BY – LAWS OF
RIO VALLEY HOMEOWNERS ASSOCIATION

ARTICLE I. NAME AND LOCATION

The name of the Association is RIO VALLEY HOMEOWNERS ASSOCIATION hereinafter referred to as the "Association". The principal office of the corporation shall be located at 6300 Escondido, El Paso, Texas 79912, but meetings of the members and directors may be held at such places within El Paso County, Texas as may be designated by the Board of Directors.

ARTICLE II. DEFINITIONS

Section 1.

"Association" shall mean and refer to Rio Valley Homeowners Association, its successors and assigns.

Section 2.

"Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3.

"Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners. The Common Area to be owned by the Association at the time of the conveyance of the first lot is described as follows: Lot 15, Block 11; Lot 9, Block 14; and Lot 1, Block 3. No portion of the Common Area shall be used for a residence or dwelling. The Common Area shall be for the use and enjoyment of the members of the Association subject to the rules and regulations of the Association.

Section 4.

"Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5.

"Owner" shall mean and refer to the record Owner, whether one or more persons or

entities of a fee simple title to any lot which is part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6.

"Declarant" shall mean and refer to Rio Valley Homeowners Association.

Section 7.

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the County Clerk of El Paso County, Texas.

Section 8.

"Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III. MEETING OF MEMBERS

Section 1.

Annual Meetings. The first annual meeting of the members shall be held within one year from the date of commencement of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at any time designated by the Board who shall call he meeting. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 2.

Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-forth (1/4th) of all of the votes of the Class A Membership. If the Declarant still has ownership of enough lots that a conversion of the voting rights has not occurred, only the Declarant may call a membership meeting.

Section 3.

Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote there at, addressed to the member's address last appearing on the books of the Association,

or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4.

Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10th) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Association, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5.

Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV. BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1.

Number. The affairs of this Association shall be managed by a Board of Directors, whose members need not be members of the Association.

Section 2.

Term of Office.

At the first annual meeting, the members shall elect _____ directors for a term of one year.

Section 3.

Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. Any director who is ninety (90) days in arrears in dues and fees to the Association may be removed from the Board. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 4.

Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5.

Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. Such approval may be made by electronic means.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1.

Nomination. Nomination for election to the Board of Directors shall be made by the nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and the nominations for the Board shall be announced at each annual meeting after which the members present shall vote on the candidates so nominated. The nominating committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2.

Election. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI. MEETING OF DIRECTORS

Section 1.

Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, or so often as is necessary, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2.

Special Meetings. Special meetings of the Board of Director shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3.

Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every set or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1.

Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Association, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(f) To borrow money on such terms and conditions as the Board and its authorized representative shall negotiate.

Section 2.

Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and association affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the Class A members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) fix the amount of the annual and/or monthly assessment against each lot at least 30 days in advance of each annual and/or monthly assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least 30 days in advance of each annual and/or monthly assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within 30 days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Area and parkways to be maintained.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1.

Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall, at all times, be members of the Board of Directors, a secretary, and a

treasurer, and such other officers as the Board may, from time to time, by resolution create.

Section 2.

Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3.

Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4.

Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5.

Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.

Vacancies. A vacancy in an office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7.

Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8.

Duties. The duties of the officers are as follows:

(a) President

The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. The president is responsible for the day to day operations of the Association, but the Board may delegate any such responsibilities as it deems appropriate.

(b) Vice-President

The vice-president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

(c) Secretary

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

(d) Treasurer

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX. COMMITTEES

The Association shall appoint an Architectural Control Committee (ACC) as provided in the Declaration and a nominating committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X. BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Association, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI. ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 12% per annum, and the Association may begin an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his/her lot.

ARTICLE XII. ASSOCIATION SEAL

The Board of Directors shall prescribe a suitable seal for the Association.

ARTICLE XIII. AMENDMENTS

Section 1.

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2.

In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control; and in the case of any conflict between the Articles of Association and these By-Laws, the Declaration shall control.

ARTICLE IX. MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of the organization of the Association.