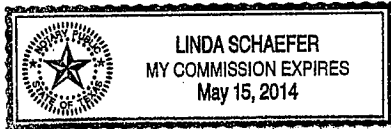


State of Texas

County of Harris

On this 3rd day of August, 2010, I attest that the preceding/attached documents are a True, exact, complete and unaltered photocopies made of the First Amendment of the Amended and Restated Bylaws of Pirates Beach and Cove property Owners' Association presented to me by the document's custodian, Susan L. Gonzales, and to the best of my knowledge the photocopied documents are neither a public record nor publicly recorded documents, certified copies of which are available from an official source other than a notary public.


Notary Republic



**FIRST AMENDMENT OF THE AMENDED AND RESTATED BYLAWS OF
PIRATES BEACH AND COVE PROPERTY OWNERS' ASSOCIATION**

The Bylaws are hereby amended to increase the number of Directors from eleven to thirteen as set forth below:

ARTICLE II: Board of Directors, Section 1. Number, Election and Term of Office, Paragraph two. That the number of Directors is to be increased from eleven to thirteen at the next annual members meeting to be held in June 2000. Four (4) of the Directors shall be Lot owners in the portion of the Restricted Property known as Pirates Beach, four (4) of the Directors shall be Lot owners in the portion of the Restricted Property known as Pirates Cove, two (2) of the Directors shall be Lot owners in the portion of the Restricted Property known as Pirates' Beach West and two (2) of the Directors shall be Lot owners in the portion of the Restricted Property known as Laffite's Cove, each of who shall be elected by the Members. The newly elected Director for Pirates Beach West shall serve an initial term of two (2) years or until their successors are elected and thereafter a three (3) year term, the newly elected Director for Laffite's Cove shall serve an initial term of one (1) year or until their successors are elected and thereafter a three (3) year term.

Approved on the 8 day of April, 2000 by the Board of Directors

By: _____

Marty Baker - President

**SECOND AMENDMENT OF THE AMENDED AND RESTATED BYLAWS OF
PIRATES BEACH AND COVE PROPERTY OWNERS' ASSOCIATION**

The Bylaws are hereby amended to increase the number of Directors from thirteen to fourteen as set forth below:

ARTICLE II: Board of Directors, Section 1. Number, Election and Term of Office, Paragraph two. That the number of Directors be increased from thirteen to fourteen at the Directors meeting to be held on June 9, 2001. The fourteenth Director shall be appointed by the Board of Directors and shall represent Pirates' Beach West and shall serve an initial term of two (2) years or until their successors are elected and thereafter a three (3) year term. The Pirates' Beach West Director position, whose term expires on June 30, 2001 and who has moved to Laffite's Cove, shall represent Laffite's Cove in the new position.

The Director representation will be: Four (4) of the Directors shall be Lot owners in the portion of the Restricted Property known as Pirates Beach, four (4) of the Directors shall be Lot owners in the portion of the Restricted Property known as Pirates Cove, two (2) of the Directors shall be Lot owners in the portion of the Restricted Property known as Pirates' Beach West and three (3) of the Directors shall be Lot owners in the portion of the Restricted Property known as Laffite's Cove, and one (1) of the Directors shall be a lot owner in the portion of the Restricted Property known as Pirates Landing, each of who shall be elected by the Members

Approved on the 9th day of June, 2001 by the Board of Directors

