

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

THE STATE OF TEXAS §
 §
COUNTY OF GALVESTON §

This Second 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 and same were amended by that certain First Amendment to the Bylaws of Emerald By The Sea Condominium Association, Inc. which was filed of record in the Official Public Records of Galveston County, Texas, under Document No. 2014000481 (collectively, the “**Bylaws**”);

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 two-thirds (2/3) of the votes entitled to be cast, of the Association present, in person or by proxy, at any regular or special meeting;

WHEREAS, the Members holding at least two-thirds (2/3) of the votes entitled to be cast, of the Association present, in person or by proxy, at a regular meeting have approved this Amendment by a vote of the Members at the annual meeting; 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 3.2 of the Bylaws are hereby amended and supplemented as follows:

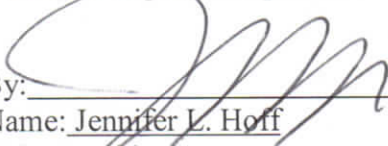
The Board of Directors is increased from three (3) members to five (5) members. An election for the two (2) new board positions will be held within ninety (90) days from the date that this Amendment is recorded in the Official Public Records of Galveston County, Texas. One of the new board positions shall be elected for a term of the lesser of (i) one (1) year or (ii) until the next annual meeting after such initial election, and the second of the new board positions shall be elected for a term of the lesser of (i) two (2) years or (ii) until the second annual meeting after such initial election. Thereafter, at the annual meeting of Owners, the Owners shall elect a Director to serve a term of three (3) years to fill the position of the Director whose term has expired at the time of the annual meeting. Nothing herein shall affect the terms of any existing Directors.

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 Second 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: 
Name: Jennifer L. Hoff
Title: President

STATE OF TEXAS §
 §
COUNTY OF Harris §

Before me, the undersigned authority, on this 18th day of February, 2015, personally appeared Jennifer 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 18th day of February, 2015.




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 Second Amendment to the Bylaws of Emerald By The Sea Condominium Association, Inc. was approved by Members holding at least two-thirds (2/3) of the votes entitled to be cast, of the Association present, in person or by proxy, at a special meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 14th day of February, 2015.

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

By: _____

Name: Jennifer L. Hoff

Title: President

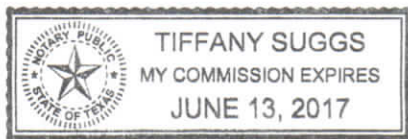
STATE OF TEXAS §

§

COUNTY OF Harris §

Before me, the undersigned authority, on this 18th day of February, 2015, personally appeared Jennifer 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 18th day of February, 2015.



Notary Public, State of Texas

FILED AND RECORDED

Instrument Number: 2015010496

Recording Fee: 38.00

Number Of Pages: 5

Filing and Recording Date: 02/25/2015 8:34AM

I hereby certify that this instrument was FILED on the date and time stamped hereon and RECORDED in the OFFICIAL PUBLIC RECORDS of Galveston County, Texas.



A handwritten signature in cursive script, reading "Dwight D. Sullivan".

Dwight D. Sullivan, County Clerk
Galveston County, Texas

NOTICE: It is a crime to intentionally or knowingly file a fraudulent court record or instrument with the clerk.

DO NOT DESTROY - *Warning, this document is part of the Official Public Record.*