

BY-LAWS OF  
EL PASO HOUSING FINANCE CORPORATION

ARTICLE I  
Board of Directors

Section 1. Powers, Number and Term of Office. All powers of the Corporation shall be vested in a Board of Directors consisting of six (6) persons, each of whom shall be appointed and hold office according to the provisions of Article VI of the Articles of Incorporation.

Section 2. Meetings of Directors. The Directors may hold their meetings at such place or places in the State of Texas as the Board of Directors may from time to time determine; provided, however, in the absence of any such determination by the Board of Directors, the meetings shall be held at the registered office of the Corporation in the State of Texas.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held, without the necessity for advance notice, at such times and places as shall be designated from time to time by resolution of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, by the Secretary, by a majority of the Directors for the time being in office, or upon advice or request by the City Council (the "Council") of the City of El Paso (the "City").

The Secretary shall give notice of each special meeting to each Director in person or by mail, telephone, or telegraph, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every Director shall be present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon.

Section 5. Quorum. A majority of the Directors fixed by the Articles of Incorporation shall constitute a quorum for the consideration of any matter pertaining to the purposes of the Corporation. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

Section 6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, the Vice President shall exercise the powers of the President.

The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7. Executive Committee. The Board of Directors, by resolution passed by a majority of the Directors in office, may designate two or more Directors to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation, except where action of the Board of Directors is specified by law. The Executive Committee shall act in the manner provided in such resolution. The Executive Committee so designated shall keep regular minutes of the transactions of its meetings, shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation, and shall report the same to the Board of Directors from time to time.

Section 8. Compensation of Directors. Directors shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

## ARTICLE II Officers

Section 1. Title and Terms of Office. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of Secretary. Terms of office shall not exceed three years.

All officers shall be subject to removal from office, with or without cause, at any time, by a vote of a majority of the whole Board of Directors.

A vacancy in the office of any officer shall be filled by a vote of a majority of the Directors.

Section 2. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation and, subject to the Board of Directors, he shall be in general charge of the properties and affairs of the Corporation; he shall preside at all meetings of the Board of Directors; in furtherance of the purposes of this Corporation, he may sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation.

Section 3. Vice President. The Vice President shall have such powers and duties as may be assigned to him by the Board of Directors and shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 4. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse for collection, on behalf of the Corporation, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; he may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officers as may be designated by the Board of Directors; whenever required by the Board of Directors, he shall render a statement of his cash accounts; he shall enter or cause to be entered regularly in the books of the Corporation to be kept by him for that purpose full and accurate accounts of all monies received and paid out on account of the Corporation; he shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors; and he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties as the Board of Directors may require.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; he shall attend to the giving and serving of all notices; in furtherance of the purposes of this Corporation, he may sign with the President in the name of the Corporation and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; he shall have charge of the corporate books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be at all reasonable times be open to inspection upon application at the office of the Corporation during normal business hours; and he shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 6. Compensation. Officers shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

ARTICLE III  
Provisions Regarding Articles of Incorporation  
And By-Laws

Section 1. Effective Date. These By-Laws shall become effective upon their adoption by the Board of Directors of the Corporation.

Section 2. Amendments to Articles of Incorporation and By-Laws. The Articles of Incorporation may at any-time and from time to time be amended, provided that the Board of Directors files with the Council of the City under whose auspices the Corporation was created a written application requesting that the Council approve such amendment to the Articles of Incorporation, specifying in such application the amendment or amendments proposed to be made. If the Council by appropriate resolution finds and determines that it is wise, expedient, necessary, or advisable that the proposed amendment be made, authorizes the same to be made and approves the form of the proposed amendment, the Board of Directors shall proceed to amend the Articles as provided in the Act.

The Articles of Incorporation may also be amended at any time at the sole discretion of the Council of the City under whose auspices the Corporation was created by adopting an amendment to the Articles of Incorporation of the Corporation by resolution of the Council and delivering the Articles of Amendment to the Secretary of State as provided in the Act.

The By-Laws may be amended by majority vote of the Board of Directors.

Section 3. Interpretation of By-Laws. These By-Laws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these By-Laws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these By-Laws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these By-Laws to any other person or circumstances shall not be affected thereby.

ARTICLE IV  
General Provisions

Section 1. Principal Office. The principal office of the Corporation shall be located in El Paso, Texas.

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors, pursuant to the requirements of the Act.

Section 2. - Fiscal Year. The fiscal year of the Corporation shall be as determined by resolution of the Board of Directors.

Section 3. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 4. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, the Articles of Incorporation or these By-Laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted 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, unless required by the Board of Directors. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Resignations. Any Director or Officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6. Action Without a Meeting of Directors or Committees. Any action which may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any Articles or document filed with the Secretary of State pursuant to the Act.

Section 7. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

Amended October 28, 1985

BY:

*Robert L. Jensen*

TITLE:

*President*

ATTEST:

BY:

*Patricia B. Hyatt*

TITLE:

*Secretary*