

WHEREAS, Section 37 of the Restrictions provides that the Restrictions may be amended, from time to time by an instrument duly executed, acknowledged, and recorded in the Office of the County Clerk of Galveston County, Texas, signed by the owners of a majority of the lots in the Subdivision, provided that only one vote shall be allowed for each lot in the Subdivision, regardless of whether more than one person owns a lot, and provided, further that when one person owns more than one lot, such person shall be entitled to one vote for each Lot owned, and

WHEREAS, it is the desire of the undersigned owners of the majority of the lots in the Subdivision to amend the Restrictions; and

WHEREAS, capitalized terms used in this Amendment shall have the meanings given to such terms in the Restrictions, unless otherwise defined herein

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned do hereby amend the Restrictions as follows

- 1 The following sections are hereby added to the Restrictions

Working Capital Fund From and after the date this Amendment is filed of record in the Real Property Records of Galveston County, Texas, the purchaser of any lot, upon which a residence has not been constructed in the Subdivision, from Oly Galveston General Partnership (the "Developer") shall pay an amount equal to \$250.00 to the Association, to be deposited in a working capital reserve (the "Working Capital Reserve") created by the Association for the benefit of the homeowners in the Subdivision. Any amount paid into the Working Capital Reserve shall not be refundable, shall be in addition to, not in lieu of, the Regular Maintenance Charge and the Special Laffite's Cove Maintenance Charge levied on the Lot, and shall not be considered an advance payment of any portion thereof.

Purpose of Working Capital Reserve All sums paid to the Association to be deposited into the Working Capital Reserve shall be used by the Association for the repair and replacement of items of a capital nature owned by the Association or, in the opinion of the Association, for the general benefit of the owners of lots in the Subdivision. The funds to be deposited in the Working Capital Reserve shall not be commingled with any other funds or accounts of the Association.

- 2 Except as herein changed and amended, the terms and provisions of the Restrictions shall remain in full force and effect

014-41-0588

Executed as of the date set forth above

OLY GALVESTON GENERAL PARTNERSHIP,
a Texas general partnership*

By BLACKARD GALVESTON, INC,
a Texas corporation - General Partner

By *[Signature]*
Jeffery D Blackard, President

*The owner of the following lots in the Subdivision

Lots Block

- Block 1, Lots 10-15, 29 & 41;
- Block 2, Lots 4-6, 15-22, 33, 39, 50-54, 59, 61-82 & 85-109, 110-126
- Block 3, Lots 1-12;
- Block 4, Lots 1 & 2; Block 5, Lots 3-12
- Block 7, Lots 3-6, 8-14, 16, 17;
- Block 8, Lots 6-8,
- Block 9, Lots 2-9;
- Block 10, Lots 4, 5, 7, 12, 34, 52,

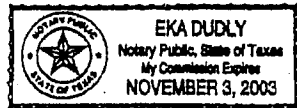
STATE OF TEXAS §
 §
COUNTY OF DENTON §

This instrument was acknowledged before me on December 28, 1999, by JEFFORY D. BLACKARD, President of BLACKARD GALVESTON, INC, a Texas corporation and general partner of OLY GALVESTON GENERAL PARTNERSHIP, a Texas general partnership, on behalf of said entities

[Signature]
Notary Public, State of Texas

My Commission Expires
November 3, 2003

EKA DUDLY
(Printed or Typed Name of Notary)



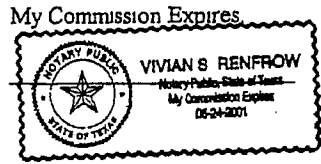
The undersigned being the owner of owners of Lot 22 Block 11 of the Subdivision hereby approve and ratify the Third Amendment to Correction Restrictions, Covenants and Conditions for Laffite's Cove at Pirates Beach this the 10th day of February 2000

[Handwritten Signature]

STATE OF TEXAS §
COUNTY OF GALVESTON §

This instrument was acknowledged before me on FEBRUARY 10, 2000, by GEORGE DANIEL DICK

Vivian S. Renfrow
Notary Public, State of Texas

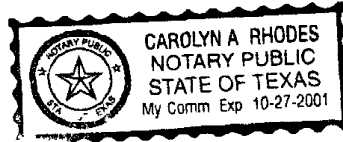


(Printed or Typed Name of Notary)

The undersigned being the owner of owners of Lot 14, Block 6 of the Subdivision hereby approve and ratify the Third Amendment to Correction Restrictions, Covenants and Conditions for Laffite's Cove at Pirates Beach this the 22nd day of MARCH, 2000

Mary Wilson
[Signature]

STATE OF TEXAS §
COUNTY OF Tarrant §



This instrument was acknowledged before me on March 22, 2000, by

[Signature]
Notary Public, State of Texas

My Commission Expires

10-27-2001

Carolyn A. Rhodes
(Printed or Typed Name of Notary)

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

[Signature]

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Patricia Ritchie COUNTY CLERK
GALVESTON, TEXAS