



STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

LAW OFFICE OF JOSHUA L SMITH LLC
925 FORT FILLMORE RD
MESILLA PARK, NM 88047

PAYMENT RECEIPT

PAYMENT RECEIPT NUMBER: **659009**
PROCESSED DATE: **08/23/2022**

PAYEE INFORMATION

Payee: Law Office Of Joshua L Smith LLC 925 Fort Fillmore Rd Mesilla Park, NM 88047	Payee ID: 000373407
Email:	Telephone Number:

TRANSACTION DESCRIPTION

Transaction Type: BUSINESS REORGANIZATION	Expedite: NONE	Entity Type: Domestic Sanitary Project Associations
Business Name: Cedar Creek Mutual Domestic Water Consumers Association (MDWCA)	Filing Date: 08/05/2022	Business ID #: 487579
Workorder #: 2017204573	Number of Pages: 6	

PAYMENT INFORMATION

Filing Fee: \$20.00	
Total Payment Amount: \$20.00	
PaymentType	PaymentInfo
Pre-Paid Account	373407 FOR \$20.00

DOCUMENT DELIVERY

Source: Email	Type: josh@joshuasmithlaw.com	Tracking #: N/A
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STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

August 23, 2022

LAW OFFICE OF JOSHUA L SMITH LLC
925 FORT FILLMORE RD
MESILLA PARK, NM 88047

RE: Cedar Creek Mutual Domestic Water Consumers
Association (MDWCA)

Business ID #: 487579

The Office of the Secretary of State has approved and filed the for the above captioned **Sanitary Project Association** effective August 5, 2022. The enclosed is evidence of filing, and should become a permanent document of the **association's** records.

Please be advised that although the **Certificate of Association** has been approved, you must also comply with all other federal or state laws applicable to your **association**. This includes, but is not limited to state licensing requirements. It is the **association's** sole responsibility to obtain such compliance with all legal requirements applicable thereto prior to engaging in the business for which it has obtained approval of the referenced document.

If you have any questions, please contact the Business Services Division at (505) 827-3600 or toll free at 1-800-477-3632 for assistance.

Business Services Division



STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

Certificate of Association by Reorganization

OF

Cedar Creek Mutual Domestic Water Consumers Association (MDWCA)
(Sanitary Project Association)

Reorganized From
CEDAR CREEK CABIN OWNERS ASSOCIATION
(Nonprofit Corporation)

487579

New Mexico

The Office of the Secretary of State certifies that the evidence of Reorganization and Articles of Association, duly signed and verified pursuant to the provisions of the

Sanitary Projects Act

3-29-1 to 3-29-21 NMSA 1978

have been received and are found to conform to law. Accordingly, by virtue of the authority vested in it by law the Office of the Secretary of State issues this Certificate of Association and attaches hereto a duplicate of the Articles of Association by Reorganization.

Dated: August 5, 2022

In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the City of Santa Fe, and the seal of said office to be affixed hereto.



Maggie Toulouse Oliver

Maggie Toulouse Oliver
Secretary of State

**CERTIFICATE OF ASSOCIATION
of the
CEDAR CREEK MUTUAL DOMESTIC WATER CONSUMERS ASSOCIATION**

KNOW TO ALL PERSONS:

Having associated ourselves together for the purpose of forming a non-profit Association in accordance with the provisions of the SANITARY PROJECTS ACT ("SPA"), Section 3-29-1 through 3-29-20, New Mexico Statutes, Annotated 1978, as amended; and do so hereby make executive and acknowledge in duplicate this CERTIFICATE OF ASSOCIATION in writing. This Certificate of Association supersedes the Articles of Incorporation of the non-profit Cedar Creek Cabin Owners Association and all amendments to the Articles of Incorporation.

Article I

The corporate name of this Association shall be:
Cedar Creek Mutual Domestic Water Consumers Association (MDWCA)

Article II

The Association shall have perpetual existence.

Article III

The principal office of this Association shall be at:
700 Mechem Drive, Suite 12
Ruidoso, NM 88345

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 in sanitary facilities, and to that end, to acquire, construct, install, maintain and operate a water and/or wastewater system for the supplying and distribution of water for domestic and commercial uses and/or for the management, collection, treatment, or reuse of wastewater 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 community water supply distribution system and a permitted onsite or central wastewater 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, Memberships in the Association.
- 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 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 6.** To levy assessments and make charges for water wastewater and related services in such manner as may be provided in the Bylaws of this Association.
- Section 7.** To have and to exercise all power, privileges and rights conferred on Mutual Domestic Associations by the SPA and 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 SPA under which this Association is incorporated.
- Section 8.** The principal activities and business of this Association will be carried on in Lincoln County, State of New Mexico, but its entire business and activities will not necessarily be limited to said County.

Article V Election of Directors

The business and affairs of this Association shall be conducted and managed by a Board of Directors, consisting of seven (7) directors as specified in the Association By-laws, all of whom shall be Members in good standing of this Association.

The Members of the Board of Directors shall be elected annually for staggered terms of three years in length pursuant to the Association By-laws. Three directors shall be elected at the initial annual meeting for 2-year terms, two directors shall be elected for 3-year terms and two directors shall be elected for 1-year terms to establish the staggered terms.

Officers shall be selected from the elected directors in the manner provided in the Association Bylaws.

Article VI Membership

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 and Service Agreement as specified in the bylaws. Property owners within the Association who participate, or desire to participate, in the Association, may become Members of the Association upon complying with the Association Bylaws and Rules and Regulations

prescribed by the Board of Directors.

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 a property owner 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 landowner being a Member shall be entitled to one and only one vote in the affairs and business of this Association regardless of how many memberships they own. The manner in which Members may vote in the affairs of the Association shall be as established in the Association Bylaws. Voting by proxy and/or by mail shall be allowed only if provided for in the Bylaws and in the manner stated in the Rules and Regulations of this Association. *

Article VIII
Dissolution, Merger, Reincorporation

In the event this Association shall be directed to dissolve by its Members, as provided by law, the Board of Directors shall liquidate the assets of this Association and shall pay its debts and expenses. Any surplus shall be transferred to another corporation organized under the Sanitary Project Act, another community water system organized as a public body or political subdivision, or to any entity of municipal, county, or state government engaged in providing domestic water supply in the community.

In the event this Association shall be directed by the Members to merge with another entity (s), the Board within the time designated by the Members or any extension thereof, shall create a merger plan and execution thereof with minimum impact in the services provided to the membership and within the process as provided by state statute.

In the event this Association shall be directed by the Members to reincorporate, the Board within the time designated by the Members or any extension thereof shall follow the process as provided by law.

Article IX
Amendments

These articles may be repealed or amended by a majority vote of a quorum 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 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, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the Association or its Members.

Article X
Registered Agent

The Secretary of the Association is designated as the registered agent of the Association.

At this time, the Registered Agent of the Association is:

* Alan P. Morel
700 Mechem Drive, Suite 12
Ruidoso, NM 88345

Subsequent changes of the Registered Agent will be filed with the NEW MEXICO SECRETARY OF STATE.

IN WITNESS WHEREOF, we, the Board Members, have set our hands and seals this 2nd day of July, 2022.

Robert W. Bunch Jr. President (Signature & Title)

Chris G. Nutter Vice President (Signature & Title)

Jim Hood Secretary (Signature & Title)

Mike Buss BOARD MEMBER (Signature & Title)

Charles Stuebel Board Member (Signature & Title)

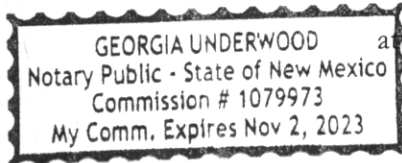
Ann H. Bolte Board Member (Signature & Title)

David R. Hendrix Board member (Signature & Title)

STATE OF NEW MEXICO)
)
COUNTY OF LINCOLN)

The foregoing instrument was acknowledged before me this 2nd day of July,
2022. By those persons signing above.

(Seal)



attest:

Notary

Georgia Underwood

The total number of Members of this Association is 204.

The total number of service connections which can be served by the Association is 204.

Qm Hood

Secretary

CEDAR CREEK CABIN OWNERS' ASSOCIATION
RESOLUTION 2022-01

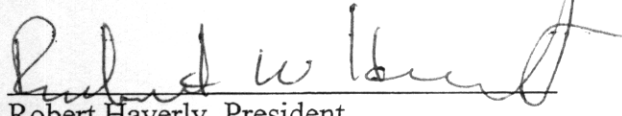
WHEREAS, the directors of Cedar Creek Cabin Owners' Association, a New Mexico domestic nonprofit corporation (the "Association") convened a Special Meeting of the Association's members to consider the directors' proposal to convert the Association to a mutual domestic water consumers association pursuant to NMSA 1978, § 3-29-20;

WHEREAS, the directors properly mailed to each Association member notice of the Special Meeting and a copy of the proposed certificate of association at least twenty (20) days prior to the Special Meeting; and

WHEREAS, the Association's members approved the conversion of the Association to a mutual domestic water consumers association on 7/02, 2022, by a vote of 74 to 4,

NOW, THEREFORE, BE IT RESOLVED, that the directors of Cedar Creek Cabin Owners' Association are authorized to execute the proposed certificate of association and file it in the Office of the New Mexico Secretary of State.

This Resolution 2022-01 was passed, approved and adopted by a unanimous vote of the Board of Directors on the 2 day of July, 2022.


Robert Haverly, President


_____, Secretary

RECEIVED AUG 05 2022