

Exhibit #3

FILED IN OFFICE OF
NM PUBLIC REG. COMM.

APR 21 2011

CORPORATION BUREAU

ARTICLES OF INCORPORATION OF
PETROGLYPH TRAILS PROPERTY OWNERS' ASSOCIATION, INC.

In compliance with the provisions of the State of New Mexico Nonprofit Corporation Act, NMSA 1978, §§ 53-8-1 through 53-8-99 (Repl. Pamp. 1983 & Cum. Supp. 1994), the undersigned, Trails Investors, LLC, a New Mexico limited liability company, does hereby certify and adopt in duplicate the following Articles of Incorporation for the Petroglyph Trails Property Owners' Association, Inc.

ARTICLE I: NAME

The name of the corporation is PETROGLYPH TRAILS PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II: DURATION

The Association shall exist perpetually.

ARTICLE III: PRINCIPAL OFFICE

The principal office of the Association is located at 01 Ridge Court, Placitas, New Mexico 87043.

ARTICLE IV: REGISTERED AGENT

Thomas J. Ashe, whose address is 46 Sandia Lane, Placitas, NM 87043, is hereby appointed the initial registered agent of this Association, and such address shall be the registered office of the Association.

ARTICLE V: PURPOSES AND POWERS

The purposes and powers of the Association are as follows:

Section 1. This Association does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes.

Section 2. The Association shall not have the power to issue stock or to declare dividends.

2011011937 05/04/2011 01:50:52 PM B: 414 P: 11037

MISCELLANEOUS

Pg. 1 of 7

Sally G. Pacilla, Sandoval County Clerk



Section 3. The specific purposes for which the Association is formed are to maintain, preserve and improve the common areas within that certain tract of property (hereinafter the "Property") situated in Sandoval County, and more particularly described in the Petroglyph Trails Subdivision Comprehensive Declaration of Covenants, Conditions and Restrictions filed with the real property records of said county (hereinafter the "Declaration"), including any additions thereto, as may hereafter be brought within the jurisdiction of this Association; to promote the health, safety and welfare of the residents within the above-described Property; to sponsor for the benefit of its members, social, cultural and/or artistic events; and to do any and all other things necessary and convenient for the accomplishment or furtherance of any of the purposes stated herein, and to do all things necessary or convenient for the protection and benefit of the Association, and for these purposes to:

(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;

(b) Fix, levy, collect and enforce payment by any lawful means, including commencement of legal proceedings or litigation, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, conserve, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property and any interest therein in connection with the affairs of the Association; including but not limited to, the common areas, recreational facilities, parks, roads, bridges, and drainage structures owned by existing and future members of the Association;

(d) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, provided that any

04-16-11

RECEIVED
-2-

APR 21 2011

NM PUBLIC REG. COMM.
CORPORATION BUREAU

such mortgage, pledge, deed in trust, or hypothecation shall be in compliance with provisions of applicable law at the time of the conduct, including membership vote if required by applicable law and prior approval by HUDVA and by Trails Investors, LLC if it holds more than a majority of the voting power of the Association;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, and otherwise extend its jurisdiction and responsibilities to additional tracts of land, provided that any such merger, consolidation or annexation shall be in compliance with provisions of applicable law at the time of such conduct and shall be first approved by HUDVA, and Trails Investors, LLC if Trails Investors, LLC at that time still holds more than a majority of the voting power of the Association.

(f) To bring suit or participate in or commence any proceeding, whether judicial or administrative as necessary to protect the interests of the Association.

ARTICLE VI: MEMBERSHIP

The eligibility for membership shall be as stated in the Declaration. The By-laws shall set forth any additional qualifications for membership.

ARTICLE VII: BOARD OF DIRECTORS

The business and affairs of this Association shall be conducted and managed by a Board of not less than three (3) and not more than five (5) Directors, who shall be members of the Association or the authorized agent of a member corporation or partnership. The number of directors may be changed by amendment of the By-laws of the Association. The initial board of directors shall be appointed by Trails Investors, LLC and shall consist of the following four people:

1. Thomas J. Ashe
46 Sandía Lane
Placitas, NM 87042
2. Steven M. Gudelj
01 Ridge Court
Placitas, NM 87043

RECEIVED

APR 21 2011³⁻

NM PUBLIC REG. COMM.
CORPORATION BUREAU

04-16-11

3. Joanne Ashe
46 Sandia Lane
Placitas, NM 87042

4. Dustin Gudelj
01 Ridge Court
Placitas, NM 87043

The initial Directors appointed by Trails Investors, LLC shall serve for a minimum of two years. If any of said initially appointed board members resigns, they shall be replaced with Directors likewise appointed by Trails Investors, LLC. However, a transition of the board of directors from Directors appointed by Trails Investors, LLC to directors elected by members of the Association shall occur as follows: Once 25% of the lots within the Property have been sold and conveyed from Trails Investors, LLC, or its successors or assigns, or by persons or entities to whom Trails Investors, LLC sells Parcels or Phases within the Property, to persons or entities unrelated to Trails Investors, LLC and unrelated to the members of Trails Investors, LLC, or two years after the filing of these Articles of Incorporation, whichever is later, one seat on the board of directors will be put up for election at the next annual meeting, or a special meeting called for said purpose. Similarly, once 50% of the lots within the Property have been sold and conveyed from Trails Investors, LLC, or its successors or assigns, or by persons or entities to whom Trails Investors, LLC sells Parcels or Phases within the Property, to persons or entities unrelated to Trails Investors, LLC and unrelated to the members of Trails Investors, LLC, a second seat on the board of directors will be put up for election at the next annual meeting, or a special meeting called for said purpose. Once 75% of the lots within the Property have been sold and conveyed from Trails Investors, LLC, or its successors or assigns, or by persons or entities to whom Trails Investors, LLC sells Parcels or Phases within the Property, to persons or entities unrelated to Trails Investors, LLC and unrelated to the members of Trails Investors, LLC, a third seat on the board of directors will be put up for election at the next annual meeting, or a special meeting called for said purpose. At such time as 100% of the of the lots

within the Property have been sold and conveyed from Trails Investors, LLC, or its successors or assigns, or by persons or entities to whom Trails Investors, LLC sells Parcels or Phases within the Property, to persons or entities unrelated to Trails Investors, LLC and unrelated to the members of Trails Investors, LLC the fourth member of the board appointed by Trails Investors, LLC shall resign and the board of directors shall thereafter consist of three (3) Directors, unless the members of the Association vote to change the number of Directors by amendment to these By-Laws. Any Director appointed by Trails Investors, LLC may run for open election so long as Trails Investors, LLC has not sold or conveyed 100% of its lots to persons or entities related to Trails Investors, LLC and its members. When calculating the number of lots within the Property and the percentage of lots that are to be sold and conveyed before seats on the board of directors open up to member election, any lots added to the property by way of rezoning or replatting shall be counted towards such percentages. However, in no event shall a Director who has been elected by the members lose his/her seat should the Property be rezoned or replatted after his/her election.

ARTICLE VIII: DISSOLUTION

The Association may be dissolved if consistent with law and the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes:

ARTICLE IX: AMENDMENTS

Amendment to these Articles can be made if consistent with law and the Declaration and shall require the approval of at least two-thirds (2/3) of the vote of the Lot Owners.

RECEIVED

APR 21 2011

NM PUBLIC REG. COMM.
CORPORATION BUREAU

04-16-11

ARTICLE X: INCORPORATOR

The name and address of the incorporator is:

TRAILS INVESTORS, LLC

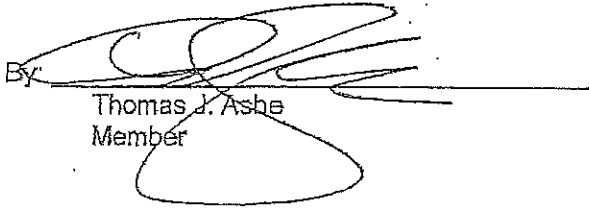
46 Sandia Lane

Placitas, NM 87043

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of New Mexico, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 20th day of April, 2011.

TRAILS INVESTORS, LLC

By



Thomas J. Ashe
Member

