

**** Electronically Filed Document ****

Document Number: 2012-42702
Recorded As : ELECTRONIC RECORDING

Recorded On: November 05, 2012
Recorded At: 03:54:15 pm
Number of Pages: 10
Book-VI/Pg: Bk-OR VI-18915 Pg-73
Recording Fee: \$48.00

Parties:

Direct- THE VILLAS OF SOUTH PADRE OWNI
Indirect- THE PUBLIC

Receipt Number: 621452
Processed By: Hilda Perez

***** THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY
because of color or race is invalid and unenforceable under federal law.



J. S. L.

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

**MODIFICATION TO THE BYLAWS
OF
THE VILLAS OF SOUTH PADRE OWNERS ASSOCIATION, INC.**

THIS MODIFICATION TO THE BYLAWS OF THE VILLAS OF SOUTH PADRE OWNERS ASSOCIATION, INC. (hereinafter the "Modification") is made as of the 3rd day of November, 2012, by The Villas of South Padre Owners Association, Inc., a Texas non-profit corporation.

WHEREAS, the property encumbered by this Modification is that property initially restricted by the Declaration of Covenants, Conditions, and Restrictions for the Villas of South Padre, recorded under Volume 5454, Page 9, of the Official Records of Cameron County, Texas, as same has been or may be amended from time to time (as further described below), and any other property which has been or may be annexed thereto and made subject to the authority of the Villas of South Padre Owners Association, Inc., which is more legally and particularly described on Exhibit A attached hereto and made apart hereof, hereinafter the "Property";

WHEREAS, said Property was first described under that certain Declaration of Covenants, Conditions, Restrictions and Easements, dated March 1, 1999 and recorded in Volume 5454, Page 9, Official Records of Cameron County, Texas; said Declaration having been amended by First Amendment to the Villas of South Padre Declaration of Covenants, Conditions, Restrictions and Easements, recorded in Volume 5597, Page 162, Official Records of Cameron County, Texas; said Declaration having been further restated and amended by The Villas of South Padre Restated and Amended Declaration of Covenants, Conditions, Restrictions and Easements recorded in Volume 7368, Page 1, Official Records of Cameron County, Texas; said Declaration having been further restated and amended by The Villas of South Padre Second Restated and Amended Declaration of Covenants, Conditions, Restrictions and Easements recorded in Volume 8898, Page 119, Official Records of Cameron County, Texas; said Declaration having been further amended and restated by The Villas of South Padre Third Restated and Amended Declaration of Covenants, Conditions, Restrictions and Easements recorded in Volume 9910, Page 137, Official Records of Cameron County, Texas; said Declaration having been further restated and amended by The Villas of South Padre Fourth Restated and Amended Declaration of Covenants, Conditions, Restrictions and Easements, recorded in Volume 10952, Page 193, Official Records of Cameron County, Texas; all of the above Declarations hereinafter referred to as the "Original Declaration";

WHEREAS the Association shall and does own, operate, maintain and administer all of the Common Property as defined under the Original Declaration. The Association shall and does administer and enforce the covenants, conditions, restrictions, easements and limitations set forth

in the Original Declaration and has the exclusive right to collect and disburse the Assessments created in the Original Declaration;

NOW THEREFORE, pursuant to the authority granted in Sections 202 and 209 of the Texas Property Code, the Board of Directors hereby adopts this Modification, which shall run with the land and be binding on all owners and lots within the subdivision. The following provisions in this Modification hereby replaces any previously recorded or implemented provisions that address the subjects contained herein.

6.04 NOTICE OF MEETINGS

Section 6.04 of Article 6 is hereby replaced in its entirety as follows:

6.04 Notice of Meetings. Written notice stating the place, day and hour of any meeting of the Members of the Association shall be delivered personally or by mail to each Member of the Association not more than thirty (30) days or less than ten (10) days before any annual or special meeting, or election or vote. Any such notice of a special meeting shall also specify the nature of the business to be undertaken.

6.05 VOTING

Section 6.05 of Article 6 is hereby replaced in its entirety as follows:

6.05 Voting. A Member shall be entitled to the number of votes pertaining to a Lot as specified in the Declaration. When more than one person holds an interest in any Lot, all such persons shall be Members; however, the vote for such Lot shall be exercised as they, among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. The voting rights of an owner may be cast: (1) in person or by proxy at a meeting of the Association; (2) by absentee ballot; (3) by electronic ballot; or (4) by any method of representative or delegated voting provided for in the Declaration. An absentee or electronic ballot may be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot, may not be counted if the owner attends the meeting to vote in person, and may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot. A solicitation for vote by absentee ballot must include: (1) an absentee ballot that provides an opportunity to vote for or against each proposed action; (2) instructions for delivery of the completed absentee ballot; and (3) the following language: "By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail."

6.08 DISQUALIFICATION

Section 6.08 of Article 6 is hereby replaced in its entirety as follows:

6.08 Disqualification. A property owner may not be disqualified from voting in an Association election of board members or on any matter concerning the rights or responsibilities of the owner. Additionally, an owner may not be prohibited from voting in an association election solely based on the fact that there is a pending enforcement action against the owner, or the property owner owes the association any delinquent assessments, fees, or fines.

6.16 RECOUNT OF VOTES

Section 6.16 is hereby added to Article 6 of the Bylaws in its entirety to read as follows:

6.16 Recount of Votes. Within 15 days of a meeting at which an election was held, an owner may demand a recount of the votes in writing by certified mail, return receipt requested, by delivery by the United States Postal Service with signature confirmation service, or in person to the Association's managing agent. The Association shall retain the services of a qualified person to tabulate the votes at the expense of the owner who is demanding the recount. A qualified person is someone who is not a member of the association or related to a member of the association within the third degree by consanguinity or affinity, and is either a person agreed on by the person demanding the recount and the Association, or is a current or former county judge, county elections administrator, justice of the peace, or county voter registrar. A recount under this section must be performed on or before the 30th day after the date of receipt of a request and payment for a recount, and the results must be shown to the owner who requested the recount. If the recount changes the results of the election, the Association shall reimburse the owner who demanded the recount for the cost of the recount.

6.17 BALLOTS

Section 6.17 is hereby added to Article 6 of the Bylaws in its entirety to read as follows:

6.17 Ballots. Any vote cast in an election or vote by a member of the Association must be in writing and signed by the member. Electronic votes constitute written and signed ballots. An electronic ballot is a ballot given by e-mail, facsimile, or a posting on a website, for which the identity of the owner submitting the ballot can be confirmed and for which the owner may receive a receipt of the electronic transmission and the owner's ballot. If the ballot is posted on a website, a notice must be sent to each owner with instructions on how to access the ballot.

6.18 TABULATION OF AND ACCESS TO BALLOTS

Section 6.18 is hereby added to Article 6 of the Bylaws in its entirety to read as follows:

6.18 Tabulation of and Access to Ballots. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree by consanguinity or affinity, may not tabulate or otherwise be given access to the ballots cast in the election or vote. A person other than a person described above may tabulate votes in an association election or vote but may not disclose to any other person how an

individual voted. Any person other than the person who tabulated the votes may be given access to the ballots as part of a recount process.

6.19 MANDATORY ELECTION REQUIRED AFTER FAILURE TO CALL REGULAR MEETING

Section 6.19 is hereby added to Article 6 of the Bylaws in its entirety to read as follows:

Section 6.19 Mandatory Election Required After Failure to Call Regular Meeting. An Owner may demand that a meeting of the Association members be called not later than 30 days after the demand, if the Board of the Association does not call an annual meeting of the Association members. This demand must be in writing and sent by certified mail, return receipt requested, to the registered agent of the Association and to the Association at the address for the Association according to the most recently filed management certificate. Three or more owners may form an election committee if the Board of Directors does not call a meeting of the Members of the Association on or before the 30th day after the date of demand referenced above. The election committee shall file written notice of the committee's formation with the Cameron County Clerk. The election committee may call meetings of the owners who are members of the Association for the sole purpose of electing board members.

7.04 VACANCIES

Section 7.04 of Article 7 is hereby replaced in its entirety as follows:

7.04 Vacancies. Vacancies in the Board of Directors caused by a resignation, death, or disability may be filled by a majority vote of the remaining Directors, though less than a quorum, and each Director so appointed shall serve the unexpired term of the board member whose vacancy he filled.

7.06 INELIGIBILITY

Section 7.06 of Article 7 is hereby replaced in its entirety as follows:

7.06 Ineligibility. A board member is ineligible to serve on the board if he has been convicted of a felony or crime involving moral turpitude, and if written, documented evidence from a governmental law enforcement authority showing such a conviction is presented to the board.

8.03 REGULAR MEETINGS

Section 8.03 of Article 8 is hereby replaced in its entirety as follows:

8.03 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place in Cameron County or an adjacent county as shall be determined from time to time by a majority of the Directors, provided that not less than two (2) such regular meetings shall be held during the fiscal year, unless the meeting is held by electronic or telephonic means. Notice of such regular meetings shall be given to each Director personally or by mail, telephone or

facsimile, at least ten (10) days prior to the date named for such meeting, unless such notice is waived.

8.08 OPEN MEETINGS

Section 8.08 is hereby added to Article 8 of the Bylaws in its entirety to read as follows:

8.08 Open Meetings. All meetings of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director and granted by the President of the Association. In such case, the President of the Association may limit the time the Member may speak. Notwithstanding the above, the President of the Association may adjourn any meeting of the Board of Directors and reconvene in executive session, excluding Members, to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the board. Any decision made in the executive session must be orally summarized in general terms and placed in the minutes, and must include a general explanation of expenditures approved in executive session.

8.09 NOTICE TO MEMBERS

Section 8.09 is hereby added to Article 8 of the Bylaws in its entirety to read as follows:

8.09 Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special Board of Directors meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be mailed to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or provided at least 72 hours before the start of the meeting by posting the notice in a conspicuous manner reasonably designed to provide notice to the Association members (i) in a place located on the Association's common property or, with the owner's consent, on other conspicuously located privately owned property within the subdivision; or (ii) on any website maintained by the Association; and by sending the notice by e-mail to each owner who has registered an e-mail address with the Association. The Board of Directors is not required to post notice to members if the Board recesses a regular or special board meeting to continue the following regular business day. However, if they regular or special board meeting is continued to the following regular business day, and then on that day, the Board continues the meeting to another day, notice of the continuation must be provided to members in one of the manners specified above within two hours after adjournment of the meeting being continued. The Board must provide notice to Owners before they may consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control or approval; or a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position on the issue.

8.10 NOTICE TO MEMBERS NOT REQUIRED

Section 8.10 is hereby added to Article 8 of the Bylaws in its entirety to read as follows:

8.10 Notice to Members Not Required. The Board of Directors may meet by any method of communication, including electronic and telephonic, without prior notice to Owners if each director may hear and be heard by every other director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to owners must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

8.11 RECORD OF MEETING

Section 8.11 is hereby added to Article 8 of the Bylaws in its entirety to read as follows:

8.11 Record of Meeting. The board shall keep a record of each regular or special board meeting in the form of written minutes of the meeting. The board shall make meeting records available to a member for inspection and copying on the member's written request to the Association's managing agent at the address appearing in the management certificate, or if there is not a managing agent, to the board. Such a request shall be subject to the Association's Production and Copying Policy.

10.01 PLACE OF KEEPING

Section 10.01 of Article 10 is hereby replaced in its entirety to read as follows:

10.01 Place of Keeping. The books, records and papers of the Association shall be kept at the principal place of business of the Association, and shall at all times during reasonable business hours be subject to the inspection by any Member or its representative, if such representative be a person designated in writing signed by the owner as the owner's agent, attorney or certified public accountant. The Association shall also make all dedicatory instruments relating to the Association and filed in the county deed records available on a website if the Association has, or if the management company acting on behalf of the Association maintains, a publicly accessible one.

10.09 ASSOCIATION RECORDS: REQUESTS, COPYING AND RETENTION

Section 10.09 is hereby added to Article 10 of the Bylaws in its entirety to read as follows:

10.09 Association Records: Copying and Retention. An owner is entitled to obtain from the Association copies of information contained in the books and records. An attorney's files and records relating to the Association, excluding invoices requested by an owner, are not records of the Association and are not subject to inspection by the owner or production in a legal proceeding. However, if a document in an attorney's files and records relating to the association

would be responsive to a legally authorized request to inspect or copy association documents, the document shall be produced using the copy from the attorney's files and records if the association has not maintained a separate copy of the document. An owner or the owner's representative must submit a written request for access or information contained in the books and records of the association by certified mail, with sufficient detail describing the documents requested, to the mailing address of the association or authorized representative as reflect in the Management Certificate. The request must contain an election either to inspect the books and records before obtaining copies or to have the Association forward copies of the requested books and records and: (1) if an inspection is requested, the association, on or before the 10th business day after the date the request is received, shall send written notice of dates during normal business hours that the owner may inspect the requested books and records to the extent those books and records are in the possession, custody, or control of the association; or (2) if copies of identified books and records are requested, the association shall, to the extent they are in the possession, custody, or control of the association, produce the requested books and records for the requesting party on or before the 10th business day after the date the request is received. If the Association is unable to produce the books or records as required above, the Association must provide written notice that informs the requestor that the association is unable to product the information on or before the 10th business day after the request was received, and that states a date by which the information will be sent or made available for inspection that is not later than 15 days after this notice is given. The Association is not required to release or allow inspection of any books or records that identify the violation history of an individual owner, an owner's personal financial information, including records of payment or nonpayment of amounts due the association, an owner's contact information, other than the owner's address, or information related to an employee of the association, including personnel files. However, this information may be released in an aggregate manner that would not identify an individual property owner, and such information must be released or made available for inspection if the express written approval of the owner whose records are subject to the request is provided to the Association, or if a court orders the release of the books and records or orders that they be made available for inspection. Copies requested by an owner are subject to the Association's Production and Copying Policy, and the Association must comply with its Document Retention Policy.

In all other respects the Bylaws, as originally signed and dated on March 1, 1999, remain as stated therein.

CERTIFICATION OF PRESIDENT

I hereby certify that, as President of the Villas of South Padre Owners Association, Inc., the foregoing Modification to the Bylaws was approved on the 3rd of November 2012, at a meeting of the Board of Directors at which a quorum was present.

DATED, this the 3rd day of November, 2012.



Charles Costanza, President

EXHIBIT A

DESCRIPTION OF SUBDIVISION

Lot Numbers 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 18, 25, 26, 32, 39, 40, 33A, 33B, 34A, 34B, 35A, 35B, 42A, 42B, 43A, 43B, 44A, 44B, 45A, and 45B, Block Number Three (3), THE VILLAS OF SOUTH PADRE, a Subdivision in the Town of South Padre Island, Cameron County, Texas, according to the map or plat thereof recorded in Cabinet I, Page 1594-B and Amended in Cabinet I, Page 1697-A, Map Records of Cameron County, Texas; and

Lot Numbers 11, 13, 14, 15, 17, 19, 20, 21, 23, 24, 27A, 27B, 28A, 28B, 30A, 30B, 31, 41, 42, 43, and 44, Block Number Three (3), THE VILLAS OF SOUTH PADRE, a Subdivision in the Town of South Padre Island, Cameron County, Texas, according to the Map or plat thereof recorded in Cabinet I, Pages 1886A & B, Map Records of Cameron County, Texas.