

STATE OF NEW MEXICO



42171

CERTIFICATE OF INCORPORATION  
OF  
THE OVERLOOK WATER COOPERATIVE  
1413798

The State Corporation Commission certifies that duplicate originals of the

ARTICLES OF INCORPORATION

attached hereto, duly signed and verified pursuant to the provisions of the COOPERATIVE Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this CERTIFICATE OF INCORPORATION and attaches hereto a duplicate original of the

ARTICLES OF INCORPORATION

DATED: November 14, 1988

In Testimony Whereof, the State Corporation Commission 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



*James D. Block*  
\_\_\_\_\_  
*[Signature]*  
\_\_\_\_\_

Chairman

Director

1413798

FILED IN...  
STATISTICAL...  
CORPORATION...

ARTICLES OF INCORPORATION  
OF  
OVERLOOK WATER COOPERATIVE

In compliance with the provisions of the State of New Mexico laws regarding cooperative associations, N.M.S.A. Section 53-4-1, et seq., 1978, the undersigned do hereby certify and adopt in duplicate these Articles of Incorporation for The Overlook Water Cooperative.

ARTICLE I: NAME

The name of the cooperative shall be THE OVERLOOK WATER COOPERATIVE (hereinafter the "Cooperative").

ARTICLE II: OBJECTS AND PURPOSES

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

Section 1: To associate its members together for their interest and benefit, and to that end, to acquire, construct, install, maintain and operate a water system for the supplying and distribution of water for domestic uses and purposes to its members and the lands of 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 the purchase, laying, installation, operation, maintenance and 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 domestic water supply and distribution system, and the installation of sewage and other sanitary systems and the like, including all functions and services necessary and incidental to accomplishing any of the foregoing purposes.

Section 2. To acquire, by purchase or otherwise, water and water rights from individuals, firms, corporations, counties or municipalities, as the same may from time to time be required for the adequate supply of water to the members and the lands of members, as this Cooperative may from time to time determine.

Section 3. To divert, appropriate and use, in such manner as the law may allow, the waters of springs, wells, and other sources, upon, under and within the lands of members, and to convey and distribute same for members' household and domestic purposes, for the watering of members' livestock, and for such other purposes as may from time to time be determined by the Cooperative.

Section 4. To own, by purchase or otherwise, lease, rent, or in any other manner, lawfully acquire lands, rights-of-way, pipelines and mains for the transportation, delivery and furnishing of water to the lands of members, and to construct, build, maintain and operate the same.

Section 5. To own, operate, maintain and control such meters and other appliances as may be necessary in conducting and maintaining the water systems aforesaid.

Section 6. To levy assessments, collect charges and create and enforce liens upon the lands of members for water service, including the cost of acquisition, construction, repair, improvement and maintenance of wells, reservoirs, canals, ditches and water systems and other works and for such other purposes as may be necessary for the effective operation of this Cooperative.

Section 7. To borrow from any source money, goods or services, and to pledge or mortgage any of the Association's property as security thereof, in any manner permitted by law.

Section 8. To acquire and to 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 cooperative engaged in related activities.

Section 9. 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 the Cooperative.

Section 10. 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 this Cooperative, except such powers as are inconsistent with the provisions of the Act under which this Cooperative is incorporated.

ARTICLE III: PRINCIPAL OFFICE

The location of the principal office of the Cooperative shall be in Placitas, Sandoval County, New Mexico, and its mailing address shall be Post Office Box 747, Placitas, New Mexico 87043.

ARTICLE IV: DURATION

This Cooperative shall have perpetual existence.

ARTICLE V: MEMBERSHIP

Each member of the Overlook Homeowners Association, Inc., a New Mexico non-profit corporation, shall be eligible to become a member of the Cooperative. The By-laws of the Cooperative shall set forth any additional qualifications for membership. Membership status shall be evidenced by a membership certificate executed by the Treasurer of the Cooperative.

The members of the Cooperative shall not be personally liable for the debts or claims against the Cooperative.

The Cooperative is organized without the issuance of shares, and the number of memberships shall be coextensive with the number of members in the Overlook Homeowners Association, Inc.

ARTICLE VI: BOARD OF DIRECTORS

The business and affairs of this Cooperative shall be conducted and managed by a board of five (5) directors who shall be members of this Cooperative. The names and

addresses of the persons who shall comprise the initial Board of Directors are:

1. Sandra S. Poling - Post Office Box 747  
Placitas, NM 87043
2. Claudia S. Sandler - Post Office Box 752  
Placitas, NM 87043
3. Steven J. Medwell - 2206 E. Gosent Drive  
Seattle, WA 98112
4. Robert H. Poling - Post Office Box 747  
Placitas, NM 87043
5. William D. Levin - Post Office Box 752  
Placitas, NM 87043

The Directors shall be elected at the annual meeting and shall serve a two year term. The terms of the Directors shall be staggered. Directors seats numbers 1, 2, and 3 shall be subject to an election by the members of the Cooperative at the first annual meeting. Directors seats numbers 4 and 5 shall be subject to an election at the next following annual meeting.

#### ARTICLE VII: DISSOLUTION

In the event this Cooperative shall be directed to dissolve by a vote of two-thirds (2/3) of the membership 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 Cooperative, shall pay its debts and expenses, and shall distribute any surplus among the members upon the basis of their patronage during the period of six years immediately preceding the dissolution.

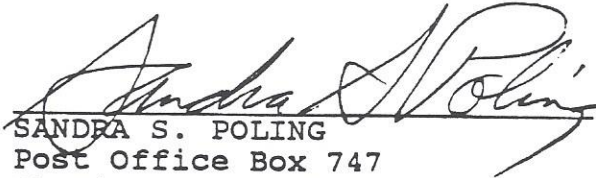
ARTICLE VIII: AMENDMENTS

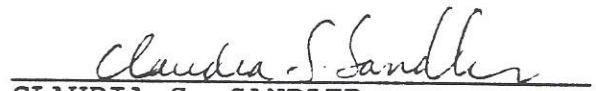
Amendment to these Articles shall require the assent of two-thirds (2/3) of the membership. The presentment of a petition to amend and notice of meeting to consider the proposed amendment shall be as provided by law.

ARTICLE IX: ISSUANCE OF STOCK OR SHARES

This Cooperative shall not issue capital stock or shares, nor shall the members thereof be assessed any sum whatsoever except as provided by the By-laws and other rules and regulations of this Cooperative.

IN WITNESS WHEREOF, we, the incorporators have set our hands and seals this 22nd day of September, 1988.

  
SANDRA S. POLING  
Post Office Box 747  
Placitas, NM 87043

  
CLAUDIA S. SANDLER  
Post Office Box 752  
Placitas, NM 87043

  
STEVEN J. MEDWELL  
2206 E. Gosent Drive  
Seattle, WA 98112

122

STATE OF NEW MEXICO }  
COUNTY OF SANDOVAL } SS

This instrument was filed for record on:

SEP 8 1989

At 9:45 A.M., P.M.  
Recorded in Vol. 1100 25.  
of records of said county, folio 110  
SALLY PADILLA, Clerk & Recorder  
By: EL, Deputy







