



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

BRAZOS MUTUAL DOMESTIC
WATER CONSUMERS ASSOCIATION, INCORPORATED
2038719

The Public Regulation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the SANITARY PROJECTS ACT (3-29-1 to 3-29-19 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 Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

823 2285

Dated: OCTOBER 14, 1999

In testimony whereof, the State Public Regulation 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

Lynne M. Louie
Chairman

Public Chief

ARTICLES OF INCORPORATION

OF THE

BRAZOS MUTUAL DOMESTIC WATER CONSUMERS ASSOCIATION INC

OCT 14 1999

CORPORATION DEPARTMENT

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators, whose names and addresses are as shown in Article V, along with all the members, have associated ourselves together for the purpose of forming a non-profit mutual domestic water consumers association in accordance with the provisions of Article 29, Sanitary Projects, Section 3-29-1 through 3-29-19, NMSA 1978, and do hereby make and execute and acknowledge in duplicate, these Articles of Incorporation in writing.

ARTICLE I

The corporate name of this association shall be: Brazos Mutual Domestic Water Consumers Association, Incorporated.

ARTICLE II

The association shall have perpetual existence.

ARTICLE III

The principal office of the association shall be at 1521 Cerro Vista Rd. S.W. Albuquerque, New Mexico 87105

ARTICLE IV

The objectives and purposes for which the association is formed are as follows:

Section 1.

To associate its members together for their mutual interest and benefit and, to that end, to acquire, construct, install, maintain, and operate a water and/or sewer system for the supply and distribution of water for domestic uses and/or collection of sewage for its 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 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 distribution system and/or a sewage collection and treatment facility.

823 2286

OCT 14 1999

N.M. ST. CORP. COMM.
CORPORATION DEPT.

Section 2.

To borrow from any source money, goods, or services and to pledge or mortgage any of its property as security therefore in any manner permitted by law.

Section 3.

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 association engaged in related activities.

Section 4.

To buy, lease, hold, and exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the association.

Section 5.

To levy assessments and make charges for water and sewer services in such manner and in such amount as may be provided in the bylaws of the association. The bylaws shall reflect that the recurring annual fees and periodic assessments will be applicable to all members and will provide funds to be used for the acquisition, construction, improvement and maintenance of its works and for the necessary operations expenses.

Section 6.

To have and to exercise all power, privileges and rights conferred on non-profit 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 association, except such powers as are inconsistent with the provisions of the Act under which this association is incorporated.

Section 7.

The principal activities and business of this association will be carried on in Rio Arriba County, State of New Mexico, but its entire business and activities will not necessarily be limited to said county.

ARTICLE V
Election of Officers

The business and affairs of this association shall be conducted and managed by a board of directors, consisting of nine (9) members, all of whom shall be members of this association. There shall be elections annually. The members of the board of directors shall be elected to three year terms. Three directors shall be elected each year, on a rotating group of three (3) basis for staggered terms, such that each position on the board of directors shall be voted on by the members over a three year period. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Paul Schultz, President & Director	931G Country Club Dr. SE Rio Rancho, NM 87124
J. T. McWilliams, Vice President & Director	5600 Cometa Place NE Albuquerque, NM 87111
John Cudek, Secretary/Treasurer & Director	809 Marcella NE Albuquerque, NM 87123
Ray Leverich, Director	HC 75, Box 109 Chama, NM 87520
Kevin Chafin, Director	1413 Girard SE Albuquerque, NM 87106
Bill Eberhart, Director	2436 Tramway Terrace Ct NE Albuquerque, NM 87122
Steve Dragg, Director	1201 West McGaffey Roswell, NM 88201
Rubel Martinez, Director	6028 Azure NE Albuquerque, NM 87109
Harald Sorenson	13312 Desert Flower PL NE Albuquerque, NM 87111

ARTICLE VI
Membership

This association shall have no capital stock and no shares of stock shall be issued by said association to its members. Membership in this association shall be represented and evidenced by a Membership Certificate. All persons within the association who

participate, or desire to participate, in this project, may become members of the association, as specified in the bylaws, and upon complying with the Rules and Regulations herein. Any person or persons who did not participate in the original project shall be admitted to the membership of the association upon payment to the association of a reasonable fee, as determined by the board of directors, and as specified in the Rules and Regulations.

ARTICLE VII Voting

That, notwithstanding any provision which may be made in the bylaws of this association for the issuance of more than one membership certificate to one natural person being a member of the association for the purpose of equalizing assessments against membership certificates on the basis of services rendered by the association, each person being a member shall be entitled to one and only one vote in the affairs and business of this association. There shall be no voting by proxy. Voting by mail shall be allowed only if provided for and in the manner as provided by the bylaws of this association. Mail votes shall be counted to the extent as provided in the bylaws in the computing of a quorum for the holding of a meeting of members.

ARTICLE VIII Dissolution

In the event this association shall be directed to dissolve by the members as provided by law, the members shall designate three of their number as trustees who shall, on behalf of the association and within a time fixed in their designation or within any extension thereof, liquidate the assets of this association and shall pay its debts and expenses, shall return to the members the amount of the membership fees paid for membership certificates 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 IX Amendments

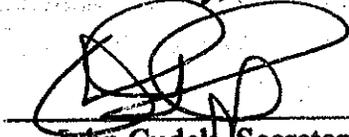
These articles may be repealed or amended by a vote of the majority of the members present at any annual meeting of the association, or at any special meeting of the association called for that purpose, except that so long as any indebtedness is held by or guaranteed by the USDA/Rural Utilities Services, the members shall not have the power to change the purposes of the association so as to decrease its rights and powers under the laws of the State of New Mexico, or to waive any requirement of bond or other provisions for the safety and security of the property and funds of the association or its members, or to amend the articles as to effect a fundamental change in the policies of the association without the prior approval of the USDA/Rural Utilities Services in writing.

IN WITNESS WHEREOF, we, the president and secretary, have set our hands and seals this 12th day of October, 1999;





Paul Schultz, President

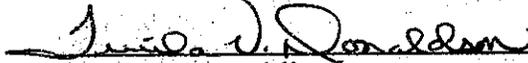


John Cudek, Secretary/Treasurer

STATE OF NEW MEXICO
COUNTY OF BERNALILLO

The foregoing instrument was acknowledged before me this 12 day of Oct, 1999
By those persons signing above.

(Seal)

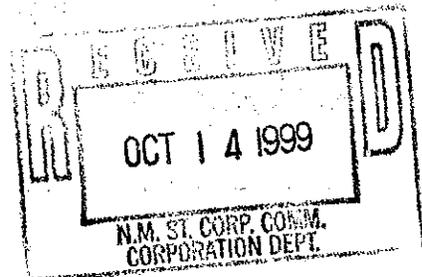


Notary Public

My commission expires: 9/23/2000

The total number of members of this Association is 147. The total number of dwelling units which can be served upon completion of the project is estimated at 273.

The attachment is a list of names of all members of the association.



MEMBERSHIP LIST

LeRoy Adams
6601 Rogers NE
Albuquerque, NM 87110

Sandra Burd
8201 Northridge NE
Albuquerque, NM 87109-3018

James J & Sylvia Cooke
325 Sierra Place NE
Albuquerque, NM 87108

Peggy Allen
P. O. Box 91962
Albuquerque, NM 87119-1962

Thomas Butler
550 Todd Loop
Los Alamos, NM 87544

C. B. Cosgrove
801 Loma Linda Place SE
Albuquerque, NM 87108

Laurel Baker
P. O. Box 231
Los Ojos, NM 87551

Evelyn Campbell
423 Estante Way
Los Alamos, NM 87544

William R Creel
4722 Trails End NW
Albuquerque, NM 87102

Lloyd & Inez Baker
310 Airport Road
Space #160
Santa Fe, NM 87501

Dr. Daniel Casias
P. O. Box 700
Tesuque, NM 87574

John Cudek &
Mary K. Gnerich
809 Marcella NE
Albuquerque, NM 87123

Eddy & Delitha Banister
300 West Alamo Drive
Chandler, AZ 85224

Eugene A. Casias
11405 Golden Gate NE
Albuquerque, NM 87111

John Cudek
809 Marcella NE
Albuquerque, NM 87123

Jack & Mary Barkemeyer
P. O. Box 55
Mancos, CO 81328

Carl & Patti Cataline
3101 Georgia NE
Albuquerque, NM 87110-2622

Joseph & Dorothy D'Angelo
715 Charleston NE
Albuquerque, NM 87108

Raymond Barron
HC 75 Box 122
Chama, NM 87520-0752

John C. & Joyce J. Cauthen
P. O. Box 1354
Aztec, NM 87410

John DeLong
4412 Hidden Valley Ct NE
Albuquerque, NM 87111

Kevin & Janis Chafins
1413 Girard SE
Albuquerque, NM 87106

Ray & Anita Denton
6408 Concordia Rd NE
Albuquerque, NM 87111

Richard Boyles
c/o Julie Settles
601 Miller
Bloomfield, NM 87413

James & June Clark
7736 Spencer Rd. NE
Albuquerque, NM 87109

Robert & Linda Diefenbaugh
9215 Calistoga Ave NE
Albuquerque, NM 87122

Brazos Lodge
c/o Roy Hopwood
2126 34th Street
Los Alamos, NM 87544

The New Cliffview Restaurant
Laurel A. Baker
HC 75 Box 125
Chama, NM 87520

Stephen S & Julie G Dragg
1201 W. McGaffey
Roswell, NM 88201

MEMBERSHIP LIST

Ernest & Shirley Dramer
1927 Muriel NE
Albuquerque, NM 87112-3248

A.J. & Agnes Garner
10821 La Grange Park Dr NE
Albuquerque, NM 87123

Michael & Mona Hays
1123 Stutz NE
Albuquerque, NM 87123

William T Eberhardt
2436 Tramway Terrace Ct NE
Albuquerque, NM 87122

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Katherine Headdy
521 Rover
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John & Nancy Erickson
P. O. Box 1019
Peralta, NM 87042

Mr. & Mrs. William Gray
P. O. Box 38
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Richard & Nancy Heath
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Dr. Barbara Bogart
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26 Casa Hermosa NE
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8521 Yeager NE
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Ruth & R. D. Hoffman
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15 Vista Del Rio #15
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Roy Hopwood
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Kay Quisenberry
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Clay Kilmer
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Albuquerque, NM 87111

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Española, NM 87532

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1708 Pitt NE
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33 Los Colonias
Algodones, NM 87001

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Santa Fe, NM 87505

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Albuquerque, NM 87112

UBPOA
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Albuquerque, NM 87154

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Chama, NM 87520

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c/o Schultz
931-G Country Club Drive
Rio Rancho, NM 87127

G. Joan Thornberry
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Albuquerque, NM 87108

Michael Valdez &
Nina Lohr-Valdez
17 Billingsley Dr.
Pensacola, Florida 32508

NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 HERB H. HUGHES
DISTRICT 2 BILL POPE
DISTRICT 3 JEROME D. BLOCK
DISTRICT 4 LYNDA M. LOVEJOY, CHAIRWOMAN
DISTRICT 5 TONY SCHAEFER, VICE CHAIRMAN

1120 Paseo de Peralta
P.O. Box 1269
Santa Fe, New Mexico 87504



OCTOBER 28, 1999

BRAZOS MUTUAL DOMESTIC WATER
CONSUMERS ASSOCIATION, INC.
ATTN: JOHN CUDEK
1521 CERRO VISTA RD. SW
ALBUQUERQUE, NM 87105

RE: BRAZOS MUTUAL DOMESTIC WATER CONSUMERS ASSOCIATION, INCORPORATED
SCC#2038719

BE ADVISED THAT THIS COMMISSION HAS APPROVED AND FILED THE ARTICLE OF INCORPORATION, FOR THE ABOVE REFERENCED CORPORATION, EFFECTIVE OCTOBER 14, 1999 THE ATTACHED CERTIFICATE OF INCORPORATION SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT 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 THE ATTACHED CERTIFICATE OF INCORPORATION.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
RKL

823 2208