

874366

THE STATE OF TEXAS X

PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENT

COUNTY OF NUECES X

PADRE ISLAND - CORPUS CHRISTI, SECTION NO. 3A

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

Padre Island - Corpus Christi, Section No. 3A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, pages 22 and 23, Map Records of Nueces County, Texas, reference to which is here made, hereinafter referred to as the "addition" or "subdivision";

subject to that certain Deed of Trust and Mortgage in favor of James Talcott, Inc., dated January 27, 1972, recorded in Volume 1277, page 681, Deed of Trust Records of Nueces County, Texas, which joins herein for the sole purpose of acknowledging, ratifying and approving the covenants and restrictions hereinafter set forth.

Owner has subdivided said addition into lots and blocks with intervening streets, beautification areas, canals and easements, for the construction, operation and maintenance of streets, beautification areas, canals, utilities, drainage facilities and easements, and Owner has dedicated said streets, beautification areas and easements, as set forth on the above described map or plat.

SCOPE OF RESTRICTIONS

The terms, provisions, conditions and covenants set forth in the "Protective Covenants and Landowners' Agreement Padre Island - Corpus Christi, Section No. 3", dated November 20, 1967, recorded in Volume 1261, page 97, Deed Records of Nueces County, Texas, as amended, are hereby established, adopted and imposed upon each lot in said addition as shown by said map or plat thereof, to the same purpose and effect as if the lots included in the addition were and are a part of said Padre Island-Corpus Christi, Section No. 3.

EXECUTED this 29th day of January, 1972.

ATTEST:

James F. Boudreau, Jr.
James F. Boudreau, Jr.,
ant. Secretary

PADRE ISLAND INVESTMENT CORPORATION

By

David L. Chamorro
David L. Chamorro, President

JAMES TALCOTT, INC.

By

M. A. Doeppenschmidt
M. A. Doeppenschmidt, Trust Officer
of the Corpus Christi State National
Bank, Trustee, as Agent and Attorney-
in-Fact for James Talcott, Inc.

THE STATE OF TEXAS X

COUNTY OF NUECES X

BEFORE ME, the undersigned authority, on this day personally appeared *David L. Chamorro*, 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 the 29th day of January, 1972.

Shirley A. Andrews
Notary Public in and for Nueces County, Texas

SHIRLEY A. ANDREWS

Notary Public in and for Nueces County, Texas
My Commission Expires June 1, 1973

DEED RECORDS:

112A 240

DEED RECORDS
VOL. 1424 PAGE 350

THE STATE OF TEXAS I
COUNTY OF NUECES I

BEFORE ME, the undersigned authority, on this day personally appeared M. A. [Signature] known to me to be the person whose name is subscribed to the foregoing instrument as Agent and Attorney-in-Fact of James Talcott, Inc., a party hereto, and acknowledged to me that he executed the same as Agent and Attorney-in-Fact for the said James Talcott, Inc., and that the said James Talcott, Inc., executed the same by and through him for the purpose and consideration therein expressed.



GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 1st day of March, 1972.

Mary E. Shearer
Notary Public in and for Nueces County, Texas

MARY E. SHEARER
Notary Public, in and for Nueces County, Texas

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 of Nueces County, Texas, as stamped hereon by me, on

MAR 6 1972



COUNTY CLERK,
NUECES COUNTY, TEXAS

COMPARED

874368

Deed

Index "Res. Transactions" show

FILED FOR RECORD
MAR 3 9 46 AM '72

M. A. [Signature]
COUNTY CLERK
NUECES COUNTY, TEXAS

50
2

G. W. Gary
200 Haden Bldg.
P.O. Box

APR 30 1941

DEED RECORDS
Vol 1452 PG 1008

THE STATE OF TEXAS Y
COUNTY OF NUECES Y

933464

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.

NO. 365 PAGE 1042

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

DATED this 14th day of December, 1973.



PADRE ISLAND INVESTMENT CORPORATION

By Charles W. Terrell
President

By J. A. Anderson
Notary Public, Secretary

MEMBERS:

Charles W. Terrell
Charles W. Terrell

Marvin M. Mesirob
Marvin M. Mesirob

David M. Wilson
David M. Wilson

AGENT AND REPRESENTATIVE:

Geffe Graham
Geffe 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 14th day of December, 1973.

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

My Commission Expires: June 1, 1975

DEED RECORDS

VOL 1462 PAGE 1009

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. MESTROW, 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

WILL 305 JUDGE 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 17th day of December 1973.

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

My Commission Expires: June 1, 1974

NOV 305 MADE 1945

DEED RECORDS
VOL 146:2 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	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

ROLL 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, 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:

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 named 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

COUNTY CLERK, NUECES COUNTY TEX.

DEED RECORDS
VOL 1482 PAGE 1015

Return to: USLIFE Title Co.

\$8.50

203
Green Bay

PADRE ISLAND INVESTMENT CORPORATION

P. O. BOX 8809 - PADRE ISLAND - CORPUS CHRISTI, TEXAS 78412 - (512) 833-0151
TWX # (910) 876-1497

July 25, 1977

Ms. Archie Mercer
U S Life Title Company
5440 Everhart Road
Corpus Christi, Texas 78411

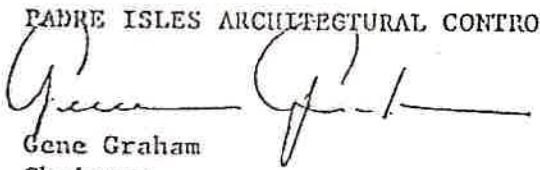
SUBJECT: VARIANCE IN FRONT BUILDING LINE SET-BACK

The Padre Isles Architectural Control Committee has in the past granted five foot (5') variances in the front building line set-back where the plat called for a thirty foot (30') front building line.

Until further notice you may assume that we have approved a variance for all thirty foot (30') front building lines to twenty-five foot (25') front building lines.

Yours truly,

PADRE ISLES ARCHITECTURAL CONTROL COMMITTEE


Gene Graham
Chairman

GG/mrs

cc - Corpus Christi Title Company
Stewart Title Company
First Title Company of Corpus Christi
San Jacinto Title Company
Lawers Title Agency of Corpus Christi

C. R. Shearer

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 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.



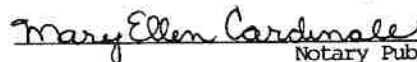

Notary Public

EXHIBIT A

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EXHIBIT B

PROPERTY LOCATED WITHIN THE DEVELOPMENT

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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
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Padre Island-Corpus Christi, Section D	35	24
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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, 3/12/69.

**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



Ernest M. Briones
COUNTY CLERK
NUECES COUNTY, TEXAS

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 E SUBDIVISION
BARATARIA BAY UNITS 1 & 2 SUBDIVISION
BARATARIA BAY UNIT 3 SUBDIVISION
BARATARIA BAY UNIT 4 SUBDIVISION
BARATARIA BAY UNIT 5 SUBDIVISION
COQUINA BAY SUBDIVISION
ISLAND FAIRWAY ESTATES SUBDIVISION
POINT TESORO UNIT 1 SUBDIVISION
POINT TESORO UNIT 4 SUBDIVISION
POINT TESORO UNIT 5 SUBDIVISION
SECTION NO. 2 (GALLEON BAY UNIT 2) SUBDIVISION
SECTION NOS. 3 AND 3A (GALLEON BAY UNIT 3) SUBDIVISION
SECTION NO. 4 (TRADEWINDS) SUBDIVISION**

WHEREAS, Padre Island-Corpus Christi, Section E (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 351-59, 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:

Padre Island-Corpus Christi, Section E, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 25-26, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Units 1 & 2 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated August 20, 1968, recorded at Volume 1292, Pages 114-21, 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, Barataria Bay Units 1 & 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 60-61, and Pages 62-63, respectively, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Unit 3 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated November 4, 1968, recorded at Volume 1300, Pages 426-33, 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, Barataria Bay Unit 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat

thereof recorded in Volume 34, Pages 86-87, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Unit 4 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated October 11, 1968, recorded at Volume 1300, Pages 418-25, 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, Barataria Bay Unit 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 84-85, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Unit 5 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated March 12, 1969, recorded at Volume 1319, Pages 507-14, 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, Barataria Bay Unit 5, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 117-118, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Coquina Bay (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 407-16, 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, Coquina Bay, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 47-54, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Island Fairway Estates (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated January 15, 1975, recorded at Volume 1517, Pages 100-110, 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:

Blocks 29, 31, 32 and 33, Padre Island-Corpus Christi, Island Fairway Estates Blocks 24-33, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 40, Pages 154-59, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Island Fairway Estates (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated January 15, 1975, recorded at Volume 1517, Pages 111 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, Island Fairway Estates Block 30, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 40, Pages 181-82, Map Records, Nueces County, Texas, and Padre Island-Corpus Christi, Island Fairway Estates Blocks 34, 35 and 36, a subdivision of Padre Island, Nueces County, Texas, as shown by plat recorded in Volume 40, Pages 183-84, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1328, Pages 494-502, 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 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 145-46, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 4 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated September 2, 1969, recorded at Volume 1345, Pages 493-501, 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 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 46-49, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 5 (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 369-77, 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 5, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 32-33, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 2 (Galleon Bay Unit 2) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated November 20, 1967, recorded at Volume 1274, Pages 173-80, Deed Records of Nueces County, Texas, and the Protective Covenants and Landowners' Agreement dated May 24, 1973, recorded at Volume 1491, Pages 803-10, 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 No. 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 80-82, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 3 (Galleon Bay Unit 3) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated November 20, 1967, recorded at Volume 1261, Pages 97-104, 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 No. 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 83-84, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 3A (Galleon Bay Unit 3) (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 349-50, 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 No. 3A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 22-23, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated September 18, 1967, recorded at Volume 1241, Pages 25-33, 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 No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 44-47, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Tract B, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated December 8, 1976, recorded at Volume 1588, Pages 725-34, 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:

Tract B, Padre Island-Corpus Christi, Section No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 44-47, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Lots 8 through 18, inclusive, Block 191, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated September 23, 1976, recorded at Volume 1580, Pages 512-21, 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 8 through 18, inclusive, Block 191, Padre Island-Corpus Christi, Section No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 42, Pages 4-5, Map Records, Nueces County, Texas.

WHEREAS, Tract A, Padre Island-Corpus Christi, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Declaration of Covenants, Conditions and Restrictions dated February 17, 1983, recorded at Volume 1856, Pages 357-365, 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:

Tract A, Padre Island-Corpus Christi, Section No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 44-47, 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 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.

Provided that, as to Tract A, Padre Island-Corpus Christi, Section No. 4 (Tradewinds) operating under the Declaration of Covenants Conditions and Restrictions dated February 17, 1983, recorded at Volume 1856, Pages 357-365, Deed Records of Nueces County, Texas, the foregoing amendment is added as Section 3a after Article III, Section 3 therein.

EXECUTED this 2nd day of January, 2007.

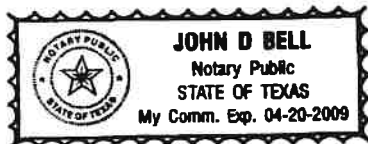
PADRE ISLES PROPERTY OWNERS
ASSOCIATION, INC.

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.



John D. Bell
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 E	Volume 1424, Pages 351-59	Volume 38, Pages 25-26
Barataria Bay Units 1 & 2	Volume 1292, Pages 114-21	Volume 34, Pages 60-63
Barataria Bay Unit 3	Volume 1300, Pages 426-33,	Volume 34, Pages 86-87
Barataria Bay Unit 4	Volume 1300, Pages 418-25	Volume 34, Pages 84-85
Barataria Bay Unit 5	Volume 1319, Pages 507-14	Volume 34, Pages 117-118
Coquina Bay	Volume 1424, Pages 407-16	Volume 38, Pages 47-54
Island Fairway Estates	Volume 1517, Pages 100-110	Volume 40, Pages 154-59
Island Fairway Estates	Volume 1517, Pages 111 et seq.	Volume 40, Pages 181-82 Volume 40, Pages 183-84
Point Tesoro Unit 1	Volume 1328, Pages 494-502	Volume 34, Pages 145-46
Point Tesoro Unit 4	Volume 1345, Pages 493-501	Volume 35, Pages 46-49
Point Tesoro Unit 5	Volume 1424, Pages 369-77	Volume 38, Pages 32-33
Section No. 2 (Galleon Bay Unit 2)	Volume 1274, Pages 173-80 Volume 1491, Pages 803-10	Volume 33, Pages 80-82
Section No. 3 (Galleon Bay Unit 3)	Volume 1261, Pages 97-104	Volume 33, Pages 83-84
Section No. 3A (Galleon Bay Unit 3)	Volume 1424, Pages 349-50	Volume 38, Pages 22-23
Section No. 4 (Tradewinds)	Volume 1241, Pages 25-33	Volume 33, Pages 44-47
Tract B, Section No. 4 (Tradewinds)	Volume 1588, Pages 725-34	Volume 33, Pages 44-47
Lots 8 through 18, inclusive, Block 191, Section No. 4 (Tradewinds)	Volume 1580, Pages 512-21	Volume 42, Pages 4-5
Tract A, Section No. 4 (Tradewinds)	Volume 1856, Pages 357-365	Volume 33, Pages 44-47

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.

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

DIANA T BARRERA
NUECES COUNTY, TEXAS

Doc# 2007000379
Pages 8
01/03/2007 4:02PM
Official Records of
NUECES COUNTY
DIANA T. BARRERA
COUNTY CLERK
Fees \$43.00

CORRECTION
AMENDMENT OF PROTECTIVE COVENANTS AND LANDOWNERS' AGREEMENT
PADRE ISLAND-CORPUS CHRISTI
SECTION E SUBDIVISION
BARATARIA BAY UNITS 1 & 2 SUBDIVISION
BARATARIA BAY UNIT 3 SUBDIVISION
BARATARIA BAY UNIT 4 SUBDIVISION
BARATARIA BAY UNIT 5 SUBDIVISION
COQUINA BAY SUBDIVISION
ISLAND FAIRWAY ESTATES SUBDIVISION
POINT TESORO UNIT 1 SUBDIVISION
POINT TESORO UNIT 4 SUBDIVISION
POINT TESORO UNIT 5 SUBDIVISION
SECTION NO. 2 (GALLEON BAY UNIT 2) SUBDIVISION
SECTION NOS. 3 AND 3A (GALLEON BAY UNIT 3) SUBDIVISION
SECTION NO. 4 (TRADEWINDS) SUBDIVISION

WHEREAS, Padre Island-Corpus Christi, Section E (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 351-59, 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:

Padre Island-Corpus Christi, Section E, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 25-26, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Units 1 & 2 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated August 20, 1968, recorded at Volume 1292, Pages 114-21, 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, Barataria Bay Units 1 & 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 60-61, and Pages 62-63, respectively, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Unit 3 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated November 4, 1968, recorded at Volume 1300, Pages 426-33, 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, Barataria Bay Unit 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat

thereof recorded in Volume 34, Pages 86-87, Map Records,
Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Unit 4 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated October 11, 1968, recorded at Volume 1300, Pages 418-25, 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, Barataria Bay Unit 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 84-85, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Barataria Bay Unit 5 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated March 12, 1969, recorded at Volume 1319, Pages 507-14, 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, Barataria Bay Unit 5, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 117-118, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Coquina Bay (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 407-16, 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, Coquina Bay, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 47-54, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Island Fairway Estates (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated January 15, 1975, recorded at Volume 1517, Pages 100-110, 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:

Blocks 29, 31, 32 and 33, Padre Island-Corpus Christi, Island Fairway Estates Blocks 24-33, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 40, Pages 154-59, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Island Fairway Estates (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated January 15, 1975, recorded at Volume 1517, Pages 111 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, Island Fairway Estates Block 30, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 40, Pages 181-82, Map Records, Nueces County, Texas, and Padre Island-Corpus Christi, Island Fairway Estates Blocks 34, 35 and 36, a subdivision of Padre Island, Nueces County, Texas, as shown by plat recorded in Volume 40, Pages 183-84, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 1 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated May 12, 1969, recorded at Volume 1328, Pages 494-502, 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 1, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 34, Pages 145-46, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 4 (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated September 2, 1969, recorded at Volume 1345, Pages 493-501, 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 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 35, Pages 46-49, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Point Tesoro Unit 5 (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 369-77, 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 5, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 32-33, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 2 (Galleon Bay Unit 2) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated November 20, 1967, recorded at Volume 1274, Pages 173-80, Deed Records of Nueces County, Texas, and the Protective Covenants and Landowners' Agreement dated May 24, 1973, recorded at Volume 1491, Pages 803-10, 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 No. 2, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 80-82, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 3 (Galleon Bay Unit 3) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated November 20, 1967, recorded at Volume 1261, Pages 97-104, 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 No. 3, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 83-84, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 3A (Galleon Bay Unit 3) (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 349-50, 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 No. 3A, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 38, Pages 22-23, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated September 18, 1967, recorded at Volume 1241, Pages 25-33, 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 No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 44-47, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Tract B, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated December 8, 1976, recorded at Volume 1588, Pages 725-34, 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:

Tract B, Padre Island-Corpus Christi, Section No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 44-47, Map Records, Nueces County, Texas.

WHEREAS, Padre Island-Corpus Christi, Lots 8 through 18, inclusive, Block 191, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Protective Covenants and Landowners' Agreement dated September 23, 1976, recorded at Volume 1580, Pages 512-21, 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 8 through 18, inclusive, Block 191, Padre Island-Corpus Christi, Section No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 42, Pages 4-5, Map Records, Nueces County, Texas.

WHEREAS, Tract A, Padre Island-Corpus Christi, Section No. 4 (Tradewinds) (a "Subdivision") is a subdivision in Corpus Christi, Texas operating under the Declaration of Covenants, Conditions and Restrictions dated February 17, 1983, recorded at Volume 1856, Pages 357-365, 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:

Tract A, Padre Island-Corpus Christi, Section No. 4, a subdivision of Padre Island, Nueces County, Texas, as shown by map or plat thereof recorded in Volume 33, Pages 44-47, 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.

Provided that, as to Tract A, Padre Island-Corpus Christi, Section No. 4 (Tradewinds) operating under the Declaration of Covenants Conditions and Restrictions dated February 17, 1983, recorded at Volume 1856, Pages 357-365, Deed Records of Nueces County, Texas, the foregoing amendment is added as Section 3a after Article III, Section 3 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. 2007000379 of the Official Public Records of Nueces County, Texas, in order to correct the text of the amendment 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.

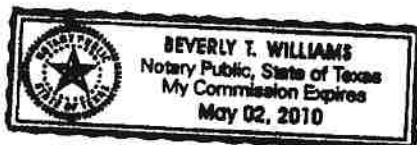
PADRE ISLES PROPERTY OWNERS
ASSOCIATION, INC.

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 E	Volume 1424, Pages 351-59	Volume 38, Pages 25-26
Barataria Bay Units 1 & 2	Volume 1292, Pages 114-21	Volume 34, Pages 60-63
Barataria Bay Unit 3	Volume 1300, Pages 426-33,	Volume 34, Pages 86-87
Barataria Bay Unit 4	Volume 1300, Pages 418-25	Volume 34, Pages 84-85
Barataria Bay Unit 5	Volume 1319, Pages 507-14	Volume 34, Pages 117-118
Coquina Bay	Volume 1424, Pages 407-16	Volume 38, Pages 47-54
Island Fairway Estates	Volume 1517, Pages 100-110	Volume 40, Pages 154-59
Island Fairway Estates	Volume 1517, Pages 111 et seq.	Volume 40, Pages 181-82 Volume 40, Pages 183-84
Point Tesoro Unit 1	Volume 1328, Pages 494-502	Volume 34, Pages 145-46
Point Tesoro Unit 4	Volume 1345, Pages 493-501	Volume 35, Pages 46-49
Point Tesoro Unit 5	Volume 1424, Pages 369-77	Volume 38, Pages 32-33
Section No. 2 (Galleon Bay Unit 2)	Volume 1274, Pages 173-80 Volume 1491, Pages 803-10	Volume 33, Pages 80-82
Section No. 3 (Galleon Bay Unit 3)	Volume 1261, Pages 97-104	Volume 33, Pages 83-84
Section No. 3A (Galleon Bay Unit 3)	Volume 1424, Pages 349-50	Volume 38, Pages 22-23
Section No. 4 (Tradewinds)	Volume 1241, Pages 25-33	Volume 33, Pages 44-47
Tract B, Section No. 4 (Tradewinds)	Volume 1588, Pages 725-34	Volume 33, Pages 44-47
Lots 8 through 18, inclusive, Block 191, Section No. 4 (Tradewinds)	Volume 1580, Pages 512-21	Volume 42, Pages 4-5
Tract A, Section No. 4 (Tradewinds)	Volume 1856, Pages 357-365	Volume 33, Pages 44-47

Doc# 2007017105

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04/03/2007 3:04PM

Official Records of

MUECES COUNTY

DIANA T. BARRERA

COUNTY CLERK

Fees \$47.00

STATE OF TEXAS
COUNTY OF MUECES

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
Mueces County, Texas



Diana T. Barrera

Diana T. Barrera
MUECES COUNTY, TEXAS

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