



STEWART TITLE COMPANY

**FIRST AMENDMENT TO
MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR BEACHTOWN GALVESTON
A SUBDIVISION IN GALVESTON COUNTY, TEXAS**

THE STATE OF TEXAS §
 §
COUNTY OF GALVESTON §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, under Clerk's File No. GAC 2006046960 of the Official Public Records of Real Property of Galveston County, Texas, there has been recorded the Master Declaration of Covenants, Conditions and Restrictions for Beachtown Galveston, A Subdivision in Galveston County, Texas, as shown by the Map Records of Galveston County, Texas (the "Restrictions"); and

WHEREAS, it is the purpose of the Restrictions to establish, among other things, certain use restrictions on the properties covered therein for the purpose of enhancing and protecting property values of said subdivision; and

WHEREAS, it is the desire of the Declarant of the Subdivision, **BEACHTOWN GALVESTON REAL ESTATE, LTD.**, in its capacity as successor in interest to and assignee of **BEACHTOWN GALVESTON VILLAGE ONE LTD.**, a Texas Limited Partnership, **BEACHTOWN GALVESTON TWO LTD.**, a Texas Limited Partnership, **BEACHTOWN GALVESTON EAST VILLAGE LTD.**, a Texas Limited Partnership, and **BEACHTOWN GALVESTON REAL ESTATE, LTD.**, a Texas Limited partnership, (collectively referred to as "Declarant"), to amend the Restrictions with respect to the matters hereinafter specified;

NOW, THEREFORE, the Restrictions are hereby amended as follows.

ARTICLE XI. SECTION 1.C. Beachtown Galveston East Village is hereby amended to read as follows:

SECTION 1. Single Family Residential Construction...

C. **Beachtown Galveston East Village.** With the exception of structures to be built upon Reserves (whether designated as commercial, parking or other) shown upon the filed plat, as amended, for Beachtown Galveston East Village, or Block Seven (7), {Lots 1-6 and 9-16}, Block Nine (9) {Lots 1-3}, Block Ten (10) {Lots 1-3}, Block Eleven (11) {Lots 1-3}, Block Twelve (12) {Lots 1-5}, Block Thirteen (13) {Lots 1-15}, Block Fourteen (14) {Lots 1-15} and Block Fifteen (15) {Lots 1-7} upon which residential multifamily complexes may be erected, no building shall be erected, altered or permitted to remain on any single lot or lots located within Beachtown Galveston East Village, other than one detached single-family residential dwelling and a carriage house as provided for in the Pattern Book. No such residence shall be constructed on less than the equivalent of two (2) full lots as defined or shown on the filed plat, as amended, for Beachtown Galveston East Village. A single family residence will be permitted to be placed or constructed on a single lot for the following lots located within Beachtown Galveston East Village, Block. Block Seven (7) {Lots 7-8} and block Eighteen (18) {Lot 10}. The Declarant reserves the right, but not the obligation, to construct Common facilities, as defined in this Declaration, on Block Five (5) {Lots 1-3} located within Beachtown Galveston East Village. With respect to the Reserves shown on the filed plat, as amended, for Beachtown Galveston East Village, the Owner may use such property for the uses provided for, and build any structure allowed, under Sections 29-100 of the Zoning Standards of the City of Galveston (1999), as it may be amended from time to time. Lots located within Beachtown Galveston East Village platted for commercial use may be replatted for

residential purposes and may include residential improvements if the residential structure adheres to the guidelines promulgated in the Pattern Book. Commercial and special use districts may include multifamily residential units.

In connection with the Lots known as Block Five (5) {Lots 4-47} shown on the filed plat, as amended, for Beachtown Galveston East Village, a subdivision in Galveston County, Texas, according to the map or replat thereof recorded in Volume 2006A, pages 178-181, no structure shall be constructed within the area extending forty (40) feet from the rear property line or twenty-five (25) feet from the North Toe of the Dune Line, whichever distance provides the greater setback from the Dune Line. Declarant and/or Beachtown Galveston Foundation Corporation, as successor to Declarant, retain the right, to be exercised at its complete discretion at any time in the future, to grant a variance to this restriction and allow a Lot Owner to construct improvements within such restricted area of the Lot or Lots, and such variance shall be acknowledge by the filing of a written instrument to such effect in the Official Public Records of Real Property of Galveston County, Texas. This restriction is not intended to relieve or obviate, and does not relieve or obviate, a Lot Owner from their duty to comply with all federal, state, or local laws and ordinances addressing, regulating, or impacting the erection or placement of improvements in relation to, or set back from, the Dune Line

Except as herein expressly amended, all other terms and provisions of the Restrictions are hereby ratified and reaffirmed.

Executed the day appearing along side each signature below.

AGREED AND APPROVED BY THE DECLARANT:

BEACHTOWN GALVESTON VILLAGE ONE, SECTION ONE, DECLARANT

BEACHTOWN GALVESTON REAL ESTATE, LTD.
A Texas Limited Partnership, in its capacity as
successor in interest to and assignee of
BEACHTOWN GALVESTON VILLAGE ONE LTD

By: Beachtown Galveston Corporation
Its: General Partner

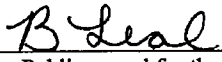

By: TOFIGH SHIRAZI
Title: President

DECLARANT

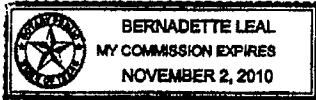
THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared TOFIGH SHIRAZI, President of Beachtown Galveston Corporation, in its capacity as General Partner of BEACHTOWN GALVESTON REAL ESTATE, LTD., 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 and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 12 day of December, 2006.




Notary Public in and for the State of Texas



BEACHTOWN GALVESTON VILLAGE ONE, SECTION TWO, DECLARANT

BEACHTOWN GALVESTON TWO LTD
A Texas Limited Partnership

By: Beachtown Galveston Corporation
Its: General Partner

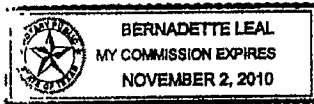

By: TOFIGH SHIRAZI
Title: President


DECLARANT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared TOFIGH SHIRAZI, President of Beachtown Galveston Corporation, in its capacity as General Partner of BEACHTOWN GALVESTON TWO LTD., 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 and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said association.

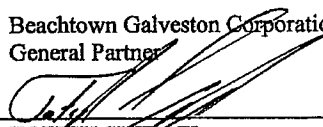
GIVEN UNDER MY HAND AND SEAL OF OFFICE this 12 day of December, 2006.




Notary Public in and for the State of Texas

BEACHTOWN GALVESTON REAL ESTATE, LTD
A Texas Limited Partnership

By: Beachtown Galveston Corporation
Its: General Partner

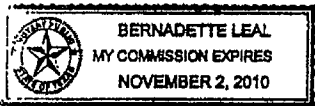

By: TOFIGH SHIRAZI
Title: President

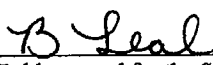
DECLARANT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared TOFIGH SHIRAZI, President of Beachtown Galveston Corporation, in its capacity as General Partner of BEACHTOWN GALVESTON REAL ESTATE, LTD , a Texas Limited Partnership, 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 and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said association.

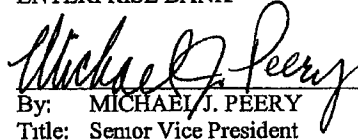
GIVEN UNDER MY HAND AND SEAL OF OFFICE this 12 day of December, 2006.




Notary Public in and for the State of Texas

BEACHTOWN GALVESTON VILLAGE ONE, SECTION TWO, LIENHOLDER

ENTERPRISE BANK

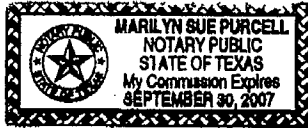

By: MICHAEL J. PEERY
Title: Senior Vice President

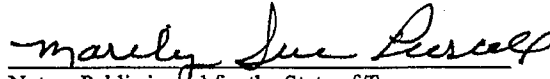
LIENHOLDER

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared MICHAEL J. PEERY, Senior Vice President of Enterprise Bank, a state banking corporation 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 and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 12th day of December, 2006




Notary Public in and for the State of Texas

BEACHTOWN GALVESTON EAST VILLAGE, DECLARANT

BEACHTOWN GALVESTON EAST VILLAGE LTD.

A Texas Limited Partnership

By: Beachtown East General, L.P.

Its: General Partner

By: Beachtown Galveston Corporation

Its: General Partner

By: 
TOFIGH SHIRAZI

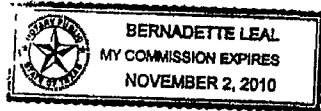
Title: President

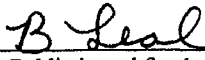
DECLARANT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared TOFIGH SHIRAZI, President of Beachtown Galveston Corporation, in its capacity as General Partner of Beachtown Galveston East General L.P., in its capacity as General Partner of BEACHTOWN GALVESTON EAST VILLAGE LTD, 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 and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 12 day of December, 2006.




Notary Public in and for the State of Texas

BEACHTOWN GALVESTON REAL ESTATE, LTD.
A Texas Limited Partnership

By: Beachtown Galveston Corporation
Its: General Partner

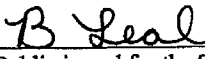

By: TOFIGH SHIRAZI
Title: President

DECLARANT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared TOFIGH SHIRAZI, President of Beachtown Galveston Corporation, in its capacity as General Partner of BEACHTOWN GALVESTON REAL ESTATE, LTD., a Texas Limited Partnership, 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 and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said association

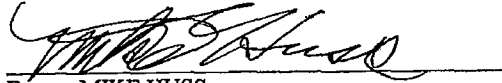
GIVEN UNDER MY HAND AND SEAL OF OFFICE this 12 day of December, 2006



Notary Public in and for the State of Texas

BEACHTOWN GALVESTON EAST VILLAGE, LIENHOLDER

STERLING BANK



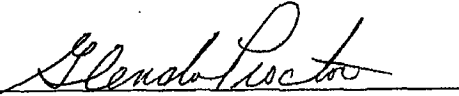
By: MIKE HUSS

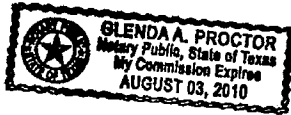
LIENHOLDER

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared MIKE HUSS, Sterling Bank, a state banking corporation 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 and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 13th day of December, 2006.

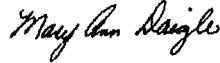

Notary Public in and for the State of Texas



FILED AND RECORDED



OFFICIAL PUBLIC RECORDS



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December 19, 2006 03 14 31 PM

FEE \$52 00

Mary Ann Daigle, County Clerk
Galveston County, TEXAS