

Cameron County
Joe G Rivera
County Clerk
Brownsville, TX 78520



70 2008 00031089

Instrument Number: 2008-00031089

Recorded On: July 03, 2008

As
Real Property

Cameron County Clerk

Parties:

Billable Pages: 11

To

Number of Pages: 12

Comment:

(Parties listed above are for Clerks reference only)

**** Examined and Charged as follows: ****

Real Property	56.00
Total Recording:	56.00

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***** DO NOT REMOVE 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.

File Information:

Document Number: 2008-00031089
Receipt Number: 433436
Recorded Date/Time: July 03, 2008 03:14:42P
Book-Vol/Pg: BK-OR VL-15222 PG-119
User / Station: J Acevedo - Cash Station # 5

Record and Return To:

DAVID WHITE INVESTMENT ACCOUNT
5250 COFFEE PORT RD
BROWNSVILLE TX 78521



I hereby certify that this instrument was filed on the date and time stamped hereon and was duly recorded in the Official Public Records in Cameron County, Texas

Joe G. Rivera
Cameron County Clerk

Cameron County Clerk

Cameron County Clerk

Cameron County Clerk

BYLAWS OF
HERON COVE ESTATES HOMEOWNER'S ASSOCIATION, INC.
BROWNSVILLE, TEXAS
STATED PURPOSE OF BYLAWS

HERON COVE ESTATES HOMEOWNER'S ASSOCIATION, INC., which is the owners association for LOTS 1 THROUGH 30, BLOCK 1 and LOTS 31 THROUGH 51, BLOCK 2, HERON COVE ESTATES according to the map or plat thereof recorded in Volume 1, Page 48, of the Map Records of Cameron County, Texas (hereinafter "Declaration") and the said Association having been incorporated as a Texas non-profit corporation named HERON COVE ESTATES HOMEOWNER'S ASSOCIATION, INC. (hereinafter sometimes called "Corporation"), the following Bylaws are to implement the stated purposes of the Association (as incorporated) is to represent and act on behalf of all of the lot owners of HERON COVE ESTATES, Cameron County, Texas, as the same are dedicated pursuant to the said Declaration, to provide administration and management services for the said subdivision, to provide maintenance of the Common Area thereof as the same are described in the said Declaration of Covenants, Conditions and Restriction Affecting Lots 1 through 31, inclusive, Block 1, and Lots 31 through 51, inclusive, Block 2, Heron Cove Estates, in Cameron County, Texas, and to establish rules and regulations for the use of the said Common Area. These Bylaws are adopted pursuant to the said Declaration and are supplemental thereto. In the event of any conflict between the Bylaws and the Declaration, the Declaration shall control. The terms "Association" and "Corporation" are hereafter used interchangeably.

ARTICLE I. - GENERAL PROVISIONS

1.01 All present and future owners, mortgagees and lessees of any Lot in the project and their employees, agents, and assigns, and any other person who may use the facilities described in the said Declaration in any manner are subject to the Declaration, these Bylaws, and to all rules and regulations promulgated by the Association and the Administrators of the Corporation. The acceptance of a Deed or conveyance or the entering into of a lease or the act of use of a lot, its appurtenant property or any of the Common Area of the Subdivision shall constitute an agreement that these Bylaws, the Declaration and the rules and regulations of the Administrators presently, or as they are from time to time amended, are accepted and ratified, and will be complied with.

PRINCIPAL OFFICE

1.02 The principal office of the Corporation in the State of Texas shall be located in Cameron County, Texas.

REGISTERED OFFICE AND REGISTERED AGENT

1.03 The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Administrators.

**ARTICLE II. - MEMBERS
MEMBERS OF CORPORATION**

2.01 Each person who shall be the owners and holder of record of the legal title to a Lot located in HERON COVE ESTATES in Brownsville, Cameron County, Texas, as above described, shall for the duration of such ownership be a member of the Corporation, save and except that any lienholder or

mortgagee, Trustee under a Deed of Trust, and any holder or owner of any right-of-way easement or similar interest, shall not, as such, be deemed to be the owner of record of the legal title of a portion of the subject property and shall not be reason of any such interest owned or held or acquired by them be or become a member of the Corporation.

ANNUAL MEETINGS

2.02 There shall be a regular annual meeting of the Members of the Corporation, which annual meeting shall be known as the annual meeting of the Members. The annual meeting of the Members shall be held at a time and place to be determined by the ADMINISTRATORS. The first annual meeting of the Members shall be on July 15, 2006

SPECIAL MEETINGS

2.03 Special meetings of the Members may be called by the President, a majority of the ADMINISTRATORS, or by Members representing at least twenty percent (20%) of the total voting capacity of the Members as set forth in subsection 2.06 hereof.

NOTICE OF MEETINGS

2.04 Written notice of all Members' meetings, including the annual meeting, shall be given by or at the direction of the Secretary of the Board (or other persons authorized to call the meeting) by mailing or by personally delivering a copy of such notice at least ten (10), but not more than thirty (30) days before such meeting to each Member entitled to vote at such meeting, addressed to the Members' addresses last appearing in the records of the Corporation, or supplied by such Member to the Corporation for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and in case of a special meeting, the nature of the business to be undertaken.

ACTION WITHOUT MEETING

2.05 Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Board.

PROXIES

2.06 Votes allocated to a Lot may be cast at all meetings under a written proxy duly executed by a Lot owner. If a Lot is owned by more than one (1) person, each owner of the Lot may vote or register protest to the casting of votes by the owners of the Lot through a proxy duly executed by the Lot owners. A Lot owner may not revoke a proxy given under this section except by giving actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or if it purports to be revocable without notice. A proxy terminates one (1) year after its date unless it specifies a shorter or longer time. All proxies shall be filed with the Secretary of the Board. Every proxy shall automatically be invalid upon conveyance by the Member of his interest in his Lot, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of such Member.

VOTE

2.07 (a) Each member of the Association shall have such voting rights as are set forth in the Declaration. Voting shall be on the basis of one (1) vote per Lot.

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(b) In the event of a tie vote of the members present at a meeting in person or by proxy, the tie shall be broken by vote of the President of the ADMINISTRATORS, or in the absence of the President, by the Vice President, or in the absence of the Vice President, by the secretary of the Board.

(c) In the event a Lot is owned by more than one (1) person, and if only (1) of the multiple owners of such Lot is present at a meeting of the Association, that person may cast the vote or votes allocated to that Lot. If more than one (1) of the multiple owners is present, the vote or votes allocated to that Lot may be cast only in accordance with the owner's unanimous agreement if one (1) of the multiple owners casts the votes allocated to a Lot and none of the other owners makes prompt protest to the person presiding over the meeting.

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(d) Except as otherwise provided by statute, the Declaration or these Bylaws, the vote of fifty-one percent (51%) of the Lots represented at an annual or special meeting of the Members at which there is a quorum shall decide any question brought before such meeting.

QUORUM

2.08 A quorum for any regular or special meeting of the Members shall be a majority of the owners of Lots entitled to vote personally present or represented by proxy. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the meeting date.

REQUIRED VOTE

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2.09 The vote of the majority of the votes entitled to be cast by the Lots present or represented by proxy, at a meeting at which a quorum is present shall be the act of any meeting of the Members, unless the vote of a greater number is required by statute, by the Declaration or by these Bylaws.

ARTICLE III - ADMINISTRATORS

3.01 The number of Administrators of the Corporation shall be Four (4). The Administrators shall be elected at the annual meeting. Administrators must be Members of the Association. Any Administrator may be removed from the ADMINISTRATORS at any time by the vote of a majority of the Members represented in person or by proxy at an annual or special meeting at which a quorum is present as hereinafter provided. Such removal may only be made at the annual meeting of the Members or at a special meeting of Members called for that purpose.

CLASSIFICATION OF ADMINISTRATORS - TERMS OF OFFICE

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3.02 (a) Each Administrator of the ADMINISTRATORS shall have a term of office of three (3) years, commencing on the date of the annual meeting at which they are elected by the Members, and terminating on the date of the annual meeting three (3) years from such date and when their successor has been elected. A person must be a Member of the Corporation, as set out in Section 2.04 of these By-Laws in order to be a member of the ADMINISTRATORS. Election of the Administrators shall take place every year at the annual meeting of the members for those Administrators whose terms expire or whose officers are vacant as of such meeting. In the event a Administrator resigns or is removed from office, a replacement Administrator may be elected by the ADMINISTRATORS to serve until the next annual meeting of the Members at which time an election will be held for such office. Administrators of the Corporation incumbent prior to the adoption of these bylaws shall serve as Administrators of the Corporation until elections are held for Administrators at the first annual meeting. If no quorum is

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present at any annual meeting and no Administrators are elected, the incumbent Administrators shall continue in office until an election is held.

(b) At the first annual meeting, the ADMINISTRATORS shall be initially divided into three (3) classes by the drawing of straws, or such other means as the members may deem advisable, with one (1) class consisting of two (2) Administrator to be designated to serve for a term of three (3) years and one (1) class consisting of one (1) Administrator to be designated to serve for a term of two (2) years, and the remaining class consisting of one (1) Administrator to serve for a term of one (1) year. Thereafter, a member of each respective class shall be elected for three (3) year terms upon the expiration of the respective initial term of office. The Association may increase the number of Administrators at any annual meeting, so long as the number of Administrators does not exceed five (5).

POWER AND DUTIES

02 The ADMINISTRATORS shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as allowed by law, by the Declaration or by these Bylaws. The powers and duties to be exercised by the Board shall include, but shall not be limited to, the following:

- (a) Care, upkeep, maintenance, and operation of the Common Area.
- (b) Determination of assessments and collection of assessments from Lot owners as authorized by the Declaration.
- (c) To enter into contractual arrangements with third parties to carry out the management, maintenance, security and operation of the Common Elements and Limited Common Elements. The Board may delegate managerial powers and duties to such third parties which may include the collection of assessment, the enforcement of the Declaration, Bylaws, and Rules of the Association, the maintenance, care, upkeep, and repair of the common area, the formulation of a budget for the Association, and any other powers and duties which the Board deems in the best interest of the Association. As provided for in the Article 1, Section 8 of the Declaration, Coastal Realty shall serve as the initial Manager.
- (d) Adoption and amendment of rules not inconsistent with these Bylaws, covering the details of operation and use of the property.
- (e) Establishment of bank accounts in the name of the Corporation and authorization of signatories therefor.
- (f) Procuring of all types of insurance for the Common Elements and as authorized in the Declaration, including but not limited to Administrators' and Officers' liability insurance.
- (g) Contracting for repairs of and additions and improvements to the Common Area and as otherwise authorized by the Declaration, and for repairs to and restoration of the property in accordance with the provisions of the Declaration and these Bylaws, after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings.
- (h) To employ certified public accountants or bookkeepers to maintain books of account and financial records for the Corporation.

(i) To make rules for its own administration and for the administration of the Corporation; to prescribe and enforce penalties for violations of the rules and Bylaws of the Association; to assess and fix regular and special assessments to be levied against the members of the Corporation; and to exercise such other powers as may be necessary or proper to attain the objectives of the Corporation.

(j) The ADMINISTRATORS shall have the responsibility and authority to employ such employees as the affairs of the Association shall require, and may delegate to any such employee so much of its authority as it shall deem advisable. The ADMINISTRATORS may engage the services of a Manager who shall manage and operate the general and limited common elements for the members, upon such terms and for such compensation and with such specific duties and authority as the ADMINISTRATORS may approve and delegate to such Manager. The compensation paid to such Manager shall be deemed to be a part of the common expenses for which the members shall be assessed.

ANNUAL MEETING

3.03 An annual meeting of the ADMINISTRATORS shall be held each year immediately following the adjournment of the annual meeting of the members, and at the same place as the annual meeting of the Members, and no notice of such annual meeting of the ADMINISTRATORS shall be required.

REGULAR MEETINGS

3.04 The ADMINISTRATORS may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

SPECIAL MEETINGS

3.05 Special meetings of the ADMINISTRATORS may be called by or at the request of the President or any two (2) Administrators. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

QUORUM

3.06 A Quorum for any Regular and Special Meeting of the Administrators shall be a majority of the Administrators personally present. In the absence of a quorum at a meeting of Administrators, a majority of those Administrators present in person may adjourn the meeting until such time as a quorum is established.

ACTIONS WITHOUT A MEETING

3.07 Any action required or permitted to be taken at a meeting of the ADMINISTRATORS may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the ADMINISTRATORS. Such consent shall have the same force and effect as unanimous vote at a meeting, any may be stated as such in any document or instrument filed with the Secretary of State. Meetings of the ADMINISTRATORS may be conducted by telephone conference pursuant to Article 1396, 9.11, Texas No-Profit Corporation Act.

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COMPENSATION

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3.08 Administrators shall not receive any stated salaries for their services, but by resolution of the ADMINISTRATORS expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Administrator from serving the Corporation in any other capacity and receiving compensation therefor.

ADMINISTRATORS

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3.09 The ADMINISTRATORS, by resolution adopted by a majority of the Administrators in office, may designate and appoint one (1) or more committees, each of which shall consist of one (1) or more Administrators, which committees, to the extent provided in said resolution shall have and exercise the authority of the ADMINISTRATORS in the management of the Corporation. However, no such committee shall have the authority of the ADMINISTRATORS in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Administrator or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all of substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the ADMINISTRATORS which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operation to relieve the ADMINISTRATORS, or any individual Administrator of any responsibility imposed on it or such Administrator by law.

OTHER COMMITTEES

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3.10 Other committees not having and exercising the authority of the ADMINISTRATORS in the management of Corporation may be designated by a resolution adopted by a majority of the Administrators present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

TERM OF OFFICE

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3.11 Each member of a committee shall continue as such until the next annual meeting of the ADMINISTRATORS of the Corporation unless the committee shall be sooner terminated, or such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

CHAIRMAN

3.12 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

VACANCIES

3.13 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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3.14 Unless otherwise provided in the resolution of the ADMINISTRATORS designating a committee, a majority of the whole committee shall constitute a quorum and the act of majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

RULES

3.15 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the ADMINISTRATORS.

ACTIONS WITHOUT A MEETING

3.16 Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Committee. Such consent shall have the same force and effect as a unanimous vote at a meeting. Meetings of the Committee may be conducted by telephone conference.

ARTICLE IV. - OFFICERS

4.01 The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All officers must be members of the Association. The ADMINISTRATORS may elect or appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the ADMINISTRATORS. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

ELECTION AND TERM OF OFFICE

4.02 The officers of the Corporation shall be elected annually by the ADMINISTRATORS at the regular annual meeting of the ADMINISTRATORS. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter at any meeting of the ADMINISTRATORS. Each officer shall hold office until his successor shall have been duly elected.

REMOVAL

4.03 Any officer elected or appointed by the ADMINISTRATORS may be removed by the ADMINISTRATORS whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

VACANCY

4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the ADMINISTRATORS for the unexpired portion of the terms.

PRESIDENT

4.05 The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all

meetings of the members and of the ADMINISTRATORS. The President may sign, with the Secretary or any other property officer of the Corporation authorized by the ADMINISTRATORS, any deeds, mortgages, bonds, contracts, or other instruments which the Association or the ADMINISTRATORS have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the ADMINISTRATORS or by these bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the ADMINISTRATORS from time to time.

VICE PRESIDENT

4.06 In the absence of the President or in the event of his death, illness, adjudicated incompetence or inability otherwise to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or ADMINISTRATORS.

TREASURER

4.07 If required by the ADMINISTRATORS, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the ADMINISTRATORS shall determine. The Treasurer shall have change and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the ADMINISTRATORS.

SECRETARY

4.08 The Secretary shall keep the minutes of the meetings of the ADMINISTRATORS in one (1) or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the ADMINISTRATORS.

ARTICLE V. - CONTRACTS AND BANKING

5.01 The ADMINISTRATORS may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

CHECKS AND DRAFTS

5.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the ADMINISTRATORS. In the absence of such determination by the ADMINISTRATORS, such

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instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

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DEPOSITS

5.03 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the ADMINISTRATORS may select.

**ARTICLE VI. - ADMINISTRATION
FISCAL YEAR**

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6.01 The fiscal year of the Corporation shall be a calendar year unless otherwise determined by the ADMINISTRATORS.

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SEAL

6.02 The Seal of the Corporation shall be circular in form and shall contain the name of the Corporation, the year of its incorporation, and the words "Texas" and "corporation seal" or an image of the Lone Star. The seal may be used by causing it or a facsimile to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the ADMINISTRATORS at any time.

NOTICES

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6.03 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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**ARTICLE VII.
DISSOLUTION**

7.01 In the event of the dissolution of the Corporation, the assets and funds of the Corporation shall be distributed equally to the Association of HERON COVE ESTATES HOMEOWNER'S ASSOCIATION, INC. as the same is defined in the Declaration.

ARTICLE VIII. - AMENDMENT

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These Bylaws may be amended at any annual or special meeting of the Members at which a quorum is present by majority vote of the said Members present at the meeting in person or by proxy.

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ARTICLE IX. - ENFORCEMENT OF DECLARATION, BYLAWS AND RULES

Failure to comply with the Declaration and these Bylaws or any duly adopted rules and regulations of the Association (Corporation) shall be grounds for legal relief, which may include, without limitation, an action for damages and injunctive relief or any combination thereof. Any attorney's fees, expenses and court costs expended by the Corporation to enforce the provisions of the Declaration and/or Bylaws or any of the rules and regulations of the Corporation shall be recoverable by the corporation from any Member or other person(s) in violation of the same.

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CERTIFICATION

I certify that the foregoing are the Bylaws of HERON COVE ESTATES HOMEOWNER'S ASSOCIATION, INC. as the same were adopted at a meeting of the ADMINISTRATORS of the Corporation on the 22 day of April, 2005.

HERON COVE ESTATES HOMEOWNER'S ASSOCIATION, INC.

By: [Signature], President

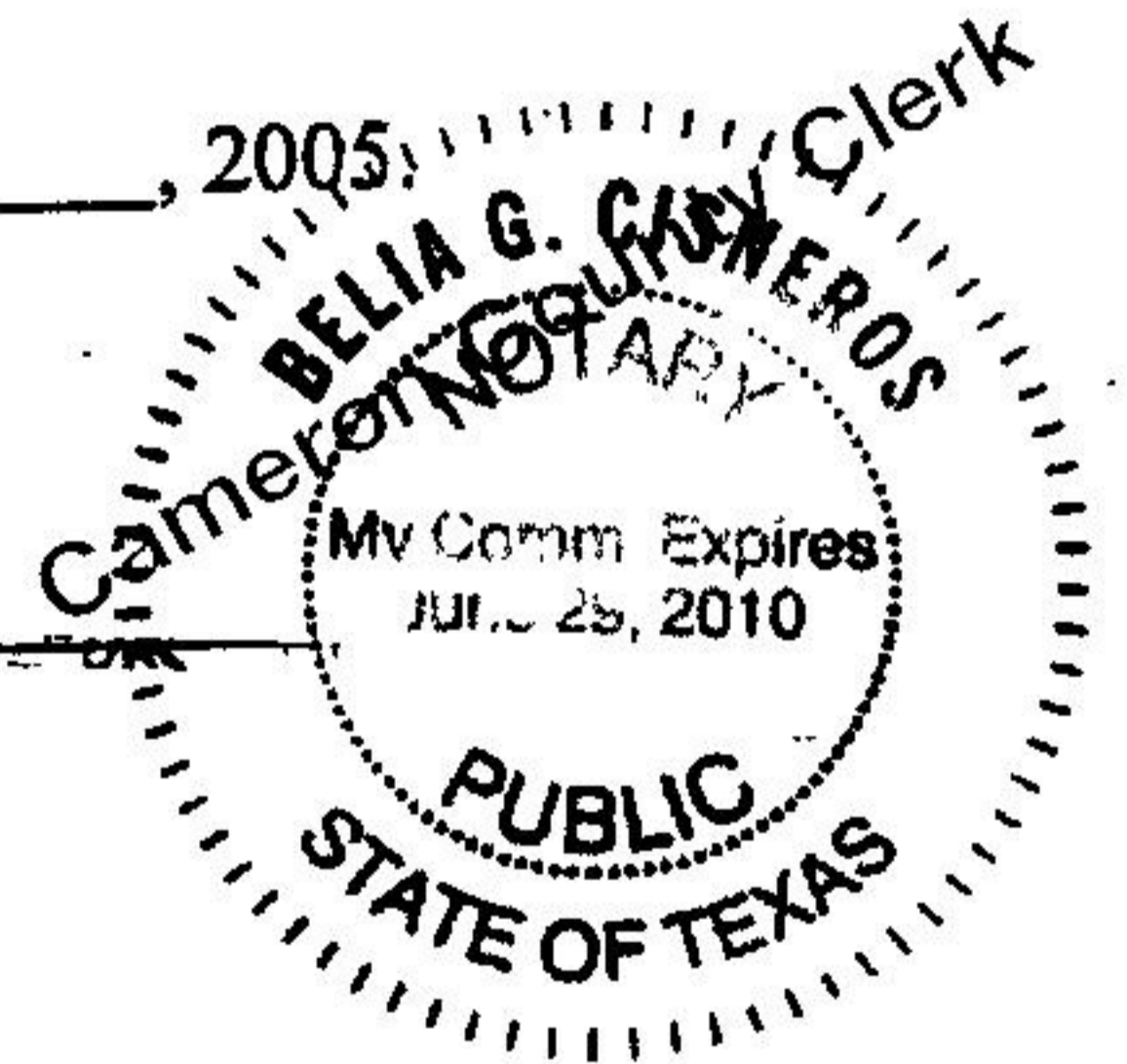
STATE OF TEXAS

COUNTY OF CAMERON

Before me, the undersigned authority, on this day personally appeared David Wilhite, President of HERON COVE ESTATES HOMEOWNER'S ASSOCIATION, INC., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that (s)he executed the same for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this the 22 day of April, 2005.

[Signature]
Notary Public in and for The State of
Bella G. Cisneros



After Recording Return to:
HERON COVE ESTATES HOA

Prepared in the Law Office of:
THE RENTFRO FAULK LAW FIRM LLP
185 E RUBEN M TORRES SR BLVD
BROWNSVILLE TEXAS 78520

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On: Jul 03, 2008 at 03:14
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By
Part Time
Joe G Rivera, County Clerk
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5250 Coffee Port Rd.
Brownsville, Tx. 78521