

923700

THE STATE OF TEXAS } AMENDMENT TO PROTECTIVE COVENANTS AND LANDOWNERS'
COUNTY OF NUECES } AGREEMENT, PADRE ISLAND-CORPUS CHRISTI, MARINER'S
CAY UNIT 2A

WHEREAS, Padre Island Investment Corporation, a Texas corporation, hereinafter called "Owner", is the owner of the surface estate in and to the following described property (hereinafter called the "Subdivision") situated in Nueces County, Texas, to-wit:

Padre Island-Corpus Christi, Mariner's Cay Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Page 45-46, Map Records, Nueces County, Texas, (hereinafter called the "Original Plat"), reference to which is here made;

subject to that certain Deed of Trust dated June 30, 1972 in favor of Westinghouse Credit Corporation (hereinafter called "Beneficiary"); and

WHEREAS, by an instrument styled "Protective Covenants and Landowners' Agreement, Padre Island-Corpus Christi, Mariner's Cay Unit 2", (hereinafter called the "Restrictive Covenants") recorded in Volume 1424, Page 398 of the Deed Records of Nueces County, Texas, the Owner did establish, adopt and impose upon each lot within the Subdivision certain restrictions, conditions and use limitations for the purpose of creating and carrying out a uniform plan for the improvement and sale of the Subdivision, as a high quality, marina type subdivision; and

WHEREAS, the Owner has redesignated the Subdivision, to-wit:

Padre Island-Corpus Christi, Mariner's Cay Unit 2-A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 39, Pages 193-194, Map Records of Nueces County, Texas (hereinafter called the "Replat"); and

WHEREAS, the Owner desires that all of the provisions contained in the Restrictive Covenants applicable to Mariner's Cay Unit 2 should be applicable to Mariner's Cay Unit 2-A;

NOW, THEREFORE, the Restrictive Covenants are hereby amended so that the Subdivision referred to as "Mariner's Cay, Unit 2" in the Original Plat shall henceforward be referred to as "Mariner's Cay Unit 2-A" as in the Replat, so that the Subdivision described in the Original Plat as amended by the Replat, is subject to all of the restrictions, conditions and use limitations established, adopted and imposed by the Restrictive Covenants, BUT this

amendment shall in no way alter or affect the scope or effect of the restrictions, conditions and use limitations established, adopted and imposed by the Restrictive Covenants, nor shall this instrument affect any property other than the Subject Property, to which it solely relates.

The Beneficiary under the Deed of Trust, acting by and through its duly authorized Agent and Attorney-in-Fact, joins in the execution of this amendment for the sole purpose of evidencing its approval hereof.

Dated this the 16th day of August, 1973.

ATTEST:


Shirley A. Anderson
Notary Public Secretary

PADRE ISLAND INVESTMENT CORPORATION

By Charles L. Ferrell
President

WESTINGHOUSE CREDIT CORPORATION

By Walter R. Young
Trust Officer of the Corpus Christi
State National Bank, Agent and
Attorney-in-Fact for Westinghouse
Credit Corporation

THE STATE OF TEXAS I
COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared Charles L. Ferrell, known to me to be the person whose name is subscribed to the foregoing instrument as _____ President of Padre Island Investment Corporation, a corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of August, 1973.

Mary Rose Steed
Notary Public in and for Nueces County,
T e x a s
MARY ROSE STEED
Notary Public in and for Nueces County, Texas
My Commission Expires June 1, 1974

ROLL 292 PAGE 1815

THE STATE OF TEXAS X

COUNTY OF NUECES X

BEFORE ME, THE undersigned authority, on this day personally appeared Walter L. Young, known to me to be the person whose name is subscribed to the foregoing instrument as Trust Officer of the Corpus Christi State National Bank, Agent and Attorney-in-Fact for Westinghouse Credit Corporation, a corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 29 day of August, 1973.



Carmen L. Griffin
Notary Public in and for Nueces County,
T e x a s

COMPARED
523700

PROOFED

FILED FOR RECORD
AUG 29 10 32 AM '73
Mr. [Signature]
COUNTY CLERK NUECES COUNTY TEX.

50/70
Branscomb, Gary Thompson + All
200 Haven Bldg.
cc. 24. 78403

STATE OF TEXAS }
COUNTY OF NUECES }

I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me; and was duly RECORDED, in the Volume and Page of the named RECORDS Nueces County, Texas, as stamped hereon by me, on

AUG 30 1973



Mr. Henry J. Meyer
COUNTY CLERK,
NUECES COUNTY, TEXAS

NOV 30 1941

DEED RECORDS
VOL 1152 PAGE 1008

933464

THE STATE OF TEXAS I
COUNTY OF NUECES I

AMENDMENT

WHEREAS, by instruments entitled "Protective Covenants and Landowners' Agreement", dated and recorded in the Deed Records of Nueces County, Texas, as more fully set forth in the attached Exhibit A (hereinafter called the "Agreements"), Padre Island Investment Corporation (hereinafter called "Padre") imposed upon the property located within Nueces County, Texas, described in the attached Exhibit B (hereinafter called the "Development"), certain restrictions, covenants, conditions and use limitations; and

WHEREAS, the Agreements each created an Architectural Control Committee with certain powers as therein recited; and

WHEREAS, the Agreements each provide:

"At any time, the record owners of a majority of the lots or tracts into which Padre Island-Corpus Christi shall then be subdivided shall have the power to change membership of the Committee, to withdraw powers or duties of the Committee"; and

WHEREAS, Padre is now the record owner of a majority of the lots or tracts into which Padre Island-Corpus Christi has been divided as shown by the Deed Records of Nueces County, Texas; and

WHEREAS, certain members of the Architectural Control Committee established by the Agreements have resigned and it has become necessary to appoint individuals to fill the vacancies now existing;

NOW, THEREFORE, Padre does hereby appoint and designate Charles W. Terrell, Marvin M. Mesirov and David M. Wilson as members of each of the Architectural Control Committees and each such Architectural Control Committee shall now be comprised of Charles W. Terrell, Marvin M. Mesirov and David M. Wilson (herein collectively called the "Members"). The Members join in this instrument for the purpose of (a) accepting and confirming the appointments and membership herein set forth, and (b) appointing Gene Graham as the Members' agent and representative for all purposes as provided in and subject to the Agreements. Gene Graham joins herein for the purpose of accepting and acknowledging the appointment of agent and representative herein made.

ROLL 365 PAGE 1942

Except as herein expressly provided the Agreements are not modified
or amended in any manner.

DATED this 19th day of December, 1973.



PADRE ISLAND INVESTMENT CORPORATION

By Charles W. Terrell
President

MEMBERS:

Charles W. Terrell
Charles W. Terrell

Marvin M. Mesirpw
Marvin M. Mesirpw

David M. Wilson
David M. Wilson

AGENT AND REPRESENTATIVE:

Gene Graham
Gene Graham

THE STATE OF TEXAS I

COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared Charles W. Terrell, known to me to be the person whose name is subscribed to the foregoing instrument as President of Padre Island Investment Corporation, a Texas corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19th day of December, 1973.

Patricia D. King
Notary Public in and for Nueces County,
Texas
My Commission Expires: June 1, 1975

NOTES PAGE 1343

DEED RECORDS
VOL 1482 PAGE 1010

THE STATE OF TEXAS I

COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared CHARLES W. TERRELL, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19th day of December, 1973.

Patricia D. King
Notary Public in and for Nueces County,
Texas

My Commission Expires: June 1, 1975

THE STATE OF TEXAS I

COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared MARVIN M. MESIROW, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19th day of December, 1973.

Patricia D. King
Notary Public in and for Nueces County,
Texas

My Commission Expires: June 1, 1975

THE STATE OF TEXAS I

COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared DAVID M. WILSON, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 19th day of December, 1973.

Patricia D. King
Notary Public in and for Nueces County,
Texas

My Commission Expires: June 1, 1975

NO. 1305 PAGE 1944

THE STATE OF TEXAS I
COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared
GENE GRAHAM, known to me to be the person whose name is subscribed to the
foregoing instrument, and acknowledged to me that he executed the same for
the purposes therein expressed, in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 9th day of December,
1973.

Patricia D. King
Notary Public in and for Nueces County,
Texas

My Commission Expires: June 1, 1977

AUG 30 1945

DEED RECORDS
VOL 1462 PAGE 1012

EXHIBIT A

PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENTS

The Protective Covenants and Landowners' Agreements for the following named subdivision units are recorded at the respective volume and page numbers of the Deed Records of Nueces County, Texas as indicated below:

<u>Subdivision Unit</u>	<u>Volume</u>	<u>Page No.</u>
Padre Island Number 1 Lots 1A through 6A of Block 1, and Lots 1A through 15A of Block 2	1265	491
"B" lots of Blocks 1 and 2	1280	354
Block 28	1280	360
Blocks 35 and 36 (being the replatted portion of Block 28)	1384	528
Padre Island-Corpus Christi, Section A	1258	215
Padre Island-Corpus Christi, Section B	1265	227
Padre Island-Corpus Christi, Section No. 2	1274	173
Padre Island-Corpus Christi, Section No. 3 Lot 10, Block 71 and portions of Blocks 1 and 2, Padre Island No. 1	1261 1265	97 491
Padre Island-Corpus Christi, Section No. 4	1241	25
Padre Island-Corpus Christi, Mariner's Cay	1292	106
Padre Island-Corpus Christi, Barataria Bay Unit 1	1292	114
Padre Island-Corpus Christi, Barataria Bay Unit 2	1292	114
Padre Island-Corpus Christi, Barataria Bay Unit 3	1300	426
Padre Island-Corpus Christi, Barataria Bay Unit 4	1300	418
Padre Island-Corpus Christi, Barataria Bay Unit 5	1319	507
Padre Island-Corpus Christi, Section C	1323	487
Padre Island-Corpus Christi, Point Tesoro, Unit 1	1328	494
Padre Island-Corpus Christi, Sea Pines Unit 1	1329	63
Padre Island-Corpus Christi, Point Tesoro, Unit 2	1335	265
Padre Island-Corpus Christi, Point Tesoro, Unit 3	1335	275
Padre Island-Corpus Christi, Section D	1335	285
Padre Island-Corpus Christi, Point Tesoro, Unit 4	1345	493
Padre Island-Corpus Christi, Cape Summer Unit 1	1386	1002

SOIL 305 IMAGE 1946

<u>Subdivision Unit</u>	<u>Volume</u>	<u>Page No.</u>
Padre Island-Corpus Christi, Cape Summer Unit 2	1386	1012
Padre Island-Corpus Christi, Section 3A	1424	349
Padre Island-Corpus Christi, Section E	1424	351
Padre Island-Corpus Christi, Section G	1424	360
Padre Island-Corpus Christi, Point Tesoro Unit 5	1242	369
Padre Island-Corpus Christi, Commodore's Cove Unit One	1424	378
Padre Island-Corpus Christi, Commodore's Cove Unit Two	1424	388
Padre Island-Corpus Christi, Mariner's Cay Unit 2A	1424	398
Padre Island-Corpus Christi, Coquina Bay	1424	909
Padre Island-Corpus Christi, Island Fairway Estates	1424	417
Padre Island-Corpus Christi, Forts O'Call	1424	427

NOEL 305 IMAGE 1947

DEED RECORDS
VOL 1462 PAGE 1014

EXHIBIT B

PROPERTY LOCATED WITHIN THE DEVELOPMENT

The property within subdivision units of Padre Island and Padre Island-Corpus Christi, subdivisions of Nueces County, Texas, is more fully described by the maps or plats of such units recorded in the respective volume and page numbers of the Deed Records of Nueces County, Texas, as indicated below:

Subdivision Unit	Volume	Page No.
Padre Island Number 1; plus a replat of a portion of Block 27, and a replat of a part of Block 28	13 32 36	1 34 12
Padre Island-Corpus Christi, Section A; plus a replat of a portion thereof	33 35	97 15
Padre Island-Corpus Christi, Section B	34	15
Padre Island-Corpus Christi, Section No. 2; plus replats of portions thereof	33 34 35	80 13 1
Padre Island-Corpus Christi, Section No. 3	33	83
Padre Island-Corpus Christi, Section No. 4	33	44
Padre Island-Corpus Christi, Mariner's Cay	34	54
Padre Island-Corpus Christi, Barataria Bay Unit 1	34	60
Padre Island-Corpus Christi, Barataria Bay Unit 2	34	62
Padre Island-Corpus Christi, Barataria Bay Unit 3	34	86
Padre Island-Corpus Christi, Barataria Bay Unit 4	34	84
Padre Island-Corpus Christi, Barataria Bay Unit 5	34	117
Padre Island-Corpus Christi, Section C	34	133
Padre Island-Corpus Christi, Point Tesoro, Unit 1	34	145
Padre Island-Corpus Christi, Sea Pines Unit 1	34	149
Padre Island-Corpus Christi, Point Tesoro Unit 2	35	20
Padre Island-Corpus Christi, Point Tesoro Unit 3	35	22
Padre Island-Corpus Christi, Section D	35	24
Padre Island-Corpus Christi, Point Tesoro Unit 4	35	46
Padre Island-Corpus Christi, Cape Summer Unit 1	36	25
Padre Island-Corpus Christi, Cape Summer Unit 2	36	34
Padre Island-Corpus Christi, Section 3A	38	22
Padre Island-Corpus Christi, Section E	38	25
Padre Island-Corpus Christi, Section G	38	27

ROLL 305 IMAGE 1948

Subdivision Unit	Volume	Page No.
Padre Island-Corpus Christi, Point Tesoro Unit 5	38	32
Padre Island-Corpus Christi, Commodore's Cove Unit One	38	34
Padre Island-Corpus Christi, Commodore's Cove Unit Two	38	36
Padre Island-Corpus Christi, Mariner's Cay Unit 2	38	45
Padre Island-Corpus Christi, Coquina Bay	38	47
Padre Island-Corpus Christi, Island Fairway Estates	38	55
Padre Island-Corpus Christi, Ports O'Call	38	62

STATE OF TEXAS
COUNTY OF NUECES

I hereby certify that this instrument was FILED on the date and at the time stamped herein by me, and was duly RECORDED, in the Volume and Page of the record RECORDS Nueces County, Texas, as stamped herein by me, on

DEC 27 1973



COUNTY CLERK,
NUECES COUNTY, TEXAS

GF No. Misc.

(106,178 RC)

933464

AMENDMENT

PROOFED

Padre Island Investment Corp.

TO

The Public

FILED FOR RECORD

DEC 26 4 14 PM '73

M. Henry Johnson
COUNTY CLERK NUECES COUNTY TEX.

DEED RECORDS

VOL 1482 PAGE 1015

Return to: USLIFE Title Co.

\$8.50

ROLL 334 PAGE 2022

INDEXED RECORDS
VOL 1505 PAGE 154

NOW, THEREFORE, Owner hereby amends paragraph 5 under Section V of the Protective Covenants to read as follows:

"5. Maximum Height: No building shall exceed forty-five (45) feet in height."

Westinghouse Credit Corporation, the beneficiary under the Deed of Trust, acting by and through its duly authorized Agent and Attorney-in-Fact, joins in the execution of this amendment for the sole purpose of evidencing its approval hereof.

DATED this 28th day of August, 1974.



PADRE ISLAND INVESTMENT CORPORATION

By [Signature]
President

WESTINGHOUSE CREDIT CORPORATION

By [Signature]
Trust Officer of the Corpus Christi
State National Bank, Agent and
Attorney-in-Fact for Westinghouse
Credit Corporation

THE STATE OF TEXAS I

COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared Charles W. Terrell, known to me to be the person whose name is subscribed to the foregoing instrument as President of Padre Island Investment Corporation, a corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28th day of August, 1974.

[Signature]
Notary Public in and for Nueces County,
Texas
My Commission Expires: June 1, 1975
SHIRLEY A. ANDREWS
Notary Public in and for Nueces County, Texas
My Commission Expires June 1, 1975

NOV 13 34 2023

THE STATE OF TEXAS I

COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared John Cain, known to me to be the person whose name is subscribed to the foregoing instrument as Trust Officer of the Corpus Christi State National Bank, Agent and Attorney-in-Fact for Westinghouse Credit Corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 29 day of August, 1974.



Carmen Driffin
Notary Public in and for Nueces
County, Texas

My Commission Expires: June 1, 1975

STATE OF TEXAS
COUNTY OF NUECES

I hereby certify that this instrument was FILED on this date and at the time stamped herein by me; and was duly RECORDED, in the Volume and Page of the named RECORDS Nueces County, Texas, as stamped herein by me, on



SEP 3 1974

Mr. Henry J. Longenecker
COUNTY CLERK,
NUECES COUNTY, TEXAS.

954255

RECORDED

COMPARED

-3-

DEED RECORDS
VOL 1505 PAGE 155

FILED FOR RECORD

AUG 30 11 56 AM '74

Mr. Henry J. Longenecker
COUNTY CLERK, NUECES COUNTY, TEXAS

Return to:
J.E. Richter
200 Hawn Bldg.
P.O. Box 70001

THE STATE OF TEXAS §
 §
COUNTY OF NUECES §

DOC# 828183

AMENDMENT

WHEREAS, by instruments entitled "Protective Covenants and Landowners' Agreement", dated and recorded in the Deed Records of Nueces County, Texas, which are more fully set forth in the attached Exhibit A (hereinafter called the "Agreements"), certain restrictions, conditions and use limitations were imposed upon property located within Nueces County, Texas, which property is more fully described in the attached Exhibit B (hereinafter called the "Development"); and

WHEREAS, the Agreements each referred to as an Architectural Control Committee with certain powers as therein recited; and

WHEREAS, there is one Architectural Control Committee for all the Padre Island-Corpus Christi subdivisions only; and

WHEREAS, the Agreements each provide:

"At any time the record owners of a majority of the lots or tracts into which Padre Island-Corpus Christi shall then be subdivided shall have the power to change membership of the Committee, to withdraw powers and duties of the Committee, or to restore the powers and duties of the Committee. Such action shall be effective upon recordation of a written instrument properly reflecting same"; and

WHEREAS, there are a total of 8,446 record owners of lots/tracts within the Development; and

WHEREAS, a majority (4,489) of the record owners holding legal title to lots/tracts within the Development have voted in favor of amending the Agreements as they pertain to the Architectural Control Committee; and

WHEREAS, The Padre Isles Property Owners Association, Inc. has verified this Majority.

NOW, THEREFORE, the owners hereby amend Section III, ARCHITECTURAL CONTROL, of each of the Agreements listed on Exhibit A as follows:

1. Paragraph 1 is deleted in its entirety and the following is substituted therefor:

"1. The Architectural Control Committee, hereinafter called "the Committee", shall be composed of five members appointed by a majority vote of the Board of Directors of the Padre Isles Property Owners' Association, Inc., hereinafter called "the Board". The Committee shall function under the policies established and direction given by the Board; provided, however, the policies and direction promulgated by the Board

shall, in no event be in conflict with the provisions of these Covenants. Should a conflict occur, the provisions of the Covenants shall control.

a. The Committee shall review all plans for construction on property subject to the covenants to verify that the requirements of the covenants and standards established by the Property Owners Association are met.

b. The term of office of a Committee member shall be three years. A member shall not serve more than two terms of office, consecutive or otherwise. Upon the effective date of approval of this amendment, the term of office of incumbent members shall be deemed to have expired and the Board shall appoint a new committee. The terms of office for members of the newly appointed committee shall be adjusted whereby the expiration dates of no more than two members shall occur in any one of the years following the appointment year, i.e., set up a 1-2-2 rotation that will be followed thereafter.

c. Should a vacancy occur on the Committee prior to the expiration of a normal term of office, the Board will, by a majority vote, appoint a qualified person to fill the unexpired portion of the term.

d. Terms of office for all members shall begin on January 1, except for those appointed by the Board upon approval of this amendment, who shall begin serving immediately and continue until January 1, 1993, when they may be re-appointed or replaced at the Board's discretion for the initial three year term.

e. The Chairman of the Committee, whose chairmanship shall be one year, shall be appointed or removed by a majority vote of the Board.

f. A member of the Committee may be removed with or without cause by a majority vote of the Board.

g. No member of the Committee, or his/her designated representative, shall be entitled to or accept compensation for services performed hereunder.

h. A member of the Board shall not also serve as a member of the Committee.

i. A majority of the Committee may designate or remove a representative to act for it. Members of the Committee may designate a representative to act on their behalf. Such representative designated to act for the Committee as a whole, or such representatives designated individually by Members shall be subject to confirmation by the Board.

j. Consultants, paid or otherwise, advisors, inspectors or any individual performing services required by the mission of the Committee shall be appointed by the Board. Individuals so appointed shall be technically and/or professionally qualified to perform the service for which appointed. The Board shall be authorized to establish such fees as may be necessary and appropriate to cover the cost of technical and/or professional services required by the Committee. The Committee may recommend to the Board such individuals as may be appropriate to perform such services.

k. A property owner who disagrees with a decision of the Committee will first appeal to the Committee for reconsideration and present reasons therefor. Following reconsideration by the Committee, a property owner who still disagrees with a decision of the Committee may appeal to the Board for a review. The Board shall give full consideration to such request and make such decision as it deems appropriate in each case. The decision of the Board shall be controlling."

2. Paragraph 5 is changed as follows:

So much of the first sentence of Paragraph 5 as reads: "5. The Committee shall have the right and authority to waive, modify, alter, change or approve any covenant, term, condition or restriction....:" is changed to read: "The Committee shall have the right and authority to waive, modify, alter, or approve any term, condition or restriction, except those restrictions pertaining to construction that affects the integrity of the bulkheads...." and

3. Paragraph 6 is changed as follows:

So much of paragraph 6 reads: "6. The Committee shall have the authority to make final decisions in interpreting the general intent, effect and purpose of these restrictions" is changed to read: "6. The Committee shall have authority to interpret the general intent, effect and purpose of these restrictions."

DATED this 23 day of OCTOBER, 1992.

ATTEST:

PADRE ISLES PROPERTY OWNERS
ASSOCIATION, INC.

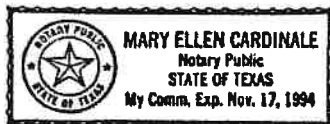

Robert J. Southard Secretary

BY 
William F. Goin President

THE STATE OF TEXAS §
§
COUNTY OF NUECES §

BEFORE ME, the undersigned authority, on this day personally appeared WILLIAM F. GOIN, known to me to be the person whose name is subscribed to the foregoing instrument as President of Padre Isles Property Owners Association, Inc., a non-profit corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 23 day of OCTOBER 1992.



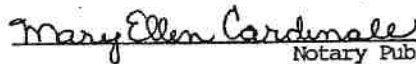

Mary Ellen Cardinale Notary Public

EXHIBIT A

PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENTS

The Protective Covenants and Landowners' Agreements for the following named subdivision units are recorded at the respective volume and page numbers of the Deed Records of Nueces County, Texas as indicated below:

<u>Subdivision Unit</u>	<u>Volume</u>	<u>Page No.</u>
Padre Island Number 1		
Lots 1A through 6A of Block 1, and Lots 1A through 15A of Block 2	1265	491
"B" lots of Blocks 1 and 2	1280	354
Block 28	1280	360
Blocks 35 and 36 (being the replatted portion of Block 28)	1384	528
Padre Island-Corpus Christi, Section A	1258	215
Padre Island-Corpus Christi, Section B	1265	227
Padre Island-Corpus Christi, Section No. 2	1274	173
Padre Island-Corpus Christi, Section No. 3	1261	97
Lot 10, Block 71 and portions of Blocks 1 and 2, Padre Island No. 1	1265	491
Padre Island-Corpus Christi, Section No. 4	1241	25
Padre Island-Corpus Christi, Mariner's Cay	1292	106
Padre Island-Corpus Christi, Barataria Bay Unit 1	1292	114
Padre Island-Corpus Christi, Barataria Bay Unit 2	1292	114
Padre Island-Corpus Christi, Barataria Bay Unit 3	1300	426
Padre Island-Corpus Christi, Barataria Bay Unit 4	1300	418
Padre Island-Corpus Christi, Barataria Bay Unit 5	1319	507
Padre Island-Corpus Christi, Section C	1323	487
Padre Island-Corpus Christi, Point Tesoro, Unit 1	1328	494
Padre Island-Corpus Christi, Sea Pines Unit 1	1329	63
Padre Island-Corpus Christi, Point Tesoro, Unit 2	1335	265
Padre Island-Corpus Christi, Point Tesoro, Unit 3	1335	275
Padre Island-Corpus Christi, Section D	1335	285
Padre Island-Corpus Christi, Point Tesoro, Unit 4	1345	493
Padre Island-Corpus Christi, Cape Summer Unit 1	1386	1002
Padre Island-Corpus Christi, Cape Summer Unit 2	1386	1012

<u>Subdivision Unit</u>	<u>Volume</u>	<u>Page No.</u>
Padre Island-Corpus Christi, Section 3A	1424	349
Padre Island-Corpus Christi, Section E	1424	351
Padre Island-Corpus Christi, Section G	1424	360
Padre Island-Corpus Christi, Point Tesoro, Unit 5	1242	369
Padre Island-Corpus Christi, Commodore's Cove Unit One	1424	378
Padre Island-Corpus Christi, Commodore's Cove Unit Two	1424	388
Padre Island-Corpus Christi, Mariner's Cay Unit 2A	1424	398
Padre Island-Corpus Christi, Coquina Bay	1424	909
Padre Island-Corpus Christi, Island Fairway Estates	1424	417
Padre Island-Corpus Christi, Ports O'Call	1424	427

EXHIBIT B

PROPERTY LOCATED WITHIN THE DEVELOPMENT

The property within subdivision units of Padre Island and padre Island-Corpus Christi, subdivisions of Nueces County, Texas, is more fully described by the maps or plats of such units recorded in the respective volume and page numbers of the Deed Records of Nueces County, Texas, as indicated below:

<u>Subdivision Unit</u>	<u>Volume</u>	<u>Page No.</u>
Padre Island Number 1; plus a replat of a portion of Block 27, and a replat of a part of Block 28	13 32 36	1 34 12
Padre Island-Corpus Christi, Section A; plus a replat of a portion thereof	33 35	97 15
Padre Island-Corpus Christi, Section B	34	15
Padre Island-Corpus Christi, Section No. 2; plus replats of portions thereof	33 34 35	80 13 1
Padre Island-Corpus Christi, Section No. 3	33	83
Padre Island-Corpus Christi, Section No. 4	33	44
Padre Island-Corpus Christi, Mariner's Cay	34	54
Padre Island-Corpus Christi, Barataria Bay Unit 1	34	60
Padre Island-Corpus Christi, Barataria Bay Unit 2	34	62
Padre Island-Corpus Christi, Barataria Bay Unit 3	34	86
Padre Island-Corpus Christi, Barataria Bay Unit 4	34	84
Padre Island-Corpus Christi, Barataria Bay Unit 5	34	117
Padre Island-Corpus Christi, Section C	34	133
Padre Island-Corpus Christi, Point Tesoro, Unit 1	34	145
Padre Island-Corpus Christi, Sea Pines Unit 1	34	149
Padre Island-Corpus Christi, Point Tesoro Unit 2	35	20
Padre Island-Corpus Christi, Point Tesoro Unit 3	35	22
Padre Island-Corpus Christi, Section D	35	24
Padre Island-Corpus Christi, Point Tesoro Unit 4	35	46
Padre Island-Corpus Christi, Cape Summer Unit 1	36	25
Padre Island-Corpus Christi, Cape Summer Unit 2	36	34
Padre Island-Corpus Christi, Section 3A	38	22
Padre Island-Corpus Christi, Section E	38	25
Padre Island-Corpus Christi, Section G	38	27

<u>Subdivision Unit</u>	<u>Volume</u>	<u>Page No.</u>
Padre Island-Corpus Christi, Point Tesoro Unit 5	38	32
Padre Island-Corpus Christi, Commodore's Cove Unit One	38	34
Padre Island-Corpus Christi, Commodore's Cove Unit Two	38	36
Padre Island-Corpus Christi, Mariner's Cay Unit 2	38	45
Padre Island-Corpus Christi, Coquina Bay	38	47
Padre Island-Corpus Christi, Island Fairway Estates	38	55
Padre Island-Corpus Christi, Ports O'Call	38	62

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of Race, Color, Religion, Sex, Handicap, Familial Status or National Origin, is Invalid and unenforceable under FEDERAL LAW, 3/12/89.

FILED FOR RECORD
DOC# 828183 \$19
10-26-1992 01:15:28
ERNEST M. BRIONES
NUECES COUNTY

STATE OF TEXAS
COUNTY OF NUECES
I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped herein by me, and
was duly RECORDED, in the Official Public Records of
Nueces County, Texas on

OCT 26 1992



Brenton Keenan
COUNTY CLERK
NUECES COUNTY, TEXAS

COMPARED

17 1/2 Return To:
Padre Isles Property Owners Association, Inc.
14015 Fortuna Bay Drive
Corpus Christi, Texas 78418

AMENDMENT OF PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENT
PADRE ISLAND-CORPUS CHRISTI
SECTION C SUBDIVISION
SECTION D SUBDIVISION
COMMODORE'S COVE UNIT ONE SUBDIVISION
COMMODORE'S COVE UNIT TWO SUBDIVISION
MARINER'S CAY UNIT 2 SUBDIVISION
POINT TESORO UNIT 2 SUBDIVISION
POINT TESORO UNIT 3 SUBDIVISION
PORTS O'CALL SUBDIVISION
NO. 1 SUBDIVISION

WHEREAS, Padre Island-Corpus Christi, Section C (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 17, 1969, recorded at Volume 1323, Pages 487-94, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section C, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Page 133, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section D (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 285-92, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section D, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 24-25, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit One (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 378-87, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit One, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 34-35, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit Two (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 388 et seq., Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit Two, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 36-44, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Mariner's Cay Unit 2, subsequently renamed Mariner's Cay Unit 2-A (a "Subdivision"), is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 398-406, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Mariner's Cay Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 45-46, Map Records, Nueces County, Texas, and as

Padre Island-Corpus Christi, Mariner's Cay Unit 2-A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 39, Pages 193-94, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 2 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 265-273, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 20-21, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 3 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 275-283, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat

thereof recorded in Volume 35, Pages 22-23, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Ports O'Call (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 427-36, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi Ports O'Call, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 62-68, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1A through 6A, inclusive, of Block 1, and Lots 1A through 15A, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

Lot 10 of Block 71 of Padre Island-Corpus Christi Section No. 3, as shown by the map or plat thereof recorded in Volume 33, Pages 83-84, Map Records of Nueces County, Texas.

WHEREAS, "B" Lots of Blocks 1 and 2, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1B through 6B, inclusive, of Block 1, and Lots 1B through 15B, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

WHEREAS, the owners of more than fifty percent (50%) of the Lots in each Subdivision described above have approved amendments to the Protective Covenants and Landowners' Agreement in order to provide for future increases in annual maintenance charges;

NOW, THEREFORE, based upon the written approval of said amendments by the owners of more than fifty percent (50%) of the lots in each such Subdivision, the Board of Directors of the Padre Isles Property Owners Association, Inc. hereby files the following amendments which shall amend the Landowners' Agreement as provided below:

1. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is amended to add to Section 2 therein an additional paragraph 2a providing as follows:

2a. Upon the transfer of record title to any lot which is used for a single-family residence or duplex following the recordation of this Amendment, the amount of the annual maintenance charge upon each such canal lot in the subdivision shall not exceed eight cents (8¢) per square foot of such lot, and the amount of the annual maintenance charge upon each such interior lot in the subdivision shall not exceed two cents (2¢) per square foot of such lot. For any lot which is used for other multi-family (tri-plex or greater) purposes or authorized commercial purposes, commencing in 2007 the amount of the annual maintenance charge shall increase by an amount not to exceed twenty percent (20%) of the existing annual maintenance charges provided in Section 2 above until the amount of the annual maintenance charge upon each such canal lot in the subdivision shall not exceed eight cents (8¢) per square foot of such lot, and the amount of the annual maintenance charge upon each such interior lot in the subdivision shall not exceed two cents (2¢) per square foot of such lot. Once assessed, annual maintenance charges shall be payable annually or in such installments as authorized by the Trustee.

2. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is further amended to add to Section 2 therein an additional paragraph 2b providing as follows:

2b. The maximum amount of the annual maintenance charge may be changed upon the approval of the owners of legal title to a majority of the lots of the subdivision voting in an election called for such purpose; provided that, a minimum of the owners of 35% of the lots in the subdivision participate in such election. In any such election, written notice shall be sent to the last known address of each owner of legal title to a lot in the subdivision, and a minimum of thirty (30) days shall be allowed for the return of ballots either approving or disapproving the proposed change. Any such changes in the annual maintenance charge approved in the manner provided above shall be effective upon the filing of an instrument describing such charges in the office of the County Clerk of Nueces County, Texas.

Provided that, as to Padre Island-Corpus Christi No. 1 operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, and the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, the foregoing amendments are added as Section 2a and Section 2b, respectively in Article V, rather than Article VI, therein.

EXECUTED this 2nd day of January, 2007.

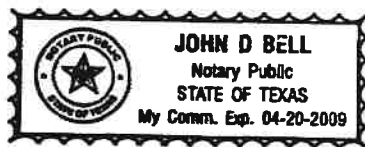
PADRE ISLES PROPERTY OWNERS
ASSOCIATION, INC.

By: John B. Fisher
John B. Fisher, President

STATE OF TEXAS

COUNTY OF NUECES

This instrument was acknowledged on this 2nd day of January, 2007, by John B. Fisher, the President of Padre Isles Property Owners Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.



Return to:

John D. Bell
Notary Public, State of Texas

Padre Isles Property Owners Association, Inc.
c/o John D. Bell
✓ Wood, Boykin & Wolter, P.C.
615 N. Upper Broadway, Suite 1100
Corpus Christi, Texas 78477

EXHIBIT A

<u>Subdivision Name</u>	<u>Covenants Filed of Record (Deed Records)</u>	<u>Map Filed of Record (Map Records)</u>
Section C	Volume 1323, Pages 487-94	Volume 34, Page 133
Section D	Volume 1335, Pages 285-92	Volume 35, Pages 24-25
Commodore's Cove Unit One	Volume 1424, Pages 378-87	Volume 38, Pages 34-35
Commodore's Cove Unit Two	Volume 1424, Pages 388 et seq.	Volume 38, Pages 36-44
Mariner's Cay Unit 2 Mariner's Cay Unit 2-A	Volume 1424, Pages 398-406	Volume 38, Pages 45-46 Volume 39, Pages 193-94
Point Tesoro Unit 2	Volume 1335, Pages 265-273	Volume 35, Pages 20-21
Point Tesoro Unit 3	Volume 1335, Pages 275-283	Volume 35, Pages 22-23
Ports O'Call	Volume 1424, Pages 427-36	Volume 38, Pages 62-68
No. 1	Volume 1265, Pages 491-97 Volume 1280, Pages 354-59	Volume 13, Pages 1-8 Volume 33, Pages 83-84

STATE OF TEXAS
COUNTY OF NUECES

I hereby certify that this instrument was
FILED in file number sequence on the date
and at the time stamped herein by me, and
was duly RECORDED in the Official Public
Records of Nueces County, Te
xas



DIANA T BARRERA
NUECES COUNTY, TEXAS

Diana T. Barrera

Any provision herein which restricts the S
ale, Rental or use
of the described REAL PROPERTY because of
Race, Color,
Religion, Sex, Handicap, Familial Status,
or National Origin
is invalid and unenforceable under FEDERAL
LAW, 3/12/89.

Doc# 2007000378
Pages 6
01/03/2007 4:02PM
Official Records of
NUECES COUNTY
DIANA T. BARRERA
COUNTY CLERK
Fees \$35.00

CORRECTION
AMENDMENT OF PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENT
PADRE ISLAND-CORPUS CHRISTI
SECTION C SUBDIVISION
SECTION D SUBDIVISION
COMMODORE'S COVE UNIT ONE SUBDIVISION
COMMODORE'S COVE UNIT TWO SUBDIVISION
MARINER'S CAY UNIT 2 SUBDIVISION
POINT TESORO UNIT 2 SUBDIVISION
POINT TESORO UNIT 3 SUBDIVISION
PORTS O'CALL SUBDIVISION
NO. 1 SUBDIVISION

WHEREAS, Padre Island-Corpus Christi, Section C (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 17, 1969, recorded at Volume 1323, Pages 487-94, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section C, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Page 133, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section D (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 285-92, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section D, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 24-25, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit One (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 378-87, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit One, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 34-35, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit Two (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 388 et seq., Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit Two, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 36-44, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Mariner's Cay Unit 2, subsequently renamed Mariner's Cay Unit 2-A (a "Subdivision"), is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 398-406, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Mariner's Cay Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 45-46, Map Records, Nueces County, Texas, and as

Padre Island-Corpus Christi, Mariner's Cay Unit 2-A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 39, Pages 193-94, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 2 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 265-273, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 20-21, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 3 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 275-283, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat

thereof recorded in Volume 35, Pages 22-23, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Ports O'Call (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 427-36, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi Ports O'Call, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 62-68, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1A through 6A, inclusive, of Block 1, and Lots 1A through 15A, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

Lot 10 of Block 71 of Padre Island-Corpus Christi Section No. 3, as shown by the map or plat thereof recorded in Volume 33, Pages 83-84, Map Records of Nueces County, Texas.

WHEREAS, "B" Lots of Blocks 1 and 2, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1B through 6B, inclusive, of Block 1, and Lots 1B through 15B, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

WHEREAS, the owners of more than fifty percent (50%) of the Lots in each Subdivision described above (and on Exhibit A attached) have approved amendments to the Protective Covenants and Landowners' Agreement in order to provide for future increases in annual maintenance charges;

NOW, THEREFORE, based upon the written approval of said amendments by the owners of more than fifty percent (50%) of the lots in each such Subdivision, the Board of Directors of the Padre Isles Property Owners Association, Inc. hereby files the following amendments which shall amend the Landowners' Agreement as provided below:

1. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is amended to add to Section 2 therein an additional paragraph 2a providing as follows:

2a. Upon the transfer of record title to any lot which is used for a single-family residence or duplex following the recordation of this Amendment, the amount of the annual maintenance charge upon each canal lot shall not exceed ten cents (10¢) per square foot, and the amount of the annual maintenance charge upon each interior lot shall not exceed two cents (2¢) per square foot. For any lot which is used for other multi-family (tri-plex or greater) purposes or authorized commercial purposes, commencing in 2007 the amount of the annual maintenance charge shall increase in equal amounts over five years until the amount of the annual maintenance charge upon each canal lot in the subdivision shall not exceed ten cents (10¢) per square foot, and the amount of the annual maintenance charge upon each interior lot in the subdivision shall not exceed two cents (2¢) per square foot. Once assessed, annual maintenance charges shall be payable annually or in such installments as authorized by the Trustee.

2. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is further amended to add to Section 2 therein an additional paragraph 2b providing as follows:


2b. The maximum amount of the annual maintenance charge may be changed upon the approval of the owners of legal title to a majority of the lots of the subdivision voting in an election called for such purpose; provided that, a minimum of the owners of 35% of the lots in the subdivision participate in such election. In any such election, written notice shall be sent to the last known address of each owner of legal title to a lot in the subdivision, and a minimum of thirty (30) days shall be allowed for the return of ballots either approving or disapproving the proposed change. Any such changes in the annual maintenance charge approved in the manner provided above shall be effective upon the filing of an instrument describing such charges in the office of the County Clerk of Nueces County, Texas.

Provided that, as to Padre Island-Corpus Christi No. 1 operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, and the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, the foregoing amendments are added as Section 2a and Section 2b, respectively in Article V, rather than Article VI, therein.

This Correction Amendment of Protective Covenants and Landowners' Agreement amends and replaces in its entirety the original Amendment of Protective Covenants and Landowners' Agreement dated January 2, 2007, filed of record as Document No. 2007000378 of the Official Public Records of Nueces County, Texas, in order to correct the text of the amendment in Section 1 stated above to match the exact text approved by the majority of the property owners in said subdivisions, providing for an increase in the annual maintenance charge from two cents (2¢) per square foot to ten cents (10¢) per square foot and phasing in said increase.

EXECUTED this 3rd day of April, 2007, to be effective as of January 2, 2007.


PADRE ISLES PROPERTY OWNERS
ASSOCIATION, INC.

By: 
John B. Fisher, President

STATE OF TEXAS

COUNTY OF NUECES

This instrument was acknowledged on this 3rd day of April, 2007, by John B. Fisher, the President of Padre Isles Property Owners Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.


Notary Public, State of Texas

Return to:

Padre Isles Property Owners Association, Inc.
c/o John D. Bell
Wood, Boykin & Wolter, P.C.
615 N. Upper Broadway, Suite 1100
Corpus Christi, Texas 78477

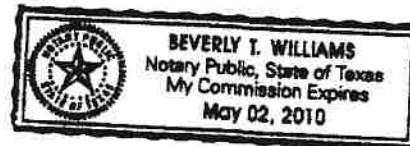


EXHIBIT A

<u>Subdivision Name</u>	<u>Covenants Filed of Record (Deed Records)</u>	<u>Map Filed of Record (Map Records)</u>
Section C	Volume 1323, Pages 487-94	Volume 34, Page 133
Section D	Volume 1335, Pages 285-92	Volume 35, Pages 24-25
Commodore's Cove Unit One	Volume 1424, Pages 378-87	Volume 38, Pages 34-35
Commodore's Cove Unit Two	Volume 1424, Pages 388 et seq.	Volume 38, Pages 36-44
Mariner's Cay Unit 2 Mariner's Cay Unit 2-A	Volume 1424, Pages 398-406	Volume 38, Pages 45-46 Volume 39, Pages 193-94
Point Tesoro Unit 2	Volume 1335, Pages 265-273	Volume 35, Pages 20-21
Point Tesoro Unit 3	Volume 1335, Pages 275-283	Volume 35, Pages 22-23
Ports O'Call	Volume 1424, Pages 427-36	Volume 38, Pages 62-68
No. 1	Volume 1265, Pages 491-97 Volume 1280, Pages 354-59	Volume 13, Pages 1-8 Volume 33, Pages 83-84

STATE OF TEXAS
COUNTY OF NUECES

I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped herein by me, and
was duly RECORDED in the Official Public Records of
Nueces County, Texas



Diana T. Barrera
COUNTY CLERK
NUECES COUNTY, TEXAS

Doc# 2007017106

Pages 6
04/03/2007 3:04PM
Official Records of
NUECES COUNTY
DIANA T. BARRERA
COUNTY CLERK
Fees \$35.00

Any provision herein which restricts the Sale, Rental or use
of the described REAL PROPERTY because of Race, Color,
Religion, Sex, Handicap, Familial Status or National Origin, is
Invalid and unenforceable under FEDERAL LAW, 3/12/89



**AMENDMENT OF PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENT
PADRE ISLAND-CORPUS CHRISTI
SECTION C SUBDIVISION
SECTION D SUBDIVISION
COMMODORE'S COVE UNIT ONE SUBDIVISION
COMMODORE'S COVE UNIT TWO SUBDIVISION
MARINER'S CAY UNIT 2 SUBDIVISION
POINT TESORO UNIT 2 SUBDIVISION
POINT TESORO UNIT 3 SUBDIVISION
PORTS O'CALL SUBDIVISION
NO. 1 SUBDIVISION**

WHEREAS, Padre Island-Corpus Christi, Section C (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 17, 1969, recorded at Volume 1323, Pages 487-94, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section C, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Page 133, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section D (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 285-92, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section D, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 24-25, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit One (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 378-87, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit One, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 34-35, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit Two (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 388 et seq., Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit Two, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 36-44, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Mariner's Cay Unit 2, subsequently renamed Mariner's Cay Unit 2-A (a "Subdivision"), is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 398-406, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Mariner's Cay Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 45-46, Map Records, Nueces County, Texas, and as

Padre Island-Corpus Christi, Mariner's Cay Unit 2-A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 39, Pages 193-94, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 2 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 265-273, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 20-21, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 3 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 275-283, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat

thereof recorded in Volume 35, Pages 22-23, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Ports O'Call (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 427-36, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi Ports O'Call, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 62-68, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1A through 6A, inclusive, of Block 1, and Lots 1A through 15A, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

Lot 10 of Block 71 of Padre Island-Corpus Christi Section No. 3, as shown by the map or plat thereof recorded in Volume 33, Pages 83-84, Map Records of Nueces County, Texas.

WHEREAS, "B" Lots of Blocks 1 and 2, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1B through 6B, inclusive, of Block 1, and Lots 1B through 15B, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

WHEREAS, the owners of more than fifty percent (50%) of the Lots in each Subdivision described above have approved amendments to the Protective Covenants and Landowners' Agreement in order to provide for future increases in annual maintenance charges;

NOW, THEREFORE, based upon the written approval of said amendments by the owners of more than fifty percent (50%) of the lots in each such Subdivision, the Board of Directors of the Padre Isles Property Owners Association, Inc. hereby files the following amendments which shall amend the Landowners' Agreement as provided below:

1. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is amended to add to Section 2 therein an additional paragraph 2a providing as follows:

2a. Upon the transfer of record title to any lot which is used for a single-family residence or duplex following the recordation of this Amendment, the amount of the annual maintenance charge upon each such canal lot in the subdivision shall not exceed eight cents (8¢) per square foot of such lot, and the amount of the annual maintenance charge upon each such interior lot in the subdivision shall not exceed two cents (2¢) per square foot of such lot. For any lot which is used for other multi-family (tri-plex or greater) purposes or authorized commercial purposes, commencing in 2007 the amount of the annual maintenance charge shall increase by an amount not to exceed twenty percent (20%) of the existing annual maintenance charges provided in Section 2 above until the amount of the annual maintenance charge upon each such canal lot in the subdivision shall not exceed eight cents (8¢) per square foot of such lot, and the amount of the annual maintenance charge upon each such interior lot in the subdivision shall not exceed two cents (2¢) per square foot of such lot. Once assessed, annual maintenance charges shall be payable annually or in such installments as authorized by the Trustee.

2. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is further amended to add to Section 2 therein an additional paragraph 2b providing as follows:

2b. The maximum amount of the annual maintenance charge may be changed upon the approval of the owners of legal title to a majority of the lots of the subdivision voting in an election called for such purpose; provided that, a minimum of the owners of 35% of the lots in the subdivision participate in such election. In any such election, written notice shall be sent to the last known address of each owner of legal title to a lot in the subdivision, and a minimum of thirty (30) days shall be allowed for the return of ballots either approving or disapproving the proposed change. Any such changes in the annual maintenance charge approved in the manner provided above shall be effective upon the filing of an instrument describing such charges in the office of the County Clerk of Nueces County, Texas.

Provided that, as to Padre Island-Corpus Christi No. 1 operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, and the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, the foregoing amendments are added as Section 2a and Section 2b, respectively in Article V, rather than Article VI, therein.

EXECUTED this 2nd day of January, 2007.

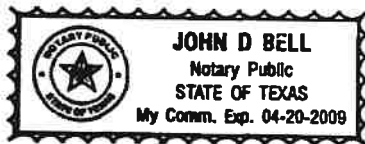
PADRE ISLES PROPERTY OWNERS
ASSOCIATION, INC.

By: John B. Fisher
John B. Fisher, President

STATE OF TEXAS

COUNTY OF NUECES

This instrument was acknowledged on this 2nd day of January, 2007, by John B. Fisher, the President of Padre Isles Property Owners Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.



Return to:

John D. Bell
Notary Public, State of Texas

Padre Isles Property Owners Association, Inc.
c/o John D. Bell
Wood, Boykin & Wolter, P.C.
615 N. Upper Broadway, Suite 1100
Corpus Christi, Texas 78477

EXHIBIT A

<u>Subdivision Name</u>	<u>Covenants Filed of Record (Deed Records)</u>	<u>Map Filed of Record (Map Records)</u>
Section C	Volume 1323, Pages 487-94	Volume 34, Page 133
Section D	Volume 1335, Pages 285-92	Volume 35, Pages 24-25
Commodore's Cove Unit One	Volume 1424, Pages 378-87	Volume 38, Pages 34-35
Commodore's Cove Unit Two	Volume 1424, Pages 388 et seq.	Volume 38, Pages 36-44
Mariner's Cay Unit 2 Mariner's Cay Unit 2-A	Volume 1424, Pages 398-406	Volume 38, Pages 45-46 Volume 39, Pages 193-94
Point Tesoro Unit 2	Volume 1335, Pages 265-273	Volume 35, Pages 20-21
Point Tesoro Unit 3	Volume 1335, Pages 275-283	Volume 35, Pages 22-23
Ports O'Call	Volume 1424, Pages 427-36	Volume 38, Pages 62-68
No. 1	Volume 1265, Pages 491-97 Volume 1280, Pages 354-59	Volume 13, Pages 1-8 Volume 33, Pages 83-84

STATE OF TEXAS
COUNTY OF NUECES

I hereby certify that this instrument was
FILED in file number sequence on the date
and at the time stamped herein by me, and
was duly RECORDED in the Official Public
Records of Nueces County, Te
xas



DIANA T BARRERA
NUECES COUNTY, TEXAS

Diana T. Barrera

Any provision herein which restricts the S
ale, Rental or use
of the described REAL PROPERTY because of
Race, Color,
Religion, Sex, Handicap, Familial Status,
or National Origin
is invalid and unenforceable under FEDERAL
LAW, 3/12/89.

Doc# 2007000378
Pages 6
01/03/2007 4:02PM
Official Records of
NUECES COUNTY
DIANA T. BARRERA
COUNTY CLERK
Fees \$35.00

CORRECTION
AMENDMENT OF PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENT
PADRE ISLAND-CORPUS CHRISTI
SECTION C SUBDIVISION
SECTION D SUBDIVISION
COMMODORE'S COVE UNIT ONE SUBDIVISION
COMMODORE'S COVE UNIT TWO SUBDIVISION
MARINER'S CAY UNIT 2 SUBDIVISION
POINT TESORO UNIT 2 SUBDIVISION
POINT TESORO UNIT 3 SUBDIVISION
PORTS O'CALL SUBDIVISION
NO. 1 SUBDIVISION

WHEREAS, Padre Island-Corpus Christi, Section C (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 17, 1969, recorded at Volume 1323, Pages 487-94, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section C, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Page 133, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section D (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 285-92, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Section D, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 24-25, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit One (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 378-87, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit One, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 34-35, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Commodore's Cove Unit Two (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 388 et seq., Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Commodore's Cove Unit Two, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 36-44, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Mariner's Cay Unit 2, subsequently renamed Mariner's Cay Unit 2-A (a "Subdivision"), is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 398-406, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Mariner's Cay Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 45-46, Map Records, Nueces County, Texas, and as

Padre Island-Corpus Christi, Mariner's Cay Unit 2-A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 39, Pages 193-94, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 2 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 265-273, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 20-21, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 3 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1335, Pages 275-283, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi, Point Tesoro Unit 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat

thereof recorded in Volume 35, Pages 22-23, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Ports O'Call (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated February 25, 1972, recorded at Volume 1424, Pages 427-36, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Padre Island-Corpus Christi Ports O'Call, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 62-68, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1A through 6A, inclusive, of Block 1, and Lots 1A through 15A, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

Lot 10 of Block 71 of Padre Island-Corpus Christi Section No. 3, as shown by the map or plat thereof recorded in Volume 33, Pages 83-84, Map Records of Nueces County, Texas.

WHEREAS, "B" Lots of Blocks 1 and 2, Padre Island-Corpus Christi No. 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, as amended by any Amendments filed of record in the Deed Records of Nueces County, Texas, covering the following property:

Lots 1B through 6B, inclusive, of Block 1, and Lots 1B through 15B, inclusive, of Block 2, Padre Island-Corpus Christi No. 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 13, Pages 1-8, Map Records, Nueces County, Texas.

WHEREAS, the owners of more than fifty percent (50%) of the Lots in each Subdivision described above (and on Exhibit A attached) have approved amendments to the Protective Covenants and Landowners' Agreement in order to provide for future increases in annual maintenance charges;

NOW, THEREFORE, based upon the written approval of said amendments by the owners of more than fifty percent (50%) of the lots in each such Subdivision, the Board of Directors of the Padre Isles Property Owners Association, Inc. hereby files the following amendments which shall amend the Landowners' Agreement as provided below:

1. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is amended to add to Section 2 therein an additional paragraph 2a providing as follows:

2a. Upon the transfer of record title to any lot which is used for a single-family residence or duplex following the recordation of this Amendment, the amount of the annual maintenance charge upon each canal lot shall not exceed ten cents (10¢) per square foot, and the amount of the annual maintenance charge upon each interior lot shall not exceed two cents (2¢) per square foot. For any lot which is used for other multi-family (tri-plex or greater) purposes or authorized commercial purposes, commencing in 2007 the amount of the annual maintenance charge shall increase in equal amounts over five years until the amount of the annual maintenance charge upon each canal lot in the subdivision shall not exceed ten cents (10¢) per square foot, and the amount of the annual maintenance charge upon each interior lot in the subdivision shall not exceed two cents (2¢) per square foot. Once assessed, annual maintenance charges shall be payable annually or in such installments as authorized by the Trustee.

2. Article VI of the Protective Covenants and Landowners' Agreement concerning the maintenance of the common areas is further amended to add to Section 2 therein an additional paragraph 2b providing as follows:

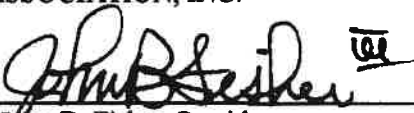
2b. The maximum amount of the annual maintenance charge may be changed upon the approval of the owners of legal title to a majority of the lots of the subdivision voting in an election called for such purpose; provided that, a minimum of the owners of 35% of the lots in the subdivision participate in such election. In any such election, written notice shall be sent to the last known address of each owner of legal title to a lot in the subdivision, and a minimum of thirty (30) days shall be allowed for the return of ballots either approving or disapproving the proposed change. Any such changes in the annual maintenance charge approved in the manner provided above shall be effective upon the filing of an instrument describing such charges in the office of the County Clerk of Nueces County, Texas.

Provided that, as to Padre Island-Corpus Christi No. 1 operating under the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1265, Pages 491-97, Deed Records of Nueces County, Texas, and the Protective Covenants and Landowners' Agreement dated April 8, 1968, recorded at Volume 1280, Pages 354-59, Deed Records of Nueces County, Texas, the foregoing amendments are added as Section 2a and Section 2b, respectively in Article V, rather than Article VI, therein.

This Correction Amendment of Protective Covenants and Landowners' Agreement amends and replaces in its entirety the original Amendment of Protective Covenants and Landowners' Agreement dated January 2, 2007, filed of record as Document No. 2007000378 of the Official Public Records of Nueces County, Texas, in order to correct the text of the amendment in Section 1 stated above to match the exact text approved by the majority of the property owners in said subdivisions, providing for an increase in the annual maintenance charge from two cents (2¢) per square foot to ten cents (10¢) per square foot and phasing in said increase.

EXECUTED this 3RD day of April, 2007, to be effective as of January 2, 2007.


PADRE ISLES PROPERTY OWNERS
ASSOCIATION, INC.

By: 
John B. Fisher, President

STATE OF TEXAS

COUNTY OF NUECES

This instrument was acknowledged on this 3RD day of April, 2007, by John B. Fisher, the President of Padre Isles Property Owners Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.


Notary Public, State of Texas

Return to:

Padre Isles Property Owners Association, Inc.
c/o John D. Bell
Wood, Boykin & Wolter, P.C.
615 N. Upper Broadway, Suite 1100
Corpus Christi, Texas 78477

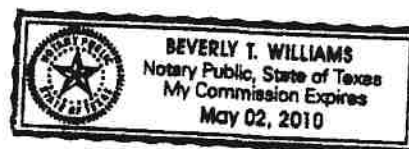


EXHIBIT A

<u>Subdivision Name</u>	<u>Covenants Filed of Record (Deed Records)</u>	<u>Map Filed of Record (Map Records)</u>
Section C	Volume 1323, Pages 487-94	Volume 34, Page 133
Section D	Volume 1335, Pages 285-92	Volume 35, Pages 24-25
Commodore's Cove Unit One	Volume 1424, Pages 378-87	Volume 38, Pages 34-35
Commodore's Cove Unit Two	Volume 1424, Pages 388 et seq.	Volume 38, Pages 36-44
Mariner's Cay Unit 2 Mariner's Cay Unit 2-A	Volume 1424, Pages 398-406	Volume 38, Pages 45-46 Volume 39, Pages 193-94
Point Tesoro Unit 2	Volume 1335, Pages 265-273	Volume 35, Pages 20-21
Point Tesoro Unit 3	Volume 1335, Pages 275-283	Volume 35, Pages 22-23
Ports O'Call	Volume 1424, Pages 427-36	Volume 38, Pages 62-68
No. 1	Volume 1265, Pages 491-97 Volume 1280, Pages 354-59	Volume 13, Pages 1-8 Volume 33, Pages 83-84

STATE OF TEXAS
COUNTY OF NUECES

I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped herein by me, and
was duly RECORDED in the Official Public Records of
Nueces County, Texas



Diana T. Barrera
COUNTY CLERK
NUECES COUNTY, TEXAS

Doc# 2007017106
Pages 6
04/03/2007 3:04PM
Official Records of
NUECES COUNTY
DIANA T. BARRERA
COUNTY CLERK
Fees \$35.00

Any provision herein which restricts the Sale, Rental or use
of the described REAL PROPERTY because of Race, Color,
Religion, Sex, Handicap, Familial Status or National Origin, is
Invalid and unenforceable under FEDERAL LAW, 3/12/89