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CERTIFICATE OF AMENDMENT
to
BY-LAWS
of
THE CLIFFS AT SOUTH SHORE PROPERTY OWNERS' ASSOCIATION

The undersigned, being the duly elected, qualified and acting Secretary of The Cliffs at South Shore Property Owners' Association, a Texas non-profit corporation ("Association"), does hereby certify the following amendment to the By-laws of the Association ("By-laws") was approved by a majority of the members of the Board of Directors of the Association ("Board") present at a special meeting of the members of the Board held on the 14th day of October, 2006, at which the requisite quorum was present. Article II, Section 2.6 of the By-laws was amended to read as follows:

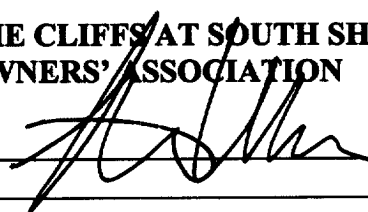
2.6 Quorum. A quorum for the transaction of business at Annual or Special meetings shall be defined as at least 20% of the total property owners (calculated as set forth in Section 2.7, by one vote per property) present or by proxy, provided the requirements of paragraph 2.4 (notice of meetings) are met. If a quorum shall fail to attend any meeting of the property owners, then the meeting shall be rescheduled, without the necessity for giving additional notice other than the announcement at the meeting, at which subsequent meeting, property owners representing 15% of the total votes of the Association (calculated as set forth in Section 2.7, by one vote per property) shall constitute a quorum for that meeting. When a quorum is present at any meeting of the property owners, the vote of a majority of those present in person or represented by proxy (calculated as set forth in Section 2.7, by one vote per property), shall decide any question properly brought before such meeting, unless the question be one upon which, by law, a different vote is required, in which case such requirement shall control.

All other provisions of the Bylaws of the Association shall remain in full force and effect.

TO CERTIFY WHICH WITNESS my hand on this 24th day of October, 2006.

THE CLIFFS AT SOUTH SHORE PROPERTY OWNERS' ASSOCIATION

By:


 _____, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Stephen Morgan, Secretary of The Cliffs at South Shore Property Owners' Association known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purposes and consideration, and in the capacity therein expressed. Given under my hand and seal of office on this 24 day of October, 2006.

Joni Breland
Notary Public - State of Texas

121579



RETURN TO:
BUTLER & HALEY, PC.
1616 S. VOSS RD., SUITE 500
HOUSTON, TEXAS 77057

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All black-outs, additions and changes were present at the time the instrument was filed and recorded.

FILED FOR RECORD
06 NOV -8 AM 11:27
Mark Turnbull
COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify this instrument was filed in File Number Sequence on the date and at the time stamped herein by me and was duly RECORDED in the Official Public Records of Real Property at Montgomery County, Texas.
NOV - 8 2006


Mark Turnbull
County Clerk
Montgomery County, Texas