

ARTICLES OF INCORPORATION  
OF  
THE CASITAS AT MORNINGSTAR  
HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby signs and acknowledges, for delivery to the New Mexico Public Regulation Commission, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the New Mexico Nonprofit Corporations Act, New Mexico Condominium Act (New Mexico Statutes Annotated 1978, 53-8-1, et seq., as amended (the "Nonprofit Corporations Act").

I.  
NAME

The name of this corporation shall be The Casitas at Morningstar Homeowners' Association, Inc. (the "Association").

II.  
DURATION

The period of duration of the Association shall be perpetual.

III.  
PURPOSES

1.1 The Association is organized to be and constitutes the Association to which reference is made in the Declaration for The Casitas at Morningstar Condominiums (the "Declaration"). The Declaration is executed or to be executed by Rog/Mill, LLC, a New Mexico limited liability company ("Declarant"). The Declaration is recorded or to be recorded in the office of the County Clerk of the County of Doña Ana, New Mexico. All defined terms utilized herein, but not otherwise defined, shall have the meaning given such term in the Declaration.

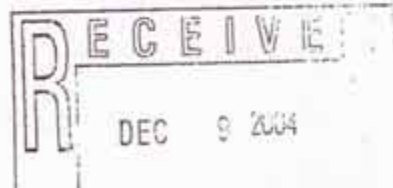
1.2 The Declaration relates to real property located in the County of Doña Ana, New Mexico, which may become annexed and made subject to the Declaration (the "Project"). Any property that is, in fact, annexed and made subject to the Declaration is referred to as the "Project."

1.3 The Association is not organized in contemplation of pecuniary gain or profit to Members. Specific purposes for which the Association is organized are:

(A) To exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as amended from time to time.

(B) To provide for maintenance, preservation and architectural control of the Project, including Units and Common Elements within the Project.

(C) To promote, foster and advance the health, safety and welfare of residents within the Project.





NAME	ADDRESS
Dr. William H. Rogers	42 Goodwin Lane El Paso, Texas 79902
Jodie A. McMillan	1155 S. Telshor Blvd., Suite B Las Cruces, New Mexico 88011

VII.  
MEMBERS

Members of the Association shall be the Owners of the Units in the Project, including Declarant, but not the Association if it is an Owner of a Unit.

Each Member shall have the right to cast one (1) vote for each Unit owned by such Member that is subject to this Declaration, subject, however, to special Declarant Rights set forth in the Declaration. All agreements and determinations lawfully made by the Association in accordance with the voting procedures established in the Bylaws and the Declaration, shall be deemed to be binding on all Members and their successors and assigns.

VIII.  
PROXY VOTING

A Member shall be entitled to vote in person and shall be entitled to vote by proxy.

IX.  
CUMULATIVE VOTING

Cumulative voting by Members shall not be permitted.

X.  
BYLAWS

The Association shall have the power to make and alter the Bylaws, not inconsistent with these Articles of Incorporation, the laws of the State of New Mexico, or the Declaration, for the administration and regulation of the affairs of the Association. The initial Bylaws of the Association shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the Members, subject to provisions of the Declaration for approval of amendments by Declarant or Eligible First Mortgagees.

XI.  
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended from time to time in accordance with the Nonprofit Corporations Act by vote of Members, and in accordance with the provisions in the Declaration for approval of amendments by Declarant or Eligible First Mortgagees. Notwithstanding the foregoing, the Articles of Incorporation, as amended, must contain only such provisions as are lawful under the Nonprofit Corporations Act, and shall not be contrary or inconsistent with any provision of the Declaration. Notwithstanding

anything to the contrary herein contained, any amendment to these Articles of Incorporation made during the Declarant's Rights Period affecting any Declarant Rights that Declarant may exercise during such period or affecting any obligation of Declarant during such period, or any amendment to these Articles of Incorporation made during the Declarant's Rights Period affecting a right that Declarant may exercise during such period or affecting any obligation of Declarant during such period, must, in each case, be approved in writing by Declarant.

### XIII. DISSOLUTION

In the event of dissolution of the Association, the Common Elements shall, to the extent reasonably possible, be conveyed or transferred to an appropriate public or governmental agency or agencies or to a nonprofit corporation, association, trust or other organization, to be used, in any such event, for the common benefit of Members for similar purposes for which the particular Common Element was held by the Association. To the extent the foregoing is not possible, the Common Elements shall be sold or disposed of and the proceeds from the sale or disposition shall be distributed to Members in proportion to the Allocated Interests, as determined in the Declaration. The proceeds from the sale or disposition of any improvements in a Limited Common Element shall be distributed to those Members entitled to use such facility in proportion to the relative Allocated Interests of the applicable Members.

### XIII. PRINCIPAL OFFICE

The Association's principal address shall be 1155 South Telshor Boulevard, Suite B, Las Cruces, New Mexico 88011.

### XIV. INDEMNIFICATION

The Association shall indemnify all officers and directors of the Association and shall advance all expenses of the officers and directors to the fullest extent permitted under the Nonprofit Corporations Act.

### XV. NO PERSONAL LIABILITY

No Director shall have any personal liability to the Association or to the Members for monetary damages for breach of their fiduciary duty as a Director, except that the foregoing provision shall not eliminate or limit the liability of any such Director for monetary damages for: (i) any breach of such Director's duty of loyalty to the Association or to the Members; (ii) if such Director's acts or omissions are not in good faith or involve intentional misconduct or a knowing violation of law; or (iii) any transaction from which such Director derived an improper personal benefit.

### XVI. INCORPORATOR

The name and address of the Incorporator are as follows:

NAME	ADDRESS
James E. Baumann	c/o Guevara, Rebe, Baumann, Coldwell & Reedman, LLP 4171 North Mesa Street, Suite B-201 El Paso, Texas 79902

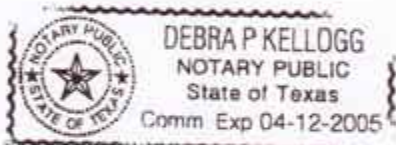
IN WITNESS WHEREOF, these Articles are executed this 6th day of December 2004.

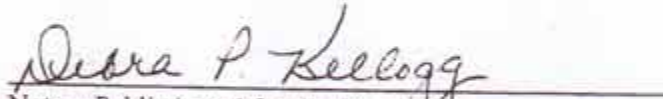
  
 \_\_\_\_\_  
 JAMES E. BAUMANN

ACKNOWLEDGMENT

STATE OF TEXAS            )  
   )  
 COUNTY OF EL PASO        )

The foregoing Articles of Incorporation of The Casitas at Morningstar Homeowners' Association, Inc. were acknowledged before me on this the 6th day of December 2004 by JAMES E. BAUMANN, as incorporator of said corporation.



  
 \_\_\_\_\_  
 Notary Public in and for the State of Texas  
 My commission expires: 4/12/2005

DEC - 9 2004

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

I, RANDY MCMILLAN, hereby acknowledge the acceptance of appointment as Initial Registered Agent of The Casitas at Morningstar Homeowners' Association, Inc., the corporation that is named in the annexed Articles of Incorporation.

  
RANDY MCMILLAN

RECEIVED  
NOV 12 2004  
NM PUBLIC REG. COMM.  
CORPORATION BUREAU

RECEIVED  
DEC 9 2004  
NM PUBLIC REG COMM.  
CORPORATION BUREAU

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OFFICE OF THE  
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

THE CASITAS AT MORNINGSTAR HOMEBOWNERS' ASSOCIATION, INC.

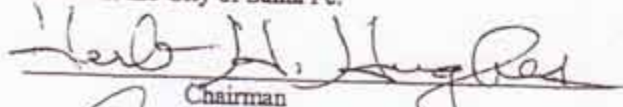
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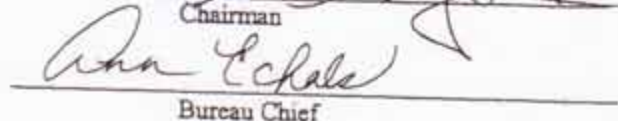
The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the  
NONPROFIT CORPORATION ACT  
(53-8-1 to 53-8-99 NMSA 1978)  
have been received by it & are found to conform to law.

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: DECEMBER 9, 2004

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 affix at the City of Santa Fe.

  
Chairman

  
Bureau Chief