

BYLAWS  
OF  
COLINAS CORONADO HOMEOWNER'S ASSOCIATION, INC.  
("Corporation")

ARTICLE I  
DEFINITIONS

The words defined in the Declaration of Covenants, Conditions, Restrictions and Easements for Colinas Coronado dated October 31, 1991 (the "Declaration"), recorded in Volume 2365, Page 2970 in the Real Property Records of El Paso County, Texas, shall have the same meaning in these Bylaws. Colinas Coronado is the name of the certain subdivision of lots owned by Declarant.

ARTICLE II  
OFFICES

2.01 Registered Office. The registered office of the Corporation shall be 501 Executive Center Blvd., Suite 210, El Paso, Texas 79902, and the name of the registered agent of the Corporation at such address is Thomas A. Prendergast.

2.02 Other Offices. The Corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III  
MEMBERS

3.01 Membership. Each Owner shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Ownership of a Lot shall be the sole qualification for membership. The membership held by an Owner shall not be transferred, pledged or alienated in any way, except upon the sale of such Lot, and then only to the purchaser of such Lot. Any attempt to make a prohibited transfer is void, and will not be reflected upon the books and records of the Corporation. Evidence of transfer of membership shall be furnished to the Corporation in the form of a certified copy of the recorded conveyance of a Lot signed by the current Owner thereof as reflected upon the books and records of the Corporation.

ARTICLE IV  
MEETINGS OF MEMBERS

4.01 Annual Meetings. An annual meeting of the Members of the Corporation shall be held each year on the second Tuesday of the third month following the close of the fiscal year, if not a legal holiday, and if a legal holiday, then on the next

calendar week day following, at 7:00 p.m., at which time the Members shall elect a Board of Directors, and shall transact such other business as may be properly brought before the meeting.

4.02 Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called by the president, the Board of Directors or by Members having not less than ten percent (10%) of the total votes entitled to be cast at such meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice of such meetings.

4.03 Notice. Written notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary or the officer or person calling the meeting, to each Member of the Corporation entitled to vote at such meeting.

4.04 Quorum. The presence in person or by proxy of fifty-one percent (51%) or more of those votes entitled to be cast at a meeting of the Members shall constitute a quorum at all meetings of the Members for the transaction of business. The Members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

4.05 Majority Vote; Withdrawal of Quorum. When a quorum is present at any meeting, the vote of the holders of fifty-one percent (51%) or more of those votes entitled to be cast of Members qualified to vote and present in person or by proxy, shall decide any question brought before such meeting unless the question is one upon which by express provision of the Articles of Incorporation of the Corporation, these Corporate Bylaws, or the Declaration a different vote is required, in which case such express provision shall govern and control the decision of such question. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

4.06 Method of Voting; Proxies. The Corporation shall have two classes of voting membership with the voting rights hereinafter indicated:

Class A Members. Class A Members shall be all Owners with the exception of Declarant and each such Member shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall constitute one Member, and the one (1) vote for such Lot shall be exercised as they among themselves shall determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B Members. Declarant shall be a Class B Member and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to a Class A membership on the happening of either of the following events, whichever occurs earlier:

(1) When the total votes outstanding in the Class A membership equals the total votes outstanding in Class B membership; or

(2) Should Declarant notify in writing the Corporation of Declarant's election to convert from a Class B Member to a Class A Member;

and (unless the next annual meeting of the Corporation shall come within one hundred twenty (120) days after such conversion) a special meeting of the Members shall be called by the Board of Directors within not more than one hundred twenty (120) days after such conversion for the purpose of electing a new Board of Directors.

No Member, other than the Declarant or its representative, shall be entitled to vote at any meeting of the Corporation until such Member has presented evidence of ownership of a Lot to the Board of Directors. The vote of each Member may only be cast by such Member or by a proxy given by such Member to his duly authorized representative bearing a date not more than 11 months prior to such meeting. Such proxy shall be filed with the secretary of the Corporation prior to or at the time of the meeting. If title to a Lot shall be in the name of two or more persons as Owners, all of such persons shall be considered as a single member of the Corporation and are referred to in these Bylaws as "Joint Owners." Any one of such Joint Owners may vote at any meeting of the Members of the Corporation and such vote shall be binding upon such other Joint Owners who are not present at such meeting until written notice to the contrary has been received by the Board of Directors in which case the unanimous vote of all such Joint Owners (in person or by proxy) shall be required to cast their vote as members. If two or more of such Joint Owners are present at any meeting, their unanimous action shall also be required to cast their vote as members of the Corporation.

4.07 Cumulative Voting Denied. Cumulative voting for members of the Board of Directors shall not be permitted.

4.08 Action Without a Meeting. Whenever under any provision of law or of these Bylaws Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Members entitled to vote thereon.

4.09 Suspension of Voting Rights. The voting rights of any Member shall be automatically suspended during any period during which such Member shall be delinquent in the payment of assessment due the Corporation.

## ARTICLE V BOARD OF DIRECTORS

5.01 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and management of the business of the affairs of the Corporation as they may deem proper, not inconsistent with the laws of the State of Texas, the Articles of Incorporation of this Corporation or these Bylaws. The Board of Directors shall cause an examination to be made annually of the books and records of the Corporation by an accountant or other qualified person to be selected by the Board of Directors.

5.02 Specific Powers. In addition to the general powers provided in Paragraph 5.01 above, the Board of Directors of the Corporation shall have the following powers and duties:

- (a) Exercise its powers in accordance with the governing documents, including the Declaration;
- (b) Maintain a complete record of its corporate affairs including the book of resolutions, make such records available for inspection at the offices of the Corporation;
- (c) Adopt and follow procedures for adoption and publication of board resolutions to be included in the book of resolutions, including the provision for hearing and Notice of Members for resolutions on rules and other matters affecting the rights of members;
- (d) Adopt and publish rules and regulations including fees, if any, governing the use of the Common Areas and Improvements thereon, and the personal conduct of the Members and their guests thereon, and to include these in the book of resolutions;

- (e) Supervise all officers, agents and employees of the Corporation;
- (f) Designate depositories for corporate funds, designate those officers, agents and/or employees who shall have authority to withdraw from such accounts on behalf of the Corporation, and to call such persons to be bonded, as it may deem appropriate; appoint such committees as it deems necessary from time to time;
- (g) Exercise its powers and duties in good faith, with a view to the interest of the Corporation and to this end adopt appropriate guidelines for action on matters where potential conflict of interest may exist;
- (h) Prepare an annual operating budget which at a minimum reflects the obligations imposed in the Declaration;
- (i) Provide for the operation, care, upkeep, replacement, maintenance and surveillance of all the Common Areas and Improvements thereon and all of the services of the Corporation; and
- (j) Invest the funds of the Corporation as provided in the Declaration.

5.03 Number; Qualifications; Election; Term. The Board of Directors of the Corporation shall consist of not less than three (3) nor more than five (5) members. The members of the initial Board of Directors shall serve until Declarant either removes any such initial Director or until Declarant becomes a Class A Member and thereafter until their successors are elected as provided below. Until such time the initial Board of Directors shall continue to serve, Declarant shall appoint any replacements to the members of the initial Board of Directors. Unless the next annual meeting of the Members shall come earlier, within one hundred twenty (120) days after the date on which Declarant becomes a Class A Member, the Board of Directors shall call a meeting for the purpose of electing a new Board of Directors which shall consist of five (5) members. Each Director elected to replace an initial Director upon the expiration of his term of office shall serve for a term of one year, or until his successor shall be elected and shall qualify. Directors shall serve without compensation. Directors shall be reimbursed expenses incurred in the performance of duties as a Director.

5.04 Removal; Change in Number; Vacancies. Any Director or the entire Board of Directors may be removed either for or without cause, at any special meeting of the Members of the Corporation by the affirmative vote of a majority of the Members present in person or by proxy at such meeting and entitled to vote, if notice of the intention to act upon such matter shall have been given in the notice calling the meeting. If any vacancy occurs in the Board of Directors caused by death, resignation, retirement, disqualification or removal from office of any Director or otherwise, a successor or successors may be chosen at a special meeting of Members called for that purpose, and each successor Director so chosen shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

5.05 Place of Meetings. The Board of Directors of the Corporation may hold their meetings, both regular and special, at the Corporation's registered office or such other place designated by the Board of Directors from time to time without the State of Texas.

5.06 Annual Meetings. The annual meeting of each newly elected Board of Directors shall be held without further notice immediately following the annual meeting of Members of the Corporation, and at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed. The annual meeting of the Directors shall be called by the President or any two directors of the Corporation. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Texas for the holding of additional regular meetings without other notice and such resolution.

5.07 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board of Directors.

5.08 Special Meetings. Special meetings of the Board of Directors may be called by the President on five (5) days' notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two Directors. Except as may be otherwise expressly provided for by statute, the Articles of Incorporation, these Corporate Bylaws or the Declaration, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

5.09 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the

Directors, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.10 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all Members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by Members of the Board or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

5.11 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the president thereof authorized by a like resolution of the Board of Directors. Membership on such committees may, but need not, be limited to Directors or members of the Corporation.

5.12 Procedure. All committees shall keep regular minutes of their proceedings and shall report the same to the Board when required.

5.13 Managing Agents. The Board of Directors may employ for the Corporation a management agent at a compensation established by the Board of Directors and such management agent shall perform such duties and services with respect to the Project as the Board of Directors shall authorize, and the Board of Directors may delegate to such management agent such duties with respect to management, repair and maintenance of the Property and subdivision which are not by statute, the Articles of Incorporation, these Corporate Bylaws or the Declaration required to be performed by or have the approval of the Board of Directors or the Members of the Corporation.

5.14 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI  
NOTICES

6.01 Method. Whenever notice is required to be given to any Director or Member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or Member at such address as appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mail as aforesaid.

6.02 Waiver. Whenever any notice is required to be given to any Member or Director of the Corporation, a waiver in writing signed by that person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE VII  
OFFICERS

7.01 Number; Titles. The officers of the Corporation shall be elected by the Directors from among the Members and shall be a president, a vice president, a secretary and a treasurer. Any two or more offices may be held by the same person except the offices of president and secretary.

7.02 Election. The Board of Directors at its first meeting after each annual meeting of Members shall choose a president, vice president, a secretary and a treasurer.

7.03 Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

7.04 Salaries. The salaries of all officers of the Corporation, if any, shall be fixed by the Board of Directors.

7.05 Term of Office. Each officer of the Corporation shall hold office until the annual meeting of the Board of Directors next following his election and until his successor is chosen and qualified or until his death, resignation or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by a vote of the Board of Directors.



7.06 President. The president shall be the chief executive officer of the Corporation; he shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

7.07 Vice President. In the absence of the president, the vice president shall preside at all meetings of the Members and the Board of Directors. In addition, the vice president shall have such other additional duties as prescribed by the Board of Directors.

7.08 Secretary. The secretary shall attend all sessions of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the president.

7.09 Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Corporation, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, he shall give the Corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

#### ARTICLE VIII EXPENSES AND ASSESSMENTS

8.01 Books of Account. The Corporation shall keep detailed books of account showing all expenditures and receipts, in chronological order, of the administration, maintenance and repair of the Common Areas and Property as

defined in the Declaration as well as any other expenses incurred by or on behalf of the Corporation. Such books and the vouchers accrediting the entries shall be open for inspection by the Members, the Declarant and any mortgagee of any Lot during reasonable working hours on weekdays and shall be audited annually by qualified auditors. The cost of such audit shall be an expense of administration.

8.02 Corporation Expenses and Receipts. All expenses paid and incurred by the Corporation and all money and other property received by the Corporation shall be so paid, incurred and received by the Corporation on behalf of the Members ("Corporation Expense" and "Corporation Receipts"). Corporation Expenses shall include, but not be limited to, the cost or purchase of utilities for the Common Areas and the cost incurred in the satisfaction of any liability arising in connection with the maintenance, operation or use of the Common Areas, including taxes.

8.03 Association Assessments. The Corporation shall be assessed as the person or entity in possession of any tangible personal property or the Common Areas or Property owned or possessed by the Corporation, and taxes based thereon shall be treated as Corporation Expenses.

#### ARTICLE IX MISCELLANEOUS PROVISIONS

9.01 Checks and Drafts. All payments from corporate funds shall be made by check to be signed by the President or by any other person duly designated by a resolution passed by the Board of Directors, or by an employee of the Corporation who may be designated by a resolution passed by the Board of Directors.

9.02 Contracts. Contracts entered into in the ordinary course of business may be signed by the President of the Corporation; provided further, however, that any contract which is executed on behalf of the Corporation which is not in the ordinary course of business shall first be authorized by the Board of Directors and shall be signed by the President of the corporation. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument which is in the ordinary course of business in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.03 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

9.04 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, brokerage firms, trust companies or other depositories as the Board of Directors may select.

9.05 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

9.06 Seal. The corporate seal, if any, shall be in such form as may be determined by the Board of Directors. The seal shall not be necessary, and any document duly executed without the seal shall be valid and binding.

9.07 Inconsistencies. In the event these Corporate Bylaws shall be inconsistent with the Declaration, then the Declaration shall be controlling.

9.08 Headings. The headings used in these Bylaws have been inserted for administrative convenience only and do not constitute a matter to be construed in interpretation.

ARTICLE X  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.01 Right to Indemnification. To the extent permitted by law, the Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, by reason of the fact that person is or was a director, officer, employee, or agent of the corporation. Indemnification shall include all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding.

10.02 Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the shareholders or disinterested directors or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

10.03 Insurance. The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or designated agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer,

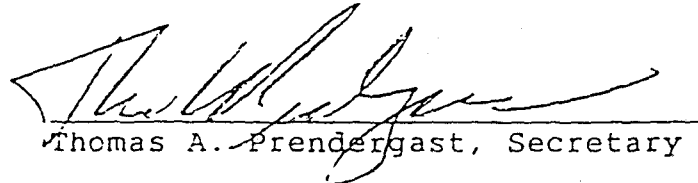
proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in his or her status as such, whether or not the Corporation would have the power to indemnify him or her under the provisions of this Article.

ARTICLE XI  
AMENDMENTS

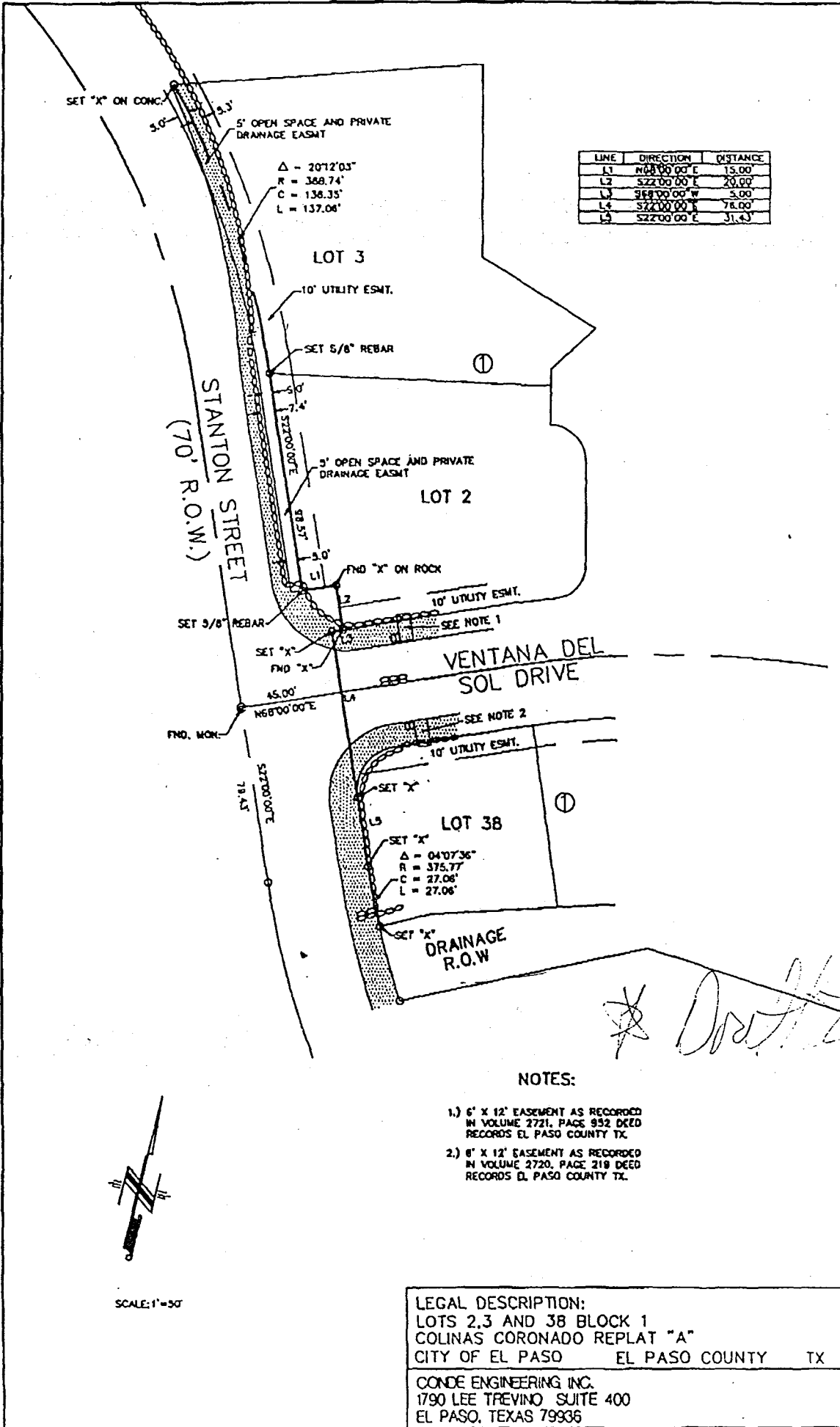
11.01 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted at any meeting of the voting Members of the Corporation by a (1) two-thirds (2/3) vote of the Board of Directors at any meeting duly called for that purpose and provided notice has been given to all Members at least fifteen (15) days prior to the meeting; or (2) by a two-thirds (2/3) majority vote of the Members present at the meeting, provided however, that in the case of a special meeting, notice of the proposed changes shall have been given in the notice of such special meeting. Amendments shall become effective after adoption.

CERTIFICATION

I hereby certify that the foregoing Corporate Bylaws were adopted by the Board of Directors of COLINAS CORONADO HOMEOWNER'S ASSOCIATION, INC. on the 30<sup>th</sup> day of December, 1991.

  
Thomas A. Prendergast, Secretary

3394P(2)



LINE	DIRECTION	DISTANCE
L1	N68°00'00" E	15.00'
L2	S22°00'00" E	20.00'
L3	S68°00'00" W	5.00'
L4	S22°00'00" E	78.00'
L5	S22°00'00" E	31.43'

$\Delta = 2072.03'$   
 $R = 368.74'$   
 $C = 138.35'$   
 $L = 137.06'$

$\Delta = 0407.36'$   
 $R = 375.77'$   
 $C = 27.08'$   
 $L = 27.08'$

- NOTES:
- 1.) 6' x 12' EASEMENT AS RECORDED IN VOLUME 2721, PAGE 952 DEED RECORDS EL PASO COUNTY TX.
  - 2.) 6' x 12' EASEMENT AS RECORDED IN VOLUME 2720, PAGE 219 DEED RECORDS EL PASO COUNTY TX.



SCALE: 1"=50'

**LEGAL DESCRIPTION:**  
 LOTS 2,3 AND 38 BLOCK 1  
 COLINAS CORONADO REPLAT "A"  
 CITY OF EL PASO EL PASO COUNTY TX

CONDE ENGINEERING INC.  
 1790 LEE TREVINO SUITE 400  
 EL PASO, TEXAS 79936