

**AMENDED AND RESTATED BYLAWS OF
MAJESTIC SHADOWS, INC.**

ARTICLE I. NAME and PURPOSE

1.1 Name: The name of this corporation is MAJESTIC SHADOWS, INC, hereafter referred to as the Association. The mailing address of the Association is 966 Majestic Shadow Loop, Las Cruces, New Mexico 88011, as determined by the Board of Directors on December 17, 2014.

1.2 Purpose: The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes as set forth in the Articles of Incorporation. The Association will have all corporate powers provided in the New Mexico Business Corporation Act and shall be entitled to do all things necessary or convenient for the accomplishment of any business purposes and do all things necessary for the protection and benefit of the Association.

ARTICLE II. MEMBERSHIP & VOTING

2.1 Membership: Each homeowner upon acquiring an interest in a residence within the community, shall become a member of the homeowner's Association, Majestic Shadows, Inc. Each owner is subject to the Covenants, Bylaws and Community Rules as adopted by the Association.

2.2 Fiscal Year: The fiscal year of the Association shall begin on January 1st and end on the December 31st.

2.3 Annual Meeting: The annual meeting of the members shall be held on a date and time as determined by the Board of Directors/Officers. The purpose of the annual meeting shall be the election of officers whose terms have expired and the transaction of such other business as may properly come before the membership.

2.4 Special Meeting: Special meetings of the members may be called by the President or, in his/her absence, by the Vice President, and may be called at any time upon the written request by not less than 25 % of the members having voting rights. Any such written request shall state the purpose or purposes of the meeting.

2.5 Place of Meeting: The annual meeting shall be held at a location determined by the Board of Directors/Officers.

2.6 Notice of Meetings: 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 not less than thirty (30) days before the date of the meeting. Notification may be delivered by US Postal Service or by electronic transmission.

2.7 Quorum: A minimum of 25% of the voting membership represented in person or by proxy shall constitute a quorum at any meeting. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting shall be the act of the members. If a quorum is not present or represented, a member at the meeting may call for adjournment until such time as a quorum can be attained.



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2.8 Proxies: At all meetings of members, a member may vote by proxy executed in writing for the meeting stated on the proxy. Designation of a proxy is limited to another owner/member or the Board of Directors. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting.

2.9 Voting: Each property within the Community described in the Covenants, regardless of number of recorded names, shall have one vote. The maximum number of votes on any one issue will be no more than 39.

2.10 Voting by ballot: Voting on any question or in any election may be viva voce, unless the presiding officer shall order, or any member shall demand, that voting be by ballot.

2.11 Removal of Directors/Officers: Any Director/Officer may be removed from the Board with cause—such as conduct unbecoming, more than two unexcused absences from meetings, acting in self-interest rather than as a fiduciary to the Association, or ineligibility of membership. Should a vacancy occur through such action or through death or resignation, the other Directors/Officers shall select a replacement to serve until the next election.

2.12 Conduct of meetings: All membership meetings shall be conducted in a manner consistent with rules of parliamentary procedure.

2.13 Attendance at meetings: Access to and participation in HOA meetings is limited to member/owners, unless a Power of Attorney has been granted by the owner and is on file with the Secretary.

ARTICLE III. DIRECTORS/OFFICERS

3.1 Number: The Board of Directors/Officers of the Association shall be a president, a vice-president, a treasurer and a secretary. The Board may increase the number from time to time by amendment to these bylaws.

3.2 Election and Term of Office: Prior to each annual meeting, the Board of Directors/Officers shall appoint a Nominating Committee to compile a list of at least one potential nominee for each office becoming vacant and present those nominees for vote at the meeting. In addition, any member may nominate someone for an office, from the floor. The Secretary and Nominating Committee Chairperson shall tally the votes. Each officer shall hold office for a two (2) year term.

3.3 Eligibility: Each Director/Officer must be an Owner/Member in good standing. Per the New Mexico HOA Act of 2019, every elected Director/Officer shall certify to the Secretary of the Association within 90 days, that said member has read the community documents, will work to uphold the community documents and policies, and faithfully discharge their duties to the Association.

3.4 President: The President shall be the principal executive officer and shall in general supervise and control all of the business and affairs of the Association. The President shall call and preside at all meetings of the Directors/Officers and/or the Members and shall be responsible for setting an agenda of those actions deemed necessary for the upkeep, value and welfare of the Association. To assist with

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these duties, the President may appoint an Alternate to serve on the Board to help determine policies and actions to be implemented by the Board, within the parameters of the Covenants. The Alternate, among other duties as assigned, will act as a substitute for any Board member unable to attend a meeting and will vote accordingly.

3.5 Vice-President: In the absence of the President or in the event the President is unable or refuses to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President.

3.6 Treasurer: The Treasurer shall oversee all financial transactions incurred by the Association, prepare the anticipated end-of-year financial report to be presented at the annual meeting, along with a budget of anticipated expenses for the coming year. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President.

3.7 Secretary: The Secretary shall keep the minutes of all meetings, members and or Board of Directors/Officers, see that all notices are duly given in accordance with the provisions of these By-Laws, be the custodian of corporation records, keep a register of each member postal address and an electronic address when available. In general, perform all duties incidental to the office of secretary and such other duties as from time to time may be assigned by the President.

3.8 Board of Directors/Officers: The Board of Directors/Officers shall meet whenever called by the President in the necessary conduct of business vital to the Association. Any expenditure in excess of \$2,000 requires approval by all the voting members.

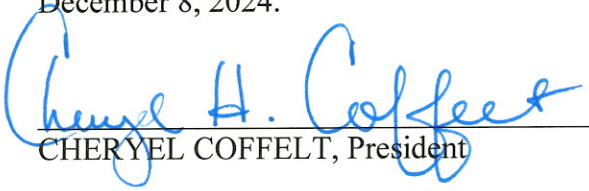
3.9 Committees: The Board of Directors/Officers may appoint members to serve on such committees as landscaping and architecture or other as deemed necessary.

ARTICLE IV. AMENDMENTS

4.1 Amendments: These By-Laws may be altered, amended or repealed and new By-Laws adopted at any membership meeting, by a two-thirds (2/3) majority vote of those in attendance plus proxies.

CERTIFICATION OF THE BYLAWS

We hereby certify that the above and foregoing Amended and Restated Bylaws of Majestic Shadows, Inc., a New Mexico nonprofit corporation, consisting of four pages, this page included, are the bylaws of that corporation, adopted by a majority of all voting members at a meeting of the members held on December 8, 2024.


CHERYEL COFFELT, President

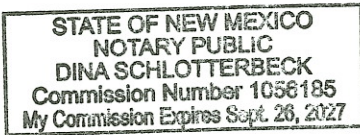

GERALDINE GARDNER, Secretary

**AMENDED AND RESTATED BYLAWS OF
MAJESTIC SHADOWS, INC.**

STATE OF NEW MEXICO
COUNTY OF DONA ANA

This instrument was acknowledged before me on this 27th day of Dec month,
2024 year by Cheryel Coffelt as President of Majestic Shadows, Inc., a New Mexico nonprofit
corporation.

(Seal)

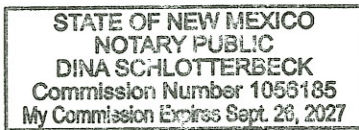


Dina Schlotterbeck
Notary Public

STATE OF NEW MEXICO
COUNTY OF DONA ANA

This instrument was acknowledged before me on this 27th day of Dec month,
2024 year by Geraldine Gardner as Secretary of Majestic Shadows, Inc., a New Mexico nonprofit
corporation.

(Seal)



Dina Schlotterbeck
Notary Public