

RESOLUTION ADOPTING
AMENDED ARTICLES OF INCORPORATION
OF
WATERFALL COMMUNITY WATER USERS ASSOCIATION

This matter having come before the regular meeting of the Association on the 21st day of June, 2025, and a majority of the members present and mail-in votes per Article VII, having voted in favor of the resolution to amend the Articles of Incorporation as set forth herein;

NOW, THEREFORE, BE IT RESOLVED by the members of the Waterfall Community Water Users Association in accordance with the provisions of the "Sanitary Projects Act" Section 3-29-1 through 3-29-21, N.M.S.A 1978 Comp, as amended, that the restated Articles of Incorporation filed on June 19, 2022, is hereby amended to read as follows:

ARTICLE I

The corporate name of this association shall be:

WATERFALL COMMUNITY WATER USERS ASSOCIATION

ARTICLE II

The association shall have perpetual existence.

ARTICLE III

The principal office of the association shall be at Otero County, New Mexico. Principal office is 18 Waterfall Drive, Cloudcroft, NM 88317-9206; the mailing address is 18 Waterfall Drive, Cloudcroft, NM 88317-9206.

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. To that end, to acquire, construct, install, maintain and operate a water system for the supplying and distribution of water for domestic use for its members. 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. Also, the drilling, pumping, and 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.

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

Section 4. To levy special assessments and charge fees for water services in such manner and in such amount as shall be provided in the bylaws of this association.

Section 5. To have and to exercise all power, privileges, and rights conferred on nonprofit corporations or associations by the law of the State of New Mexico all of which are hereby expressly claimed, including all powers which are necessary, convenient, or expedient for the accomplishment of the purposes of this association except those powers inconsistent with the provision of the Act under which this association is incorporated.

Section 6. The principal activities and business of this association shall be carried on in Otero County, State of New Mexico, but its entire business and activities shall not be necessarily 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 a minimum of five (5) members and no more than seven (7), and being an odd number, all of who shall be members in good standing of this association. The members of the board of directors shall be elected at the annual meeting from the membership of the association for staggered terms of four (4) years each. In the first election, the elected directors shall draw lots so that two (2) or three (3) of the directors shall serve first terms of two (2) years each after which the three (3) or four (4) directors whose terms are ending shall be filled by the election of 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) or four (4) directors shall be elected in one (1) year, and two (2) years later the other directors shall be elected.

ARTICLE VI

The association shall have no capital stock and said association shall issue no shares of stock to its members. Membership in this association shall be represented and evidenced by a Membership Certificate. All persons within Section 14, 23, and 24 north of New Mexico State Highway 130 T16S R12E N.M.P.M. shown on the Composite Waterfall Area Map issued August 4, 1983 of the files of the corporation, who participate, or desire to participate, in this project shall become members of the association upon complying with the rules and regulations prescribed by the board of directors of the association. Any qualified person or persons as established in the bylaws shall be admitted to membership in the association upon payment of the association of a reasonable fee, as determined by the board of directors and approved by the membership.

ARTICLE VII

That notwithstanding, a provision shall 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 fees 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 regardless of how many connections and/or memberships he or she owns, in the affairs and business of this association. There shall be no voting by proxy. Voting by mail or email shall be allowed only if provided for and in a manner as provided by the bylaws of this association. Mail or email votes shall not be counted to the extent as provided in the bylaws in computing a quorum for the holding of a meeting of members. The list of members is attached hereto pursuant to Section 3-29-16H, N.M.S.A. 1978 Comp, as amended.


ARTICLE VIII

In the event of the dissolution of this association, the assets of the association shall be disposed of as dissolution of a public body by conveyance to another political subdivision of the state of New Mexico and no distribution shall be made thereof in violation of Article 9, Section 14 of the New Mexico Constitution.

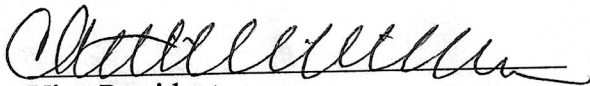
ARTICLE IX

These articles may be repealed or amended by vote of the majority of the members present at any regular meeting of the association or at any special meeting of the association called for that purpose.

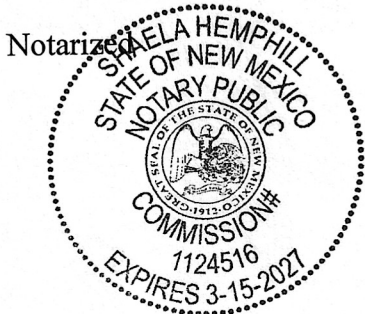
IN WITNESS WHEREOF, we, the undersigned, have set our hands and seals this 23 day of March, 2026.

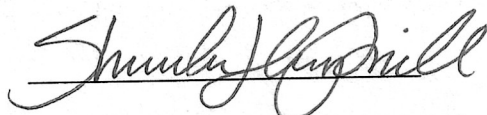


President



Vice-President





My commission expires: March 15, 2027