

RESOLUTION AMENDING THE ARTICLES OF INCORPORATION
OF
TESUQUE MUTUAL DOMESTIC WATER WORKS

Be it resolved that the Articles of Incorporation of the Tesuque Mutual Domestic Water Works are amended in their entirety to read as follows:

ARTICLE I

The corporate name of this association shall be: Tesuque Mutual Domestic Water Consumers Association.

ARTICLE II

The association shall have perpetual existence.

ARTICLE III

The principal office of the association shall be at Tesuque, Santa Fe County, New Mexico

ARTICLE IV

The objects 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 supplying 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 a sewage collection and treatment facility.

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 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 this association.

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 Santa Fe County, State of New Mexico, but its entire business and activities will not necessarily be limited to said county.

ARTICLE V

The business and affairs of this association shall be conducted and managed by a board of directors, consisting of five (5) members, all of whom shall be members of this association. The members of the board of directors shall be elected biennially from the membership of the association, for staggered terms of four (4) years each, except that in the first election, the elected directors shall draw lots so that two (2) of the directors shall serve first terms of two (2) of the directors shall serve first terms of two (2) years each, after which the positions of the two (2) directors whose terms are ending shall be filled by the election of two (2) successor directors for full four (4) year terms. The purpose of the two (2) year first terms is to provide for a system of staggered four (4) year terms so that three (3) directors will be elected in one (1) year and two (2) years later the other two (2) directors shall be elected.

ARTICLE VI

The 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.

ARTICLE VII

That notwithstanding any provision which may be made in the bylaws of this association for the issuance of more than one Membership Certificate to the owner(s) of a single property,

for the purpose of equalizing assessments against Membership Certificates on the basis of services rendered by the association, the issuance of such additional certificate(s) shall not entitle the members to any additional voting rights over and above those provided for in the bylaws of the association as if such additional certificate(s) had not been issued. 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 computing a quorum for the holding of a meeting of members.

ARTICLE VIII

In the event this association shall be directed to dissolve by the members 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 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.

ARTICLE IX

These articles may be repealed or amended by a vote of the majority of the members qualified to vote that are present and represent a quorum at any regular meeting of the corporation, or at any special meeting of the corporation called for that purpose, except that so long as any indebtedness is held by or guaranteed by the Farmers Home Administration, the members shall not have the power to change the purposes of the corporation so as to decrease its rights and powers under the laws of the state, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the corporation or its members, or so to amend the articles as to effect a fundamental change in the policies of the corporation without the prior approval of the farmers Home Administration in writing.

AFFIDAVIT

STATE OF NEW MEXICO)
) SS.

COUNTY OF SANTA FE)

Gretchen Goff and Maria Bustamante, being first duly sworn, upon their oath state that they are President and Secretary, respectively, of the Tesuque Mutual Domestic Water Consumers Association, and that the foregoing Resolution was duly adopted by a majority vote of the members of the association at the annual meeting of the Association held on July 14, 2010, in accordance with the provisions of Section 14-28-19 NMSA 1953 (Sanitary Projects Act, Laws 1965, Chapter 300).

Gretchen M Goff

President

Maria C. Bustamante

Secretary

The foregoing affidavit was subscribed, sworn to and acknowledged before me this 9th day of Feb., ~~2010~~²⁰¹², by Gretchen Goff, President, and Maria Bustamante, Secretary of the Tesuque Mutual Domestic Water Consumer Association.

Max B. Berry

Notary Public

My Commission expires:

3-16-2012

