

BY-LAWS

OF

PLAZA SAN CARLOS ASSOCIATION

The affairs of PLAZA SAN CARLOS ASSOCIATION, a New Mexico non-profit corporation, shall be administered and regulated by the following By-Laws:

ARTICLE INON-PROFIT CORPORATION

The corporation does not and shall not afford pecuniary gain, incidental or otherwise, to its members. The corporation is formed for an object and a purpose not involving pecuniary remuneration, directly or indirectly, of its members; it shall not issue any capital stock; no part of the moneys received by the corporation shall inure to the pecuniary gain of its members, directly or indirectly. The corporation also has such powers as are now or may hereafter be granted by the laws of the State of New Mexico regarding non-profit corporations.

The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

a. The operation of this corporation shall be subject to the easements, rights, restrictions and obligations as contained in the Declaration of Condominium Ownership (hereinafter referred to as the "Declaration"), recorded in the Office of the County Clerk, Bernalillo County, New Mexico, to which Declaration a copy of these By-Laws was attached.

b. No part of the moneys received by the corporation shall inure to pecuniary gain of any member, either directly or indirectly, provided, however, the corporation may pay reasonable compensation for services rendered by its members.

ARTICLE IIOFFICES

The corporation shall have and continuously maintain a registered office in Albuquerque, New Mexico, and an agent for service of process whose address is identical with the address of such registered office and may have such other offices as the Board of Directors may from time to time determine.

ARTICLE III

MEMBERS

Section 1. Classes of Membership. The Association shall have two (2) classes of voting membership established according to the following provisions:

A. Class A Membership

Class A Membership shall be that held by each Owner of a unit other than Grantor and each Class A Member shall be entitled to one (1) vote for each unit owned. If a unit is owned by more than one (1) person, each such person shall be a Member of the Association, but there shall be no more than one vote for each unit. If, at the time of vote upon any issue, a unit shall have more than one Owner and those Owners cannot agree upon the manner in which that vote will be cast, the vote will be considered as not having been cast, i.e., the Owners of the building unit will be considered as not voting with respect to the issue upon which the vote shall have been called.

B. Class B Membership

Class B Membership shall be that held by Grantor (or his successor) who shall be entitled to three (3) votes for each unit owned by Grantor; provided that Class B Membership shall be converted to Class A Membership and shall forever cease to exist on the occurrence of whichever of the following is first in time:

a. The total outstanding votes held by Class A Members equal the total outstanding votes (tripled as above) held by the Class B Member; or

b. January 1, 1983

Section 2. Qualifications of Members. An owner of a building

unit in Plaza San Carlos, as the same is defined in the Declaration, shall be a member of the Association and be entitled to all rights and privileges as set forth in the Articles of Incorporation, these By-Laws, the Declaration, and any rules and regulations adopted by the Board of Directors of the Association.

Section 3. Termination of Membership. In case any member of the

Association ceases to be an owner of a unit in Plaza San Carlos, the membership of such person shall terminate as of the time such person ceases to be an owner, and the new owner shall automatically become a member therein. In case one of the joint owners shall cease to be such a joint owner, then such person shall cease to be a member, but the remaining joint owner or owners shall continue to be accorded a membership.

Section 4. Membership Lists. The Board of Directors of the

Association (hereinafter referred to as the "Board") shall have the duty of preparing or causing to be prepared a list of the members of the Association and shall have the additional duty of amending or revising or causing to be amended or revised such lists as memberships are terminated and/or come into being.

Section 5. Voting Rights. There shall be one person or entity

(hereinafter referred to as the "Voting Delegate"), entitled to vote on behalf of each member. Such voting delegate shall be the owner or the designate of a majority in interest of the group composed of all the owners of a unit unless such owner or group shall designate some person or entity to act as proxy on his or their behalf. Any person or entity so designated need not be an owner. Such designation shall be made in writing to the Board and shall be revocable at any time by actual notice to the Board of the death or judicially declared incompetence of any designator, or by written notice to the Board by the owner or by a majority in interest of owners in a group. Any or all of the owners may be present at any meeting of the voting delegates. Any voting delegate may vote or take any other action either in person or by proxy.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of

the members on the second Saturday of October at Albuquerque, New Mexico, or at such other reasonable place or time (not more than thirty (30) days before or after such date) as may be designated by written notice of the Board delivered to the voting delegates not less than ten (10) days prior to the date fixed for said meeting.

Section 2. Special Meeting. Special meetings of the voting

delegates may be called at any time for the purposes of considering matters which, by the terms of the Declaration of Condominium Ownership (hereinafter called "Declaration"), require the approval of all or some of the members, or for any other reasonable purpose. Said meetings shall be called by written notice, authorized by a majority of the Board, or by the voting delegates having at least one-third (1/3) of the total votes and delivered not less than ten (10) days prior to the date fixed for said meeting. The notices shall specify the date, time and place of the meeting and the matters to be considered.

Section 3. Notice of Meetings. Notice of meetings required to be given herein may be delivered either personally or by mail to the voting delegates, addressed to each such person at the address given by him to the Board for the purpose of service of such notice, or to the building unit of the owner with respect to which such voting right appertains if no address has been given to the Board.

Section 4. Quorum. The presence at any meeting of the voting delegates having one-half (1/2) of the total votes, in person or by proxy, shall constitute a quorum. Unless otherwise expressly provided herein, or by the Articles and Declaration, any action may be taken at any meeting of the voting delegates upon the affirmative vote of the voting delegates having a majority of the total votes present at such meeting, in person or by proxy.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors. The Board shall have all powers and duties set forth in the Declaration. The Board may, in addition, adopt and amend administrative rules and regulations governing the details of the operation and the use of the common areas and facilities; the Board may set restrictions on and requirements of the use and maintenance of the units and the use of the common areas and facilities, not set forth in the Declaration, which are designed to prevent unreasonable interference with the use of units and of the common areas and facilities by the several unit owners.

Section 2. Number, Tenure, Qualifications, Quorum, Meetings, Compensation, Vacancies and Removal. At each annual meeting, after the expiration of the term of the initial Board of Directors, the voting delegates shall, in person or by proxy, elect a Board of Directors for the forthcoming year, consisting of three (3) persons. The number of Directors may be increased or decreased by an amendment to these By-Laws. A majority of the Board shall constitute a quorum. Members of the Board shall serve, without compensation, for a term of one (1) year or until their successors are elected. Vacancies in the Board may be filled by majority vote of the remaining members thereof. Except as otherwise provided in the Declaration or these By-Laws, the Board

shall act by majority vote of those present at its meetings when a quorum exists, but in no instance shall the Board act unless at least (2) members are in agreement. Meetings of the Board may be called, held and conducted in accordance with such regulations as the Board may adopt.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Treasurer, and a Secretary. The officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. Any two (2) offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board at a regular annual meeting of the Board to be held within thirty (30) days after the annual election of the Board. Each officer shall hold office until his successor shall have been duly elected.

Section 3. Removal. Any officer elected by the Board may be removed by the Board whenever, in its judgment, the best interest of the Association would be served thereby.

Section 4. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the voting delegates and of the Board. He may sign, with the Secretary or Treasurer of the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident of the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice-President. The Vice-President shall assume all the duties and obligations of the President in the absence of the President.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for the financial records and all funds and securities of the Association; receive and give receipts for all moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the voting delegates and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address of each voting delegate which shall be furnished to the Secretary by a building unit owner or group composed of all the owners of a building unit ownership; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officer so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

Section 2. Checks and Drafts, Etc. All checks, drafts, other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as from time to time shall be determined by written resolution of the Board.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any specific purpose of the Association.

ARTICLE VIII

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its voting members and Board and shall keep at the registered or principal office a record giving the names and addresses of all individuals and groups accorded membership. All books and records of the Association shall be open for inspection by any owner or any representative of an owner duly authorized in writing, at such reasonable time or times as may be requested by the owner.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall end on the 30th day of September of each year, unless another fiscal year shall be adopted by resolution of the Board.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the laws of the State of New Mexico or under the provisions of the Articles of Incorporation or by the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIAMENDMENT TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any meeting at which a quorum is present, but in no event may such action be taken without the concurrence of at least two (2) Board members. No modification of or amendment to these By-Laws shall be effective unless set forth in an amendment as required by the New Mexico Building Unit Ownership Act.

Jerry M. [Signature]
Director

Director

Director

STATE OF NEW MEXICO
COUNTY OF BERNALILLO
FILED FOR RECORD

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TENNY C. CULP
CO. CLERK & RECORDER
DEPUTY