

BYLAWS
OF
BOSQUE DEL RIO GRANDE HOMEOWNER ASSOCIATION, INC.

A Corporation Not for Profit
Under the Laws of the State of New Mexico

1. Identity. These are the Bylaws of the Bosque Del Rio Grande Homeowner Association, Inc., a non-profit corporation formed pursuant to the Non-Profit Corporation Act of the State of New Mexico, Section 53-8-1, et seq., NMSA 1978. The Association has been organized for the purpose of providing an entity to further the interest of all of the owners of Lots in Bosque Del Rio Grande Subdivision and to administer and enforce the Declaration of Covenants for Bosque Del Rio Grande Subdivision.

2. Terms and Definitions. The terms and definitions utilized in these Bylaws are as set forth in the Declaration of Covenants for Bosque Del Rio Grande Subdivision (hereinafter the "Declaration").

3. Members' Meetings.

(a) The annual members' meeting shall be held at the offices of the corporation, on the first Monday in November of each year, at 7:00 p.m., or at any other place set by resolution of the Board of Directors of the corporation at the next prior meeting of the Board of Directors or at any other place designated by the president of the corporation.

(b) Special members' meetings shall be held whenever called by the President or Vice-President or by any two directors, and must be called by such officers upon receipt of a written request from two of the votes of the entire membership.

(c) Notice of all members' meetings, stating the time and place and the objects for which the meeting is called, shall be given by the President or Vice-President or Secretary unless waived in writing by the entire membership. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the certificate of the person giving the notice, if the mailing is disputed. Notice of the meeting may be waived before or after any meeting. Attendance at the meeting shall constitute a waiver of notice of the meeting.

(d) A quorum at members' meetings shall consist of persons entitled to cast forty percent (40%) of the total votes of the Association. If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting and reconvene the meeting at any later time without giving notice of the new date as prescribed in paragraph (c) of this section.

(e) At any meeting of members, on each proposition or vote to come before the members, the Owner of each Lot shall be entitled to one (1) vote. When more than one person holds an interest in any Lot, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast on behalf of any particular Lot.

(f) Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is within the boundaries of the Property shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

(g) Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. Proxies shall be signed and shall be valid only for the particular meeting designated and must be filed with the secretary before the appointed time of the meeting or at the start of the meeting.

(h) During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights of such member shall be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended, after notice, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Areas and Elements.

(i) The order of business at annual members' meetings, and as far as practical at all other members' meetings, shall be as follows:

1. Election of Chairman of the meeting;
2. Calling of the roll and certifying of proxies;
3. Proof of due notice of meeting or waiver of notice;
4. Reading and disposal of any unapproved minutes;
5. Reports of Officers and/or Committees;
6. Reports of Directors;
7. Appointment of Directors and officers, if applicable;
8. Unfinished business;
9. Consideration of proposed budget;
10. New business;
11. Designation of time and place of next meeting;
12. Adjournment.

4. Directors.

(a) The affairs of the Association shall be managed by a board of three directors who shall be elected by majority vote at each annual meeting of the Association. The directors, until the Declarant has sold three-quarters (3/4) of the Lots in the subdivision, need not be Members of the Association or residents of the Subdivision. Thereafter, Directors must be members of the Association.

(b) Any Director may be removed from the Board with or without cause by a vote of two-thirds (2/3) of the Members of the Association. Vacancies in the Board of Directors occurring between annual meetings of the members may be filled by the majority vote of the remaining directors.

(c) The term of each director's tenure of office shall extend to the next annual meeting of the Association or until the director ceases to serve as director for any reason.

5. Directors' Meetings.

(a) The organizational meeting of a newly-appointed Board of Directors shall be held within ten (10) days of its appointment at such place and time as shall be fixed by Declarant, and no further notice of the organizational meeting shall be necessary, if a quorum shall be present.

(b) The annual meeting of the Board of Directors shall be held on October 15 of each year, or within four (4) days prior thereto, the exact date to be set at the previous annual Board of Directors' meeting or by the President, if the Board of Directors has not set a date. At such annual meeting, a proposed annual operating budget shall be adopted for submission to the members. Other regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director by the President, personally or by mail, telephone, or facsimile at least ten (10) days prior to the date named for such meeting.

(c) Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of any two of the directors. Notice of the meeting shall be personally given by mail, telephone or facsimile at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting.

(d) Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance at the meeting shall constitute a waiver of notice of the meeting.

(e) A quorum at directors' meetings shall consist of at least two-thirds (2/3rds) of the members of the entire Board of Directors. The acts approved by a majority of those present shall constitute the acts of the Board of Directors, except where approval by a greater

number of directors is required by the Declaration, the Articles of Incorporation or these Bylaws. If at any meeting of the Board of Directors less than a quorum is present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

(f) The presiding officer of directors' meetings shall be the chairman of the Board of Directors if a chairman has been elected by the Association, or if not, the President shall preside. In the absence of the chairman, the directors present shall designate one of the members to preside as chairman.

(g) The order of business at directors' meetings shall be as follows:

1. Calling of roll;
2. Proof of due notice of meeting or waiver of notice;
3. Reading and disposal of any unapproved minutes;
4. Reports of Officers and Committees;
5. Unfinished business;
6. Adoption of proposed budget, if applicable;
7. New business;
8. Adjournment.

6. Powers and Duties of the Board of Directors. All of the powers and duties of the Association existing under the New Mexico law and the Declaration, the Articles of Incorporation and these Bylaws shall be exercised by the Board of Directors, its agents, contractors or employees, subject only to the approval by the Lot Owners when such is specifically required. There shall be no compensation for any of the members of the Board of Directors, except if a member of the Board of Directors serves as an employee of the Association performing duties not of the type or nature required of a member of the Board of Directors. However, any Director may be reimbursed at the discretion of the Board for their actual expenses incurred in the performance of their duties. The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes. The Board of Directors may employ a manager, an independent contractor, or such employees as they deem necessary, and to prescribe their duties. A director may be an employee of the Association, and a contract for management of the Subdivision may be entered into with a director. The Board of Directors shall procure and maintain adequate liability and hazard insurance on the Common Areas and Elements and liability insurance for the Board and its members. The Board of Directors shall elect officers of the corporation by majority vote at such regular meeting.

7. Officers.

(a) The executive officers of the Association shall be a President, a Vice-President, and a Secretary-Treasurer, all of whom shall be members of the Board and elected by the Association at the Association's annual meeting. No person may hold two or more offices. There shall be no compensation for the officers of the Association for the performance of duties ordinarily expected of the officers of the Association. All officers shall be directors.

(b) The President shall be the chief executive officer of the Association. He shall exercise general superintending control over the Association's affairs. He shall have the power to appoint committees from among the members from time to time as he may in his discretion determine appropriate, and to generally manage the conduct of the affairs of the Association. He shall have the right to prepare, execute, certify and record documents on behalf of the Association.

(c) The Vice-President shall in the absence or disability of the President exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

(d) The Secretary-Treasurer shall keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and directors and all other notices required by law. He shall have custody of the seal of the Association if applicable and shall affix the same to instruments requiring the seal of the Association if applicable and shall affix the same to instruments requiring the seal when duly signed. He shall keep the records of the Association, and shall perform all other duties necessary and incident to the office and as may be required by the directors or the President. He shall have the right to prepare, execute, certify and record documents on behalf of the Association. The Secretary-Treasurer shall have custody of all property of the Association, including funds, securities, personalty, equipment and evidences of indebtedness. He shall keep or cause to be kept the books of the Association in accordance with good accounting practices and shall perform all other duties incident to the office of Secretary-Treasurer. A bookkeeper or accountant may be hired by the Board to perform bookkeeping duties of the Secretary-Treasurer.

(e) Vacancies of executive officers shall be filled by majority vote of the directors at the next special or regular meeting after a vacancy arises.

8. Accounting. The Board shall keep or cause to be kept full and correct detailed books of account and records in chronological order of the receipts and expenditures affecting the Common Areas and Elements and facilities, specifying and itemizing the maintenance and repair expenses of the Common Areas and Elements and facilities and any other expenses incurred. The records and the vouchers authorizing the payments shall be available for inspection by any Lot Owner or any representative of any Lot Owner duly authorized in writing, at such reasonable time or times during normal business hours as may be requested by the Owner. Upon fifteen (15) days' notice to the Board and payment of a reasonable fee, any Lot Owner shall be furnished a

statement of his account, setting forth the amount of any unpaid assessments or other charges due and owing from such Lot Owner.

All funds collected hereunder shall be held and expended for the purposes designated by the Declaration, and (except for such special assessments as may be levied against less than all of the Lot Owners, and for such adjustments as may be required to reflect delinquent or unpaid assessments) shall be deemed to be held for the mutual benefit, use and account of all the Lot Owners.

9. Budget. On or before the date of the annual Association meeting each calendar year, the Board shall supply to all Lot Owners an itemized accounting of the administration, maintenance and other expenses for the preceding calendar year actually incurred and paid, together with a tabulation of the amounts collected pursuant to the estimates provided, and showing the net amount over or short of the actual expenditures plus reserves. Any amount accumulated in excess of the amount required for actual expenses and reserves shall be credited to the next installment due from Lot Owners under the current year's estimate, until exhausted, and any net shortage shall be to the installment due in the succeeding period after rendering of the accounting. The Board shall adopt a proposed budget for the Subdivision at its annual meeting and shall submit the budget to the members.

The Board shall build up and maintain a reasonable reserve for contingencies and replacements. Extraordinary expenditures not originally included in the annual estimate which may become necessary during the year, shall be charged first against such reserve. If the Board's finances prove inadequate for any reason, including non-payment of any Lot Owner's assessment, the Board may at any time levy a further assessment, which shall be assessed to the Lot Owners. The Board shall serve notice of such further assessment on all Lot Owners by a statement in writing, giving the amount and reasons therefor, and such further assessment shall be paid by the Lot Owners within thirty (30) days of the date of mailing thereof.

10. Assessments.

(a) If a Lot Owner shall be sixty (60) days in default in the payment of any installment upon an assessment, the Board of Directors may accelerate the remaining annual installments of the assessment upon notice thereof to the Lot Owner, and thereupon the unpaid balance of the assessment shall become due upon the date stated in the notice. The Board of Directors may bring suit against any Lot Owner sixty (60) days in default.

(b) Notwithstanding any provision in the Declaration to the contrary, assessments for emergencies or unforeseen occurrences which cannot be paid from the annual assessments for common expenses shall be made only after notice of the need thereof is given to the Lot Owners concerned. After such notice and upon approval of a majority of the Board of Directors in writing, which approval may be given without formally convening a meeting of the Board of Directors, the assessment shall become effective, and it shall be due after thirty (30) days' notice thereof in such manner as the Board of Directors may require.

(c) The depository of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the directors.

11. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration, the articles of incorporation, or these bylaws.

12. Amendments. The Declaration or the Bylaws may be amended in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any Association meeting at which a proposed amendment is considered.

(b) A resolution adopting a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary-Treasurer at or prior to the meeting. Such approval must be by the affirmative vote of members of the Association representing an aggregate ownership interest of at least fifty-one percent (51%) of the total votes of the Association.

(c) No amendment shall discriminate against any Lot or class or group of Lots unless the Lot Owners so affected shall consent. All amendments shall be in conformance with the requirements of the Declaration.

(d) A copy of each amendment shall be prepared, executed and certified by the Secretary-Treasurer of the Association and maintained as part of the Association's permanent records.

13. Initial Officers. The initial officers of the Association are as follows:

(a) Lynn Boyden, President
11896 N. Highway 14,
Tijeras, New Mexico 87059

(b) Ally Sanxay, Vice-president and Treasurer,
11896 N. Highway 14,
Tijeras, New Mexico 87059

(c) Jacqueline Cashman, Secretary
11896 N. Highway 14,
Tijeras, New Mexico 87059

14. Rules and Regulations. The Board shall have the power to adopt such reasonable rules and regulations as it may deem advisable for the use, maintenance, conservation and beautification of the property, and the health, comfort, safety and general welfare of said Lot Owners and occupants of the Property.

The foregoing were adopted as the Bylaws of the Bosque Del Rio Grande Homeowner Association, Inc., a New Mexico non-profit corporation, at the first meeting of the Board of Directors held on November 6, 2006.


LYNN BOYDEN, DIRECTOR & PRESIDENT


ALLY SANKAY,
DIRECTOR & VICE PRESIDENT


JACQUELINE CASHMAN,
DIRECTOR & SECRETARY