

**FIRST AMENDMENT TO THE
BYLAWS OF
EMERALD BY THE SEA CONDOMINIUM ASSOCIATION, INC.**

THE STATE OF TEXAS §
 §
COUNTY OF GALVESTON §

This First Amendment to the Bylaws of Emerald By The Sea Condominium Association, Inc. (hereinafter the "**Amendment**") is executed by the undersigned who is the acting President of Emerald By The Sea Condominium Association, Inc., a Texas non-profit corporation (hereinafter referred to as the "**Association**").

WITNESSETH:

WHEREAS, Emerald By The Sea Condominium Association, Inc., a Texas non-profit corporation, was organized exclusively to exercise the rights and powers and to perform the duties and obligations of the Association in accordance with the Declaration of Condominium for Emerald By The Sea Condominium filed of record in the Official Public Records of Galveston County, Texas, under Document No. 2007045537 (the "**Declaration**"), the Articles of Incorporation of the Association, the Bylaws, and the laws of the State of Texas, as each may be amended from time to time;

WHEREAS, the Bylaws of Emerald By The Sea Condominium Association, Inc. were adopted on July 25, 2007, and filed of record in the Official Public Records of Galveston County, Texas, under Document No. 2007052439;

WHEREAS, reference is hereby made to the Bylaws for all purposes, and any and all capitalized terms used herein shall have the meanings set forth in the Bylaws, unless otherwise specified in this Amendment;

WHEREAS, pursuant to Article XI of the Bylaws, the Bylaws may be amended by a vote, in person or by proxy, or written consent, or any combination thereof (the "**Vote**") of a majority of the Board of Directors and the consent of the Declarant until the expiration of the Declarant Control Period;

WHEREAS, a majority of the Board of Directors have approved this Amendment by a vote of the Board of Directors or by written consent, and the Declarant has consented to this Amendment as evidenced by the consent attached hereto; and

WHEREAS, a draft of this Amendment was circulated to all Members at least 10 days, but not more than 20 days before the Vote.

NOW THEREFORE, the Bylaws is amended as follows:

1. Amendment to Bylaws. Section 4.1 of the Bylaws are hereby amended and restated in their entirety to read as follows:

“The principal offices of the Association shall be the President, the Secretary, and the Treasurer. The Board of Directors may appoint one or more Vice Presidents and such other officers and assistant officers as it deems necessary. Any two offices may be held by the same person, except the offices of President and Secretary. If an officer is absent or unable to act, the Board of Directors may appoint a Director to perform the duties of that officer and to act in place of that officer, on an interim basis. All officers must be Members throughout their term as an officer.”
2. In case of conflict between this Amendment and the Bylaws, this Amendment shall control. All other terms, provisions and conditions in the Bylaws shall remain as stated in the Bylaws.
3. Invalidation of any one or more of the terms, provision or conditions contained in this Amendment shall in no way affect any of the other terms, provisions or conditions which shall remain in full force and effect.
4. The Bylaws, except as expressly amended hereby, shall remain in full force and effect, and is hereby ratified and confirmed.

(Signature Page Follows)

IN WITNESS WHEREOF, this First Amendment to the Bylaws of Emerald By The Sea Condominium Association, Inc. is executed by the undersigned who is the acting President of Emerald By The Sea Condominium Association, Inc., and shall become effective upon recording of same in the Real Property Records of Galveston County, Texas.

EMERALD BY THE SEA CONDOMINIUM
ASSOCIATION, INC.,
a Texas non-profit corporation

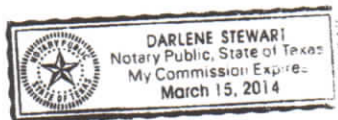
By: [Signature]
Name: Jennifer L. Hoff
Title: President

STATE OF TEXAS §

COUNTY OF Galveston §

Before me, the undersigned authority, on this 3 day of January, 2014, personally appeared Jennifer L. Hoff, as President of Emerald By The Sea Condominium Association, Inc., a Texas non-profit corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of such corporation.

Given under my hand and seal of office, this 3 day of January, 2014.



[Signature]
Notary Public, State of Texas

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting officer, in the position referenced in my signature block below, of Emerald By The Sea Condominium Association, Inc., a Texas non-profit corporation;

That the foregoing First Amendment to the Bylaws of Emerald By The Sea Condominium Association, Inc. was approved by written consent or vote of at least a majority of the Board of Directors at a meeting for which a quorum was obtained and called for such purpose, as applicable.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 3 day of January, 2014.

EMERALD BY THE SEA CONDOMINIUM
ASSOCIATION, INC.,
a Texas non-profit corporation

By: 

Name: Jennifer L. Hoff

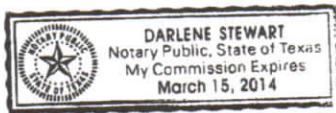
Title: President

STATE OF TEXAS §

COUNTY OF Galveston §

Before me, the undersigned authority, on this 3 day of January, 2014, personally appeared Jennifer L. Hoff, as President of Emerald By The Sea Condominium Association, Inc., a Texas non-profit corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of such corporation.

Given under my hand and seal of office, this 3 day of January, 2014.




Notary Public, State of Texas

CONSENT OF DECLARANT

The undersigned, current Declarant of the Association, hereby consents to the First Amendment to the Bylaws of Emerald By The Sea Condominium Association, Inc. to which this consent is attached.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 2 day of January, 2014.

EMERALD GALVESTON HOLDINGS, LLC,
a Texas limited liability company

By: [Signature]
Name: Jennifer L. Hoff
Title: Manager

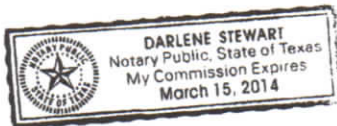
STATE OF TEXAS §

COUNTY OF Galveston §

Before me, the undersigned authority, on this 3 day of January, 2014, personally appeared Jennifer L. Hoff, as Manager of Emerald Galveston Holdings, LLC, a Texas limited liability company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of such corporation.

Given under my hand and seal of office, this 3 day of January, 2014.

[Signature]
Notary Public, State of Texas



FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dwight D. Sullivan

2014 Jan 06 04:34 PM Fee: \$ 42.00

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DWIGHT D. SULLIVAN, COUNTY CLERK
GALVESTON COUNTY TEXAS