members not less than ten (10) nor more than forty-five (45) days prior to such meeting. Such written notice of meeting must set forth the purpose of the meeting.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has made and signed these Articles of Incorporation this 4th day of June 2018.



CAREY A. PLANT

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT
OF PANORAMA VILLAGE ASSOCIATION**

To: The New Mexico Secretary of State

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

On this 4th day of June 2018, before me, a Notary Public in and for the State and County aforesaid, personally appeared **MATTHEW M. SPANGLER** 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 of **PANORAMA VILLAGE ASSOCIATION**, the Corporation which is named in the annexed Articles of Incorporation.



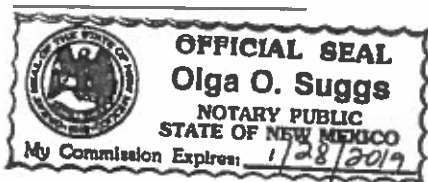
MATTHEW M. SPANGLER
Registered Agent

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



NOTARY PUBLIC

My Commission Expires:





OFFICE OF THE SECRETARY OF STATE
NEW MEXICO

June 5, 2018

LASTRAPES, SPANGLER & PACHECO, P.A.
P.O. BOX 15698
RIO RANCHO, NM 87174

RE: PANORAMA VILLAGE ASSOCIATION
Business ID #: 5679990

The Office of the Secretary of State has approved and filed the Articles of Incorporation for the above captioned nonprofit corporation effective June 5, 2018. 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 July 5, 2018. 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 Business Filing System(BFS) 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