

AMENDED AND RESTATED
BY LAWS
OF THE
ANGEL FIRE COMMUNITY FOUNDATION
A Non-Profit Corporation

ARTICLE ONE
NAME, PRINCIPAL OFFICE AND REGISTERED OFFICE

Section 1.1. Name. The name of the corporation is the ANGEL FIRE COMMUNITY FOUNDATION (the "Corporation").

Section 1.2. Principal Office. The principal office of AFCF shall be located in Colfax County, State of New Mexico. The location of the principal office of AFCF may be changed at any time by the Board of Directors, and AFCF may have such other offices, either within or without the State of New Mexico, as the business of AFCF may require from time to time.

Section 1.3. Registered Office. The registered office of AFCF required by the New Mexico Non-Profit Corporation Act (N.M.S.A. §§53-8-1 *et seq.*) (the "Act") to be maintained within the State of New Mexico shall be located at 3415 Mountain View Blvd, Angel Fire, New Mexico 87710. The location of the registered office of AFCF may be changed at any time by the Board of Directors.

ARTICLE TWO
PURPOSES AND POWERS

Section 2.1. Exempt Purposes. AFCF shall operate as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director.

Section 2.2. Specific Purposes. The specific purpose for which AFCF is formed is to raise charitable funds to provide grants to non-profit organizations serving Angel Fire and the Moreno Valley. Subject to the foregoing, AFCF may also engage in all other activities which are permissible by law.

Section 2.3. Powers. AFCF shall have all of the powers of a non-profit corporation under the Act and in furtherance of and not by way of limitation, AFCF shall have the following powers:

(A) To raise charitable funds to provide grants to non-profit organizations serving the Angel Fire and Moreno Valley.

(B) To receive and disburse funds in accordance with the purposes of the Corporation.

(C) To receive, hold and display real and personal properties.

(D) To the extent not inconsistent with law and the exempt purposes stated in Section 2.1, to do each and every act consistent with carrying out its purposes as set forth above.

Section 2.4. Prohibitions. AFCF intends to operate in a manner that prevents it from becoming a private foundation within the meaning of Section 509 of the Code. However, if at any time AFCF is, or is treated as if it were a "private foundation" within the meaning of Section 509 of the Code, then the following additional restrictions shall apply:

(A) AFCF shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(B) AFCF shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(C) AFCF shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(D) AFCF shall not make any investments in such manner as to subject it to tax under section 4944 of the Code;

(E) AFCF shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Section 2.5. Further Prohibitions. AFCF shall not engage in nor shall any of its funds, property or income be used to carry on propaganda or otherwise attempting to influence legislation, nor shall AFCF participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or any unlawful activity which may jeopardize its exempt status.

ARTICLE THREE

MEMBERSHIP

AFCF shall not have any members as provided under the Act and there shall be no meeting of members.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 4.1. Number, Tenure and Qualification. Directors shall be elected by the Board of Directors at the annual meeting of Directors. Newly elected Directors shall assume their duties at AFCF's regular meeting held in July. Directors may be re-elected. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Newly elected Directors shall assume their duties upon election at such meeting. The number of Directors of AFCF shall be at least seven (7) and no more than nine (9). Each Director shall hold office for a two (2) year terms or until the Director's earlier death, removal, resignation, retirement, disqualification, or the Director's successor shall have been elected and qualified. Directors need not be residents of New Mexico.

Section 4.2. Management. The Board of Directors shall conduct and manage the property, business and affairs of AFCF. In the management and control of the property, business, and affairs of AFCF, the Board of Directors is hereby vested with all the powers possessed by AFCF itself, so far as this delegation of authority is not inconsistent with the Act, the laws of the State of New Mexico, the Code, the Articles of Incorporation of AFCF, or with these By Laws.

Section 4.3. Powers of Directors. The Board of Directors may exercise all of the powers granted to Directors under the Act, including but not limited to the following powers:

- (A) Hold meetings at such times and places as is deemed proper;
- (B) Appoint committees;
- (C) Audit bills and disburse funds of AFCF;
- (D) Carry on correspondence and communicate with other associations and organizations interested in the purposes of AFCF;
- (E) Appoint and remove, employ and discharge and, except as otherwise provided in these By Laws, prescribe the duties and fix the compensation, if any, of all officers of AFCF;
- (F) Accept on behalf of AFCF any contribution, gifts, bequests or devises for any purpose of AFCF;
- (G) Devise and carry into execution such other measures as it deems proper and expedient to promote the objects and purposes of AFCF;
- (H) Supervise all officers of AFCF to assure that their duties are performed properly; and

(I) To each have the right at any reasonable time to inspect and to copy all books, records and documents of every kind and to inspect the physical properties of AFCF.

Section 4.4. Vacancies and Resignations. Vacancies on the Board shall exist (A) on the death, resignation or removal of any Director, and (B) whenever the numbers of authorized Directors is increased. Any Director may resign by giving written notice to the Secretary of AFCF. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of AFCF if no date of resignation is specified. Any vacancy occurring in the Board of Directors or in a directorship may be filled by the authorized action of the Board of Directors or the Executive Committee of AFCF. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 4.5. Compensation. The Directors shall not receive any stated salaries for their services. The Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors or authorize a fixed sum for their expenses of attendance, if any, at any regular or special meetings of the Board. Nothing in this Section 4.5 shall preclude a Director from serving AFCF in any other capacity and receiving reasonable compensation therefor.

ARTICLE FIVE

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1. Regular Meetings. 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 regular meetings without other notice than such resolution.

Section 5.2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President at any time. Upon written request of at least two (2) Directors, the President shall call a special meeting to be held not more than twenty (20) days after the receipt of such request. The President may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board of Directors.

Section 5.3. Annual Meeting. The annual meeting of the Directors shall be held in July of each year for the purpose of electing Directors and officers and the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. In the event that such annual meeting is not held by oversight or otherwise on the date herein provided for, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently possible, and any election or business transacted at such meeting shall be as valid as if transacted or held at the regularly scheduled annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 5.4. Notice. Notice of any special meeting of the Directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally or mailed to each Director at the Director's address in a sealed envelope with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when AFCF receives electronic confirmation of receipt of such e-mailed notice. 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 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. Except as otherwise provided by these By Laws, 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 5.5. Quorum. At any meeting of the Board of Directors of AFCF, the presence of a majority of the Directors in person shall constitute a quorum for the transaction of business. The President, or in the absence of the President, the Vice-President of AFCF shall act as the Chair of the Board of Directors. In the absence of the President or Vice-President of AFCF, the quorum present may choose a Chair for the meeting. If less than a quorum is present, a majority of the Directors present may adjourn any meeting from time to time without further notice.

Section 5.6. Manner of Acting. The act of the majority of the entire Board of Directors then present at a meeting where a quorum is present shall be the act of the full Board of Directors, except as provided by law or by these By Laws.

Section 5.7. Action By Unanimous Consent. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

Section 5.8. Participation by Telephone. Any one or more members of the Board or any Committees of the Board may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 5.9. Interested Directors. No contract or transaction between AFCF and one or more of its directors or officers, or between AFCF and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for the reason of any conflict of interest, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if the material facts as to the Director's or Directors' relationship or interest and as to the contract or transaction are disclosed or are known to

the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of all of the disinterested directors, even though the disinterested directors be less than a quorum.

Section 5.10. Absence. Should any member of the Board of Directors be absent unreasonably from two (2) consecutive meetings of the Board without sending communication to the President or Secretary of AFCF stating the reason for such absence, and if the stated reason for such absence is not accepted by the members of the Board, such member's seat on the Board may be declared vacant and the position may be filled as provided in these By Laws.

Section 5.11. Removal of Directors. A director of AFCF may be removed, with or without cause, at a duly noticed regular or special meeting of the Directors by a vote of at least two-thirds (2/3) of the entire Board of Directors then in office. The notice of such meeting shall indicate that one of the specific purposes of the meeting is the removal of such Director.

ARTICLE SIX

COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1. Power to Appoint Committees. The Board of Directors may create an Executive Committee and any other committees deemed necessary or appropriate by the Board of Directors.

Section 6.2. Executive Committee. The Executive Committee shall have not less than four (4) members and shall be comprised of the President (who shall serve as Chair of the Executive Committee) of AFCF and such other members of the Board of Directors of AFCF as the Board of Directors of AFCF deems appropriate from time to time.

(A) The Executive Committee shall have the power of and exercise the authority of the Board of Directors in the management of AFCF between meetings of the Board of Directors, except as to the election or removal of Officers (provided, however that the Executive Committee may fill a vacancy in any office except for the President) or Directors of AFCF, the amendment or repeal of these By Laws or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of AFCF or these By Laws to act.

(B) The action of the Executive Committee shall require the majority vote of all of the members of the Executive Committee at a meeting or by unanimous consent resolution.

(C) The Executive Committee shall advise the Board of Directors within ten (10) days of any such action of all significant matters pertaining to the affairs of AFCF and shall have and may exercise such specific powers and perform such specific duties as prescribed by these By Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The Executive Committee may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 6.3. Other Committees. Other committees may be appointed by the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of AFCF. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. The authority of any such committees shall be specifically set forth in the resolution of the Board of Directors authorizing any such committees. Minutes of each such committee shall be maintained.

(A) Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board of Directors.

(B) The action of any such committee shall require the majority vote of all of the members of any such committee at a meeting or by unanimous consent resolution.

(C) The Board of Directors shall be advised by such committee within ten (10) days of any such action of such committee. Any such committee may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 6.4. Chair. One member of each committee shall be appointed chair by the President.

ARTICLE SEVEN

HONORARY OR ADVISORY BOARDS

The Board of Directors of AFCF may establish one or more Honorary Boards or Advisory Boards at any annual or special meeting, with such functions, members and terms as the Board of Directors of AFCF may deem appropriate. The members of such Honorary or Advisory Boards shall hold office for the terms for which elected. The members of such Honorary or Advisory Boards may advise and consult with the Board of Directors but shall have no vote on any corporate matter. The Board of Directors of AFCF may also, in addition or as an alternative to the Honorary or Advisory Boards described above, designate one or more individuals as Honorary or Advisory Directors of AFCF, with such functions and terms as the Board of Directors of AFCF may deem appropriate. Such Honorary or Advisory Directors shall have no vote on any corporate matter, but shall consult with or advise the Board from time to time.

ARTICLE EIGHT

OFFICERS

Section 8.1. Number. The officers of AFCF shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The President and each Vice-President shall be members of the Board of Directors. Only one office may be held by the same person at one time.

Section 8.2. Election and Term of Office. The officers of AFCF shall be elected biannually by the Board of Directors at the annual meeting of the Board of Directors. Each officer elected at such annual meeting of the Board of Directors shall take office upon election and shall serve for a two (2) year term. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided. Any officer may succeed himself or herself.

Section 8.3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of a majority of the members of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 8.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors of AFCF (or, as to any office other than the office of the President, by the Executive Committee of the Board of Directors of AFCF) for the unexpired portion of the term. In the event of a vacancy in the office of President or the President's inability to serve for any reason, the powers and duties of that office shall be exercised by the Vice-President.

Section 8.5. President. The President shall be the chief executive officer of AFCF. The President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all documents and other instruments of AFCF. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate including, but not limited to, the following:

- (A) The President shall act as chief executive officer of AFCF and shall preside at all meetings of the Board of Directors;
- (B) The President shall have general supervision over the other officers of AFCF and the management of the business of AFCF;
- (C) The President shall sign all official documents and instruments on behalf of AFCF;
- (D) The President shall be an *ex-officio* non-voting member of all committees; and
- (E) The President shall submit a written report at the conclusion of the President's term in office.

Section 8.6. Vice-President. Except as specifically limited by vote of the Board of Directors, the Vice President (or if there is more than one Vice-President, the one designated senior in status by the Board of Directors) shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the power to sign all documents and other instruments of AFCF during the absence or disability of the President. The Vice-President (or each of them if there is more than one Vice-President) shall perform such other duties and have such other powers as the President and/or the Board of Directors shall designate.

Section 8.7. Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have all of the duties commonly incident to that of a Treasurer including, but not limited to, the following duties:

- (A) Have the care and custody of the money, funds, valuable papers, and documents of AFCF;
 - (B) Keep and maintain adequate and correct accounts of AFCF's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, revenue and expense and gains and losses;
 - (C) Be responsible for the preparation of an annual budget for approval by the Board of Directors and shall maintain such records as will accurately account for all the monies received and paid out by AFCF;
 - (D) Deposit all monies and other valuable effects of AFCF in such banks and depositories as the Board of Directors may direct;
 - (E) Prepare and present a complete financial report following the close of the Treasurer's term in office, which shall be reviewed and approved by the Board of Directors of AFCF.
 - (F) Disburse or cause to be disbursed funds of AFCF as may be directed by the Board of Directors of AFCF;
 - (G) Render to the President and to the Board of Directors annually, or whenever requested, an account of any and all transactions taken as Treasurer and of the financial condition and operating results of AFCF;
 - (H) Prepare or cause to be prepared and certify or cause to be certified, the financial statements of AFCF to be included in any required reports;
 - (I) Act as chair of any Finance Committee appointed by the Board of Directors;
- and
- (J) Delegate any duties or functions as appropriate.

Section 8.8. Secretary. The Secretary shall:

- (A) Be responsible for the preparation and submission of notices of all meetings;
- (B) Be responsible for keeping accurate minutes of all meetings of the Board of Directors;
- (C) Maintain a file of corporate correspondence and other records;
- (D) Certify and keep at the principal office of AFCF the original or a copy of these By Laws as amended or otherwise altered to date; and
- (E) Keep at the principal office of AFCF or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors.

In the absence of the Secretary or the Secretary's inability to perform the Secretary's duties, such duties may be performed by an Assistant Secretary or by a Secretary *pro tem* appointed at any meeting.

Section 8.9. Assistant Treasurers and Assistant Secretaries. The Board of Directors may appoint or may authorize Assistant Treasurers and Assistant Secretaries to perform such duties as shall be assigned to them by the Board of Directors or by the President.

Section 8.10. Salaries. The Officers may receive reasonable compensation for their services as Officers as approved by the Board of Directors. The Board of Directors may also authorize reimbursement for expenses incurred by Officers in connection with the performance of their duties as Officers on behalf of AFCF.

Section 8.11. Resignation. Any officer may resign effective upon giving written notice to the President or Secretary, unless such notice specifies a later time for the effectiveness of such resignation.

ARTICLE NINE
DUTIES AND LIABILITIES OF OFFICERS AND DIRECTORS

Section 9.1. Duties of Directors. As required by the Act, as the Act shall change from time to time, a Director shall perform the Director's duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in the manner the Director believes to be in or not opposed to the best interests of AFCF and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Director shall be entitled to rely upon factual information, opinions, reports or statements including financial statements and other financial data in each case prepared or presented by:

(A) One or more officers or employees of AFCF whom the Director reasonably believes to be reliable or competent in the matters presented;

(B) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

(C) A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these By Laws as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 9.2. Immunity. Except as otherwise provided in this Section 9.2, no member of the Board of Directors of AFCF shall be held personally liable for any damages resulting from: (A) any negligent act or omission of an employee of AFCF; (B) any negligent act or omission of another Director of AFCF; or (C) any action taken as a Director or any failure to take any action as a Director unless: (1) the Director has breached or failed to perform the duties of the Director's office; and (2) the breach or failure to perform constitutes willful misconduct or recklessness.

Section 9.3. Exceptions to Immunity. Notwithstanding the foregoing provisions of Section 9.2, the immunity granted Directors under Section 9.2 shall not extend to acts or omissions of a Director that (A) constitute willful misconduct or recklessness personal to the Director; or (B) are taken without official proceedings of AFCF. Additionally, if a Director votes to transfer assets of AFCF in order to avoid claims against AFCF resulting from a judgment against AFCF, the immunity provided by Section 9.2 shall have no force or effect as to that Director.

ARTICLE TEN
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 10.1. Power to Indemnify in Actions, Suits or Proceedings. Subject to the Act and Section 10.2, AFCF shall indemnify any person who was or is a party to any threatened, pending or

completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of AFCF) by reason of the fact that such person is or was a Director or officer of AFCF, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of AFCF, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of AFCF, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 10.2. Authorization of Indemnification. Any indemnification under this Article TEN (unless ordered by a court) shall be made by AFCF only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (A) by the unanimous vote of the Board of Directors of AFCF at a special or regular meeting of the Directors where a quorum is present of all Directors who were not named as parties to any such action, suit or proceeding, or (B) by special legal counsel in a written opinion. To the extent, however, that a director or officer of AFCF has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such officer or Director shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, without the necessity of authorization in the specific case.

Section 10.3. Good Faith Defined. For purposes of any determination under Section 10.2 above, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of AFCF, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such conduct was unlawful, if his action is based on the records or books of account of AFCF or another enterprise, or on information supplied to such person by the authorized agents of AFCF or another enterprise in the course of their duties, or on the advice of legal counsel for AFCF or another enterprise or on information or records given or reports made to AFCF or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by AFCF or another enterprise. The term "another enterprise" as used in this Section 10.3 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of AFCF as a director, officer, employee or agent. The provisions of this Section 10.3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 10.1 above.

Section 10.4. Indemnification by a Court. Notwithstanding any contrary determination in the specific case under Section 10.2 above, and notwithstanding the absence of any determination thereunder, any director or officer may apply to any court of competent jurisdiction in the State of New Mexico for indemnification to the extent otherwise permissible under Section 10.1 above. The basis of such

indemnification by a court shall be a determination by such court that indemnification of the director or officer is proper in the circumstances because such officer or director has met the applicable standards of conduct set forth in Section 10.1 above. Neither a contrary determination in the specific case under Section 10.2 above nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 10.4 shall be given to AFCF promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 10.5. Nonexclusivity of Indemnification. The indemnification provided by or granted pursuant to this Article TEN shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, contract, vote of disinterested directors, or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of AFCF that indemnification of the persons specified in Section 10.1 above shall be made to the fullest extent permitted by law. The provisions of this Article TEN shall not be deemed to preclude the indemnification of any person who is not specified in Section 10.1 above but whom AFCF has the power or obligation to indemnify under the provisions of the Act, or otherwise.

Section 10.6. Insurance. AFCF may purchase and maintain insurance on behalf of any person who is or was a director or officer of AFCF, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not AFCF would have the power or the obligation to indemnify such person against such liability under the provisions of this Article TEN.

Section 10.7. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article TEN shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.8. Limitation on Indemnification. Notwithstanding anything contained in this Article TEN to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 10.4 hereof), AFCF shall not be obligated to indemnify any director or officer in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of AFCF.

ARTICLE ELEVEN
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 11.1. 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 AFCF, and such authority may be general or confined to specific instances.

Section 11.2. Loans. No loans shall be contracted on behalf of AFCF 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 11.3. Checks, Drafts and Other Financial Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of AFCF, shall be signed by such officer or officers, agent or agents of AFCF and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.4. Deposits. All funds of AFCF not otherwise employed shall be deposited from time to time to the credit of AFCF in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE TWELVE
FISCAL YEAR

The fiscal year of AFCF shall be the period beginning on January 1 and ending on December 31 of each year.

ARTICLE THIRTEEN
CORPORATE SEAL

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of AFCF.

ARTICLE FOURTEEN
DISSOLUTION

Upon dissolution of AFCF, the Board of Directors shall, after paying or making provision for the payment of all liabilities of AFCF, transfer or convey all of the remaining assets of AFCF to one or more organizations which are organized and operated exclusively for charitable, education, religious, scientific purposes, as shall then be described in Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the state district court of the county in which the principal office of AFCF is then

located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIFTEEN

NOTICES

Section 15.1. Notices. Whenever written notice is required by law, the Articles of Incorporation or these By Laws, to be given to any director or member of a committee, such notice may be given by mail, addressed to such director or member of a committee, at such person's address as it appears on the records of AFCF, with postage prepaid, and such notice shall be deemed to be given five (5) days after the notice shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery. Written notice may also be given by e-mail provided that an electronic notice of receipt is obtained by the sender of such e-mail.

Section 15.2. Waivers of Notice. Whenever any notice is required by law, the Articles of Incorporation or these By Laws, to be given to any director or member of a committee, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of a Director at any 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 because the meeting is not lawfully called or convened.

ARTICLE SIXTEEN

NON-DISCRIMINATION POLICY

AFCF is committed to equal opportunity and shall not discriminate on the basis of race, color, national or ethnic origin, age, gender or sexual preference.

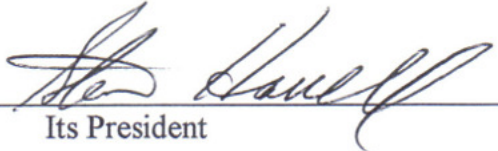
ARTICLE SEVENTEEN

AMENDMENTS


These By Laws may be altered, amended or repealed, in whole or in part, or new By Laws may be adopted by the Board of Directors of AFCF, provided, however, that notice of such alteration, amendment, repeal or adoption of new By Laws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors then in office at a duly noticed regular or special meeting of the Board of Directors.

ADOPTED as of June 10, 2008.

ANGEL FIRE COMMUNITY FOUNDATION

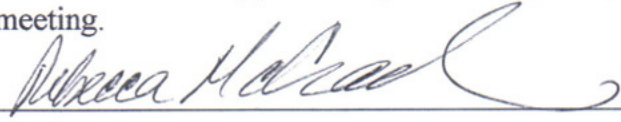
By: 
Its President

ATTEST:


Its: Secretary

CERTIFICATE OF SECRETARY

The undersigned Secretary of the ANGEL FIRE COMMUNITY FOUNDATION hereby attests that the foregoing By Laws represent a true and correct copy of the By Laws adopted by the Board of Directors of AFCF at a duly noticed meeting.


Secretary