AMENDED AND RESTATED BYLAWS

of

FOX HILLS PROPERTY OWNERS ASSOCIATION, INC.

These Amended and Restated Bylaws are entered into as of the date set forth in the Secretary's Certification herein below and supersede any and all prior Bylaws of the Corporation or Amendments thereto.

ARTICLE I
CORPORATE OFFICE

The principal office of the Corporation in the State of New Mexico shall be located in the Fox Hills Subdivision in the County of Bernalillo. The Corporation may have such other offices, either within or without the State of New Mexico as the business of the Corporation may require from time to time.

ARTICLE II
NONPROFIT PURPOSES

The Corporation is organized exclusively for one or more purposes as are specified in the New Mexico Nonprofit Corporation Act, NMSA 1978, Section 53-8-4 (1975), including, without limitation:

A. To associate its members together for their mutual interest and benefit and to that end to acquire, construct, install, maintain and operate a water system for supplying and distributing water for domestic uses for its members, and to engage in any activity related thereto, including, but not limited to, the acquisition of water rights, appropriation, diversion and storage thereof, drilling, pumping and distribution thereof, and the operation and maintenance of a complete domestic water supply distribution system. Ownership of the water system shall be vested in the Corporation.

B. To buy, own, lease and hold any real or personal property as may be necessary or convenient for the conduct and operation of the Corporation.

C. To levy such charges for water in such manner and in such amount as may be adopted by the Board of Directors of the Corporation.

ARTICLE III
MEMBER MEETINGS

Section 1. Annual Meeting. The annual meeting of members for the election of directors and the transaction of such other business as may properly come before it shall be held at the registered office of the Corporation or at such other place within or without the State of New Mexico as shall be set forth in the notice of meeting. The meeting shall be held in the month of September of each year, beginning with the year 2017 at the hour of 10:00 a.m. or at such other date and time as may be set by the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation. The results of any election of directors shall be announced at the annual meeting. If the election of directors is not held on the day designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2. Special Meeting. Special meetings of members other than those regulated by statute, may be called at any time by (a) the President, (b) any Vice President acting as president pursuant to these Bylaws, (c) not less than seventy-five percent (75%) of all the members or (d) a majority of the Board of Directors. Special meetings shall be held at the registered office of the Corporation or at such place within or without the State of New Mexico as shall be set forth in the notice of meeting.

Section 3. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by email or by mail, at the direction of the President, the Secretary, or the officer or persons calling the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the books of the Corporation, with postage thereon prepaid. If delivered by email, the notice will be sent to the email address provided to the Corporation by the member. Attendance of a member in person or by proxy at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened.

A waiver of notice signed by all members may designate any time or place, either within or without the State of New Mexico, as the time and place for the holding of such meeting.

The notice of the annual meeting of members shall contain a ballot for the election of directors. Completed ballots shall be given to the Secretary no later than the annual meeting of members.

Section 4. Meeting of All Members. If all of the members entitled to vote shall meet at a time and place, either within or without the State of New Mexico and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporate action may be taken.

Section 5. Voting List. The officer or agent having charge of the books of the Corporation shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at the meeting or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for a period of ten (10) days prior to the meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any member at any time during usual business hours. The list shall also be produced and kept open at the time and place of meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original books shall be prima facie evidence as to who are the members entitled to examine the lists or to vote at any meeting of members. Failure to comply with the requirements of this section does not affect the validity of any action taken at the meeting. An officer or agent having charge of the Corporate books who fails to prepare the list of members, or keep it on file for a period of ten (10) days, or produce and keep it open for inspection at the meeting, as provided in this section is liable to any member suffering damage on account of the failure, to the extent of the damage.

Section 6. Quorum of Members. A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding the voluntary withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless a vote of a greater number is required by law. If, however, such quorum shall not be present or represented at any meeting of the members, members entitled to vote thereat, present in person or represented by proxy shall have the power to adjourn the meeting to a future date at which a quorum shall be present or represented. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Voting Rights. Voting rights in the Corporation shall be identical to the number of improved Lots owned by a member with one vote per Lot. Additionally, for those matters concerning the water system, each non-member Water User shall have one vote per Water Users Agreement. Additionally, to be eligible to vote, a member or non-member Water User must be in good standing, i.e. current (no more than 6 months delinquent) in their dues.

Section 8. Voting by Certain Holders.

A. Memberships held by an administrator, personal representative, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of the membership into his name. Memberships standing in the name of a trustee, or a custodian for a minor, may be voted by him, either in person or by proxy, but only after a transfer of the membership into his name.

B. Memberships standing in the name of a receiver or bankruptcy trustee may be voted by the receiver or bankruptcy trustee, and memberships held by or under the control of a receiver or bankruptcy trustee may be voted by him without the transfer thereof into his name if authority so to do is contained in an appropriate order of the court by which the receiver or bankruptcy trustee was appointed.

C. A member whose membership is pledged may vote the membership until it has been transferred into the name of the pledgee, and thereafter the pledgee may vote the membership so transferred.

D. Memberships standing in the name of a person as life tenant may be voted by him, either in person or by proxy.

Section 9. Proxies. Any member may designate some person or entity to act as a proxy for voting purposes. That designation must be in writing stating the term and purpose of the proxy, and must be delivered to the President or Secretary prior to the voting deadline. Every proxy must be written, dated, and signed by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specially provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

Section 10. Consents. Any action required to be taken at a meeting of the members may be taken without a meeting, and the vote of members may be dispensed with, if a consent in writing, setting forth the action so taken, shall be signed by all of the members with respect to the Corporate action being taken.

ARTICLE IV
DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be three to five as elected by the members. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent directors. Directors do not need to be members of the Corporation. Nominations and names of volunteers for each director position shall be solicited from the members by the Secretary at least two months prior to the annual membership meeting. Members will return those nominations, or a statement indicating he/she is volunteering, to the Secretary within 21 days of receipt. The Secretary will contact all nominees, who have not already volunteered, to determine if they are willing to have their names placed on the ballot.

All communications with members regarding elections shall be by e-mail unless a member requests in writing to receive communications by traditional mail.

Section 3. Duties and Powers. The Board of Directors shall have control and management of the business and affairs of the Corporation. The directors shall in all cases act as a Board, regularly convene, and, in the transaction of business the act of a majority present at a meeting except as otherwise provided by law shall be the act of the Board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with law or these Bylaws.

Section 4. Annual Meetings. The annual meeting of the Board of Directors, for the purpose of electing or appointing officers and for the transaction of any other business which may come before the meeting, shall be held without other notice than this bylaw, immediately after, and at the same place, as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of New Mexico, for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President at any time. The President or Secretary shall, upon a written request of any one (1) director, call a special meeting to be held not more than ten (10) days after the receipt of such request. The President may fix any place, either within or without the State of New Mexico, as a place for holding any special meeting of the Board of Directors.

Section 6. Notice. Notice of any special meeting shall be given at least seven (7) days previously thereto by written notice delivered personally, by email or mailed to each director at his last known address, as provided to the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage prepaid thereon. If notice is given by email, such notice shall be deemed to be delivered when the email is delivered to the last known email address provided by the director to the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except that where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any regular or special meeting. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough directors to leave less than a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manifestation of Dissent. A director who is present at a meeting of the Board of Directors at which action on any Corporate matter is taken shall be 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 the 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.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy 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 or at a special meeting of members called for that purpose.

Section 10. Removal of Directors. At a members meeting called expressly for that purpose, one or more directors, or the entire Board of Directors, may be removed, with cause, by a vote of fifty-one percent (51%) of the members entitled to vote at an election of directors.

Section 11. Compensation. By resolution of the Board of Directors, directors may receive a stated salary or a fixed sum plus expenses of attendance, if any, for attendance at any regular or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 12. Resignation. Any director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 13. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 14. Written Consent. Any action required by the Nonprofit Corporation Act to be taken at a meeting of the directors of the Corporation, or any action which may be taken at a meeting of the directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. The consent shall have the same effect as a unanimous vote.

ARTICLE V
OFFICERS

Section 1. Officers and Qualifications. The officers of this Corporation may consist of a president, one or more vice presidents (the number thereof to be determined by the Board of Directors from time to time), a secretary, a treasurer, and a Water System Manager each of whom shall be elected by the Board of Directors at the time and in the manner prescribed by these Bylaws. Other officers and assistant officers and agents deemed necessary may be elected or appointed by the Board of Directors or chosen in the manner prescribed by these Bylaws. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. The same person may be both a director and an officer. All officers and agents of the Corporation, as between themselves and the Corporation, shall have the authority and perform the duties in the management of the Corporation as provided in these Bylaws, or as determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 2. Election and Term. All officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting held immediately after the annual meeting of members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor has been duly elected and qualified, or until removed as hereinafter provided.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 4. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows and as hereafter specifically set by resolution of the Board of Directors:

President

A. The President shall be the chief executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation.

B. The President shall preside at all meetings of the members and shall preside at all meetings of the directors.

C. The President shall present, at each annual meeting of the members and directors, a report of the condition of the business of the Corporation.

D. The President shall cause to be called annual and special meetings of the members and directors in accordance with the requirements of the statutes and these Bylaws.

E. The President shall appoint, discharge and fix the compensation of all employees and agents of the Corporation, other than the duly elected officers, subject to the approval of the Board of Directors.

F. The President shall sign and execute all contracts in the name of the Corporation, and all deeds, mortgages, bonds, contracts, notes, drafts, or other orders for the payment of money, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution of shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

G. The President shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.

H. The President shall enforce these Bylaws and perform all the duties incident to his office and which are required by law and, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

In the absence of the President or in the event of any inability or refusal to act, the Vice President (or if there be more than one Vice President, the Vice Presidents in order of seniority) shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of President. The Vice President shall also perform such other duties and have such other powers as from time to time may be assigned by the Board of Directors or President.

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Secretary

A. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in the appropriate books.

B. The Secretary shall attend to the giving of notice of special meetings of the Board of Directors and of all the meetings of the members of the Corporation.

C. The Secretary shall be the custodian of the records of the Corporation.

D. The Secretary shall keep at the principal office of the Corporation a book or record containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their mailing addresses, the number of properties held by them respectively, and the dates when they respectively became the owners of record thereof. The Secretary shall keep such book or record and the minutes of the proceedings of its members open daily during the usual business hours, for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, the Secretary shall prepare and make available a current list of the officers and directors of the Corporation and their mailing addresses.

E. The Secretary shall attest the execution of documents and instruments on behalf of the Corporation by a proper officer thereof, as required.

F. The Secretary shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by him.

G. The Secretary shall have general charge of the membership transfer books or records of the Corporation.

H. The Secretary shall 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 President or by the Board of Directors.

Treasurer

A. The Treasurer shall have the care and custody of and be responsible for all the funds of the Corporation, and shall deposit such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be designated by the Board of Directors.

B. Subject to banking resolutions adopted by the Board of Directors, the Treasurer shall make, sign and endorse in the name of the Corporation all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors.

C. The Treasurer shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours.

D. The Treasurer shall render a report of the condition of the finances of the Corporation at each meeting of the Board of Directors and at such other times as shall be required of him, and he shall make a full financial report at the annual meeting of the members.

E. The Treasurer shall further perform all duties incident to the office of Treasurer of the Corporation.

F. If required by the Board of Directors, the Treasurer shall give such bond as it shall determine appropriate for the faithful performance of his duties.

Water System Manager

Duties of the Water System Manager shall be determined by the Board of Directors. The duties shall at a minimum include supervision and oversight of the Water System Operator to operate and maintain the water system and to be the liaison between the Board of Directors and the Water System Operator.

Other Officers

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors. Assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 6. Vacancies. Vacancies in any office shall be filled promptly by the Board of Directors, either at a regular meeting or at a meeting specially called for that purpose.

Section 7. Compensation of Officers. The officers shall receive such salary or compensation, if any, as may be fixed by the Board of Directors. No officers shall be prevented from receiving compensation by reason of the fact that he is also a director or employee of the Corporation.

ARTICLE VI
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences 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.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. 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, credit unions, trust companies, or other depositories as the Board of Directors may direct.

ARTICLE VII
ASSESSMENTS

The Board of Directors at any annual or special meeting may declare assessments to be paid by the members, subject to restrictions and limitations imposed by law, whenever in the exercise of its discretion it may deem such assessments advisable. Such assessments shall be paid in immediately available funds. All assessments shall be based on the number of Lots owned by a member in relation to the number of Lots in the Subdivision.

ARTICLE VIII
CORPORATE SEAL

The Corporation shall have no seal.

ARTICLE IX
FISCAL YEAR

The Corporation shall have a fiscal year, which shall be a calendar year ending on December 31 or as otherwise determined by the Board of Directors. Such fiscal year shall end on the last day of any one calendar month, and shall begin on the first day of the next succeeding calendar month.

ARTICLE X
WAIVER OF NOTICE

Whenever under the provisions of these Bylaws or of any statute any member or director is entitled to notice of any annual or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every member or director entitled to such notice in writing waives the requirements of these Bylaws in respect thereto.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended, repealed, or new bylaws adopted, by the affirmative vote of three-fourths of the entire Board of Directors at an annual or special meeting of the Board of Directors.

ARTICLE XII
WATER SYSTEM

The Corporation may exercise all powers and privileges and perform all duties and obligations as previously set forth in the Water Cooperative Agreement dated January 28, 1986 and recorded with the County Clerk of Bernalillo County on October 23, 1992 as Doc. No. 92106646 and as amended hereby, including the following:

A. Territory. The territory to be covered will be those (A) Lots located in the Fox Hills Subdivision, and (B) other properties in the vicinity of Fox Hills Subdivision as may be approved by the Corporation's Board of Directors and having Water Users Agreements with the Corporation for water service.

B. Water Users. Both the members of the Corporation and those property owners having Water Users Agreements with the Corporation may hereinafter be referred to as "Water Users".

C. Operation of Water System. A purpose of the Corporation is to provide water to the Water Users and to provide for the operation and maintenance of a water system.

D. Lien of Charges. The fees or charges charged to any Water User shall, if not paid, become a lien upon said Water User's property subordinate only to the lien of any first mortgagee of the property.

E. Easements and Right of Ingress and Egress. The Water Users have agreed that the Corporation may utilize the easements as provided on the Plat of Subdivision and as advisable on the Water Users properties for the purposes of placing its water lines to serve the Water Users and have consented to such use. The Water Users have granted the Corporation the right of ingress and egress to service, maintain and repair the water lines which may be located on their property.

F. Withdrawal. Any Water User may voluntarily withdraw from receiving water service and thus give up any rights to have water supplied by the Corporation, in a written statement to such effect which is properly acknowledged. Additionally, a Water User will be deemed to have withdrawn from the right to receive water service if said Water User loses title to the property served by the Water Users Agreement applicable to said property.

G. Termination. If the Corporation decides to terminate providing water service and no longer pursue that purpose, it may sell all of its property pertaining to the water system and divide the proceeds and/or assets in kind among the Water Users upon such terms and conditions as the Board of Directors shall determine.

H. Voting Rights. On matters concerning the Water System, each Water User shall have one vote per Fox Hills Subdivision Lot owned or per Water Users Agreement.

I. Disclaimer of Warranties. The Corporation makes no express or implied warranties as to the condition or design of the water system. The Corporation makes no representation or warranty, express or implied, as to the value of the water system or its fitness for any purpose, or as to water delivery capacity or capability, environmental condition, or the quality of the water or the water system, all of which the Corporation hereby disclaims and excludes. The Corporation has recommended that the Water User obtain the opinion of a qualified expert as to all such matters. Water Users, for themselves and their successors and assigns, release the Corporation from all claims and causes of action of any type whatsoever, including without limitation, any and all claims sounding in contract, warranty, tort or strict liability, arising out of or in connection with the design, capacity, capability or condition of the water system. The Water User agrees that the Water System is being accepted by the Water User in its "ÁS IS" condition and WITH ALL FAULTS.

J. Agreement to Abide by By-laws, Rules, and Regulations and Schedule of Charges. The Water Users agree to abide by and be bound by the By-Laws of the Corporation and the Rules and Regulations for the use of the water system, as they may now or may hereafter exist, and to pay the fees and charges as now or hereafter provided.

K. Water System Facilities. The Facilities shall consist of the domestic well now drilled on Lot 1, Fox Hills Subdivision, together with the tanks, pump house, pumps, equipment, pipelines and distribution system sufficient to supply the water to the Water Users, together with all distribution lines and meters and the water diversion rights necessary. Ownership of the Facilities shall be vested in the Corporation which shall be responsible for the operation and maintenance of the Facilities.

L. Major Maintenance. Major maintenance expenses are those expenses and costs associated with replacement of or major repair of any equipment or property of the Facilities. If it becomes necessary to incur any major maintenance, and if such maintenance or repairs are not urgent, the Water System Operator will send a letter to all Water Users and the Board of Directors advising them of the necessity and expense to be incurred and giving them five (5) days in which to respond. If no response is received within such time, the Water System Operator will take such action as he or she recommends in the letter. If such maintenance or repairs are urgent, the Water System Operator shall incur such costs and then notify the Water Users and Board of Directors that he or she has incurred such expense.

M. Fees and Charges. The Water Users will pay such fees and charges as are approved by the Board of Directors.

ARTICLE XVIII
INDEMNIFICATION

For the purpose of this Article, "agent" includes any person who is or was a director, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation, and "expenses" includes attorneys' fees and any expense of establishing a right to indemnification.

Pursuant to 1978 NMSA §53-8-26 (1987) or any successor statute or law, the Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative if he or she is or was an agent of the Corporation, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

I hereby certify that the above and foregoing Amended and Restated Bylaws of Fox Hills Property Owners Association, Inc., a New Mexico nonprofit corporation, was adopted by members representing two-thirds of the membership interests in the Corporation and by the Board of Directors on Dec. 4, 2017

[signature]
Secretary

ADOPTION OF BYLAWS

We, the undersigned, comprising not less than two-thirds (2/3) of the members of this Corporation present at a meeting duly called on Dec. 4, 2017, with one vote per Fox Hills Subdivision Lot owned, consented to and adopted the foregoing Amended and Restated Bylaws, consisting of the preceding fourteen (14) pages, as the Bylaws of this Corporation. This Adoption of Bylaws may be executed in any number of counterparts, which taken together shall constitute one and the same instrument, and each of which shall be considered as an original for all purposes. Facsimile copies shall be considered as an original for all purposes.

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DATED Dec. 4, 2017

Lot 1	Robert Lytton Lot 2
Lot 3	JaneLenn Lunn Lot 4
Lot 5	Lot 6
Lot 7	Lot 8
Lot 9	Ed Moffit Lot 10
Ed Moffit Lot 11	Robert De Carney Lot 12
Lynn Vanlee Lot 13	Lynn Vanlee Lot 14
Lot 15	Lot 16
Norman Wardell Lot 17	Lot 18
Lot 19	Mary Prues Melody Childs Lot 20
Lot 21	Dennis K. Kramer Lot 22

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FIRST AMENDMENT TO

AMENDED AND RESTATED BYLAWS

of

FOX HILLS PROPERTY OWNERS ASSOCIATION, INC.

This First Amendment to Amended and Restated Bylaws is entered into as of the date set forth in the Secretary's Certification herein below.

Article VII, Assessments, shall be amended to read as follows:

ARTICLE VII
ASSESSMENTS

The Board of Directors at any annual or special meeting may declare assessments to be paid by the members, subject to restrictions and limitations imposed by law, whenever in the exercise of its discretion it may deem such assessments advisable. Such assessments shall be paid in immediately available funds. All assessments shall be based on the number of Lots owned by a member in relation to the number of Lots in the Subdivision. The Corporation shall have a lien on a Lot for any assessment levied against the Lot from the time the assessment becomes due. The Corporation's assessment lien may be foreclosed in like manner as a mortgage on real estate, including interest at 10% per annum, attorney's fees and costs.

All Articles of the Amended and Restated Bylaws dated December 4, 2017 not specifically amended hereby shall remain in full force and effect.

I hereby certify that the above and foregoing First Amendment to Amended and Restated Bylaws of Fox Hills Property Owners Association, Inc., a New Mexico nonprofit corporation, was adopted by three-fourths of the Corporation Board of Directors on MAR. 13, 2018.

Alice J. Kroy

Secretary

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3/8/18

ADOPTION OF FIRST AMENDMENT

We, the undersigned, comprising not less than three-fourths (3/4) of the Corporation's Board of Directors present at a meeting duly called on MAR. 13, 2018, 2018, consented to and adopted the foregoing First Amendment to Amended and Restated Bylaws, consisting of the preceding one (1) page. This Adoption of First Amendment may be executed in any number of counterparts, which taken together shall constitute one and the same instrument, and each of which shall be considered as an original for all purposes. Facsimile copies shall be considered as an original for all purposes.

Melody S. Childs Director	03-13-2018 Date
Mary Burgess Director	03-13-2018 Date
Jane Ann Lunn Director	03-13-2018 Date
Edwin A. Kraft Director	3-13-18 Date
Alice J. Kropp Director	3/13/18 Date
Dennis Kramer	3-13-2018

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3/8/18