

DEC 17 2008

CORPORATION BUREAU

**RESTATED ARTICLES OF INCORPORATION
OF
ABBE SPRINGS RANCHES HOMEOWNERS' ASSOCIATION, INC.**

The undersigned corporation, being a corporation under the New Mexico nonprofit Corporation Act (53-8-1 to §53-8-99 NMSA 1978), hereby restates the following Articles of Incorporation for such corporation:

Article I: NAME

The name of the corporation shall be

ABBE SPRINGS RANCHES HOMEOWNERS' ASSOCIATION, INC.

Article II: PURPOSE

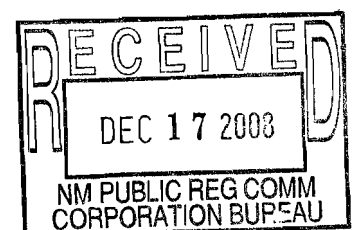
The purpose for which this Association is organized is to provide for the ownership and maintenance of the roads serving the Subdivision, to enforce the Declaration of Covenants, Easements and Restrictions for Abbe Springs Subdivision, to engage in any lawful activities which are determined by the Association to be in the best interest of the Association, the Members, or the Subdivision, and to promote the health, safety, and welfare of the Members.

Article III: DURATION

The period of duration of the corporation shall be perpetual.

Article IV: MEMBERSHIP AND VOTING RIGHTS

1. MEMBERSHIP. Every person or entity who is a record owner of an interest in real property in Abbe Springs Ranches Subdivision, excluding contract sellers, shall be a member of said Corporation, and is subject to the Protective Covenants of record which include assessment by this Corporation.



- a. The mere fact that persons or entities hold an interest as security for the performance of an obligation does not entitle them to membership.
- b. Membership shall be appurtenant to and may not be separated from ownership of the equitable interest in a lot located in Abbe Springs Ranches Subdivision.

2. VOTING. Each lot shall be entitled to one vote, and the owner or owners thereof shall be entitled to cast a single vote for their combined interest in a particular lot, unless otherwise determined in the By-Laws.

Article V: POWERS

The Corporation shall possess and have the benefit of all common law and statutory powers of a non-profit corporation not in conflict with the terms of these restated Articles of Incorporation, nor with federal or New Mexico law.

Article VI: DISSOLUTION

The Corporation may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of its paid up members then in good standing. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of such Corporation 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 that 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.

Article VII: REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation and the name of its registered agent are as follows:

Lee Deschamps
Attorney at Law
104 Church Street
P.O. Box 389
Socorro, NM 87801

Article VIII: DIRECTORS

The Board of Directors shall consist of not less than three, nor more than five, Directors, who shall each serve a term and be elected as stated in the By-Laws.

Article IX: CURRENT BOARD OF DIRECTORS

The Board currently consists of the following persons:

Marshall Adams, 68 Myren Street, Fairfield, CT 06824

Kat Brown, 1380 Rio Rancho Blvd. #280, Rio Rancho, NM 87124-1006

William Green, Box 157, Lemitar, NM 87823

Article X: INDEMNIFICATION

The Corporation shall indemnify any director or officer or former director or officer of the Corporation against reasonable expenses, costs, and attorney fees actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim; however, the director or officer shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

Article XI: DISTRIBUTION TO INDIVIDUAL MEMBER

Except as otherwise stated herein, the corporation shall make no distribution of income, in-kind benefit, financial interest, remuneration, reimbursement or other benefit to any individual, except as a general benefit to all members, unless said distribution is both specifically approved in advance by a majority of the Board of Directors and is approved by either:

Those persons present and voting at the annual meeting,

Or

Those persons responding in writing within 20 days of a mass mailing to each member by either e-mail or certified mail requesting each member to express their approval or disapproval of the proposed distribution.

Article XII: AMENDMENT


These Articles of Incorporation may be amended or restated upon the consent of two-thirds (2/3) vote of all directors then in office.

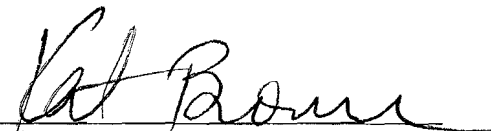
Article XIII: APPROVAL AND EFFECT

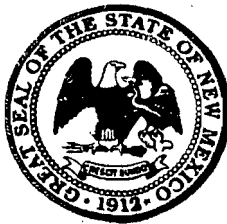
These restated Articles of Incorporation have been duly approved as required by law. These restated Articles of Incorporation correctly set forth the provisions of the articles of incorporation as amended and restated and they supersede the original articles of incorporation and all amendments thereto.

Executed and approved, as of this 12th day of Dec., 2008.

ABBE SPRINGS RANCHES HOMEOWNERS' ASSOCIATION, INC.

By 
Marshall Adams, President

By 
Kat Brown, Treasurer



OFFICE OF THE
PUBLIC REGULATION COMMISSION

RESTATED CERTIFICATE OF INCORPORATION

OF

ABBE SPRINGS RANCHES HOMEOWNER'S ASSOCIATION, INC.

3359049

The Public Regulation Commission certifies that duplicate originals of Restated Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the

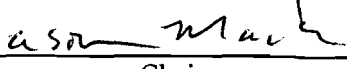
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)

have been received 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 Restated Certificate of Incorporation and attaches hereto a duplicate original of the Restated Articles of Incorporation.

Dated: DECEMBER 17, 2008

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 affixed at the City of Santa Fe.



Chairman



Bureau Chief