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CERTIFICATE OF ASSOCIATION

OF

RANDALL RESERVOIR AND DITCH ASSOCIATION

I - NAME

The name of this Association shall be the RANDALL RESERVOIR AND DITCH ASSOCIATION.

II - INCORPORATORS AND STATUS

The Incorporators of this Association are as follows:

- Lawrence Hinds
- Manuel Pacheco
- Mrs. Spencer Sanders
- John & Barbara Brenner
- Mark Wheaton and Christine Rivera
- Williar & Sharon Adkison
- Thomas & Elizabeth Powell
- Clifford & Elizabeth Johnson
- James & Claire Brandenburg
- Barbara Reynolds

This Association shall be a New Mexico not-for-profit association.

III - LOCATION OF OFFICE

The location of the Association's principal office is 428 Theodora Street, Taos, New Mexico, and whose mailing address is P. O. Box 617, Taos, New Mexico 87571.

IV - PURPOSES

The objects and purposes of this association are to maintain, operate and improve water distribution through Randall Reservoir and its ditches for the benefit of the owners of lands having water rights under said Reservoir. The location of said Reservoir and the lands having water rights under same is in Taos County, New Mexico. All of the lands are located Southeast of the Town of Taos Plaza and were formerly known as the Randall Orchard Property and the Hoffman Ranch Property. Said lands lie on either side of Cruz Alta Road. Said Reservoir is located

NOTIFICATION  
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*[Signature]*  
 Clerk of Court

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East of said lands and North of Cruz Alta Road. Said Reservoir obtains water from the Rio Fernando de Taos.

#### V - MEMBERSHIP, VOTES, ASSESSMENTS

Membership in this Association may only be acquired by the owning of lands having irrigations rights under Randall Reservoir. Each member vote will be equal in number to the percentage of water rights owned under said Reservoir. Funds for acquisition, construction, improvement, maintenance and operation of the Association's works and necessary related expenses shall be provided by assessment of the members of the Association adopted by a vote of a majority in interest of the members present at any regular or special meeting. Each member shall pay his proportionate share based upon the percentage of water rights owned under said Reservoir.

In all other matters not provided for in this charter, a quorum for the transaction of business shall be 51% in interest present at any regular or special meeting and matter requiring a vote shall only pass if 51% in interest of those present at any regular or special meeting vote in favor of the matter.

A member may be present and vote at any meeting of this Association by proxy.

#### VI - DURATION

The period for the duration of this association shall be perpetual.

#### VII - BOARD OF DIRECTORS

The Board of Directors of this Association shall consist of all of the members of this Association.

#### VIII - SALE OF WATER RIGHTS

If any member of the Association sells all of his water rights apart from the land, or transfers all of his water rights to other lands or underground, he shall automatically lose his membership in the Association.

#### IX - FAILURE TO PAY ASSESSMENTS

CERTIFICATION  
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are of sufficient quality to be used in the same manner as the  
original documents. The Office is not responsible for the  
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If any member fails to pay his percentage of any duly authorized assessment within thirty (30) days of notification of the assessment he shall lose his next turn of the water.

If any member remains delinquent for sixty (60) days, the Association shall also have the right to terminate the delinquent members membership in the Association if he remains delinquent for more than sixty (60) days.

#### X - NOTICE

Notice of meetings of the Association shall be called by the President or by a majority in interest of the membership. Notice shall be given each member personally or by letter mailed at least ten (10) days prior to said meeting.

#### XI - OFFICERS AND DUTIES AND ANNUAL MEETING

The Officers of the Association shall be: President, Vice-President, Secretary-Treasurer and Ditch Boss. Said officers shall be elected annually at the annual meeting of the Association which shall be the third Saturday in March of each year.

The President, Vice-President and Secretary-Treasurer shall have the powers and duties normally associated with those respective offices.

The Ditch Boss shall be responsible for the orderly distribution of water to the lands of the Members of the Association.

Any member not requiring his share of water at any particular time may allow any other member to use said share but only after notification by the member not requiring the water to the Ditch Boss. If a member does not use his share of water at any particular time and does not notify the Ditch Boss of any change in use, the Ditch Boss shall determine where that share of water shall be used.

#### XII AMENDMENTS

This Certificate may only be amended by a resolution adopted by a vote of two-thirds (2/3) in interest of the members present at any regular or special meeting.

The foregoing was unanimously adopted at a special meeting of the members held on August 3, 1990.

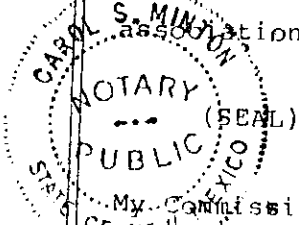
CERTIFICATE  
All subsequent pages of records in this file are  
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County Clerk's Office, as noted on the Statement of Document  
Examination on file at this office. These documents are  
electronically scanned and a necessary operation in the  
production of an electronic document file.

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Lawrence Hinds  
LAWRENCE HINDS  
PRESIDENT

STATE OF NEW MEXICO )  
                                  ) SS  
COUNTY OF TAOS )

The foregoing instrument was acknowledged before me this  
7<sup>th</sup> day of August, 1990, by Lawrence Hinds, President  
of Randall Reservoir and Ditch Association, on behalf of the  
association.

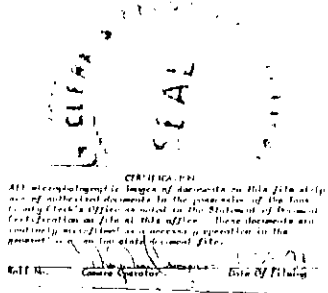


Carol S. Minton  
NOTARY PUBLIC

My Commission Expires:  
May 12, 1992

COUNTY OF TAOS ) SS  
STATE OF NEW MEXICO )  
I hereby certify that this instrument was filed  
for record on the 15<sup>th</sup> day of January A.D.  
1991 at 10:38 o'clock A.m.  
and was duly recorded in book U-141  
page 154-157 of the records of Taos County.

Witness my Hand and Seal of Office  
Carmel M. Torres  
County Clerk, Taos County, N.M.  
Eileen D. Pacheco  
Deputy



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