



Doña Ana Mutual Domestic Water Consumers Association

ARTICLES OF INCORPORATION

AMENDED JANUARY 31, 2018

Table of Contents

ARTICLE I	2
ARTICLE II	2
ARTICLE III	2
ARTICLE IV	2
Section 1	2
Section 2	2
Section 3	2
Section 4	2
Section 5	3
Section 6	3
Section 7	3
ARTICLE V	3
ARTICLE VI	3
ARTICLE VII	4
ARTICLE VIII	4
ARTICLE IX	4

ARTICLE I

The name of this corporation shall be:

Dona Ana Mutual Domestic Water Consumers Association

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The principal office of the corporation shall be at the Village of Dona Ana, Dona Ana County, State of New Mexico.

ARTICLE IV

The objects and purposes for which the corporation is formed are as follows:

Section 1

To associate its members together for the 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 the acquisition of water by purchase, appropriation, lease, or otherwise, and the diversion and storage thereof, the drilling, pumping and the purchase, laying installation, operation, maintenance, and repair of wells, pumping equipment, canals, ditches, structures, pipe lines, 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 thereof, 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 membership of any corporation or association engaged in related activities as permitted by law.

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 corporation.

Section 5.

To levy assessments and make charges for water sewer services in such a manner and in such amount as may be provided in the by-laws of this corporation.

Section 6.

To have and to exercise all power, privileges and rights conferred on nonprofit associations, mutual domestics, 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 purpose of this corporation, except such powers as are inconsistent with the provisions if the act under which this corporation is incorporated.

Section 7.

The principal activities and business of the corporation will be carried on in Dona Ana 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 the association shall be conducted and managed by a board of directors consisting of five members, each of who shall be members of the association. The member of the board of directors shall be elected biennially from the membership of the association for staggered terms of four years each. Two directors shall be elected in one year and three directors shall be elected two years later. The board of directors shall adopt by policy appropriate election procedures.

Each member of the board of directors shall represent a geographical district of the association's service area. The membership address of the board member shall be located within the district that the board member represents, and each board member shall be elected by only those members whose membership addresses are located within the district the board member represents. Each district shall be reasonably contiguous and shall include approximately one-fifth of the association's total membership. The association membership shall through adoption of an association bylaw establish the boundaries of the five original districts. Subsequent adjustments to the district boundaries shall be made by written policy adopted by the board of directors. The board of directors may change any district boundary when the number of members in any district exceeds the number of members in any other district by ten percent or more, and the board shall review district boundaries no later than every five years.

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 certification. All persons within a community who participate, or desire to participate, in this project may become members of the association by complying with the rules and regulations prescribed by the board of directors of the association. Any person or persons who did not participate in an original project shall be admitted to a membership in an upon payment to the association of a reasonable fee,

as determined by the board of directors. The number of memberships subscribed is 4301. The total number of meters is five thousand five hundred and four (5,504).

ARTICLE VII

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

ARTICLE VIII

The corporation operating as an association is designated a political subdivision of the State of New Mexico and a public body by the 2006 amendments to the New Mexico Sanitary Projects Act and the association intends to maintain a perpetual existence. The association may merge with another association or political subdivision or the association may transfer its functions and assets to another political subdivision upon making adequate provisions for the continuation of services to its members. In the event of a proposed merger, transfer and/or dissolution, the board shall purpose a plan to be approved by a two-thirds vote of the members present at a regular or special meeting of the membership. In no event may any member, former member, director former director, officer or former officer receive, directly or indirectly, any distribution or portion of a distribution of any assets. In the event of a merger, transfer or dissolution all assets of the association shall be transferred or disposed of in a manner set forth in a plan approved by and which serves the best interest of the membership.

ARTICLE IX

These articles may be repealed or amended by a vote of the majority of the members present 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 United States Department of Agriculture, the members shall not have the power to change the purpose of the corporation so as to decrease its rights and powers under the law of the state, or to waive any requirements of bond or other provisions 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 fundament change in the policies of the corporation without the prior approval of the United States Department of Agriculture in writing.

We certify that the foregoing articles of incorporation are true and correct and that the same are in full force and effect on this date.

Given under our hands and the seal of the corporation, this 28th day of March, 2018.

President

(seal)

Attest:

Secretary-Treasurer