

AMENDED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RESORT COUNTRY (amended January 2006)

Resort Country Property Owners Association, Board Of Directors, do hereby submit for recording, an Amendment to include paragraph (c) under Article V, Section 5.05 MEMBERS' RIGHT OF ENJOYMENT as authorized and outlined in Article IX, Section 9.02 AMENDMENTS DURING INITIAL TERM.

Section 5.05, paragraph c reads as follows:

(c) the right of the association to convey any or all of the common area(s) to any person(s) or entity(s) with the assent of two-thirds (2/3) of those members present, in person or by proxy, at a special meeting of the members called for that purpose, at which special meeting a quorum (as defined in paragraph 6.07) of the members is present, in person or by proxy. The notice of any such special meeting to consider the conveyance of all or any portion of the Association's common area(s) shall contain a general description of the terms of any such proposed conveyance (e.g., whether the property is to be sold or donated, whether the property will be restricted for residential use or otherwise).

In accordance with Section 9.02, signatures signed by not less than two-thirds (2/3) of the Lots subject to the Declaration are provided with the amendment for recording in the Real Property Records of Polk County, Texas.

Submitted this 25th day of January, 2006 for recording purposes.

Resort Country Board of Directors

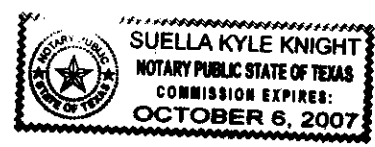
Willard Moody President

Charles E. Knight First Vice-President

Butch Bloodworth Second Vice-President

[Signature] Treasurer

Sworn before me this 25th day of January 2006. Suella Kyle Knight Suella Kyle Knight



RCPOA ANNUAL BOARD MEETING
SEPTEMBER 10, 2005

Meeting called to order by Willard Moody @9:30 am

Financial report read by Jim Richardson, approved as read by Eddie Knight, Seconded by K.Bloodsworth

Bulkhead repair update by W.Moody

Pavilion built with volunteer labor, liability insurance policy purchased.

Rick Goof explained the wording of the bylaws to those attending concerning common property to be sold. There were objections to changing the wording of the bylaws and then it was discussed at length With several people giving their views on the subject.

The attending people and proxy votes were counted. 71 yes.....24 no.....1 abstained

The board will now attempt to contact the people that did not attend or vote by proxy to try to Gather the necessary 2/3 votes to change the bylaws

- Officer's were nominated
- Willard Moody
- Eddie Knight
- Jim Richardson
- Anita Bloodsworth
- Nadine Raffoul

Adjournment: Eddie Knight made motion to adjourn, K.Bloodsworth seconded
Meeting adjourned.

Secretary

Ray Eppler

ADD'L "Yes" votes 9-1-7-06 -

(48)
 + 71

 TOTAL, to Date 119

2/3

RC POA Annual meeting 9/10/2005

Votes to Amend Bylaws Section 5.05 (c)

Please Print

of ²⁰⁰⁶LOTS - 1490-124

Votes

CAST

NAME

Votes	NAME	# of ²⁰⁰⁶ LOTS
yes	Willard Moody	3
	Kathy Moody	
yes	Oletha Henegar	2
yes	Paul Morris	2
yes	Jean / Maurice Richardson	2
yes	Don Lamm	2
yes	Angie & Greg Carr	2
yes	Mary + Geo. Carr	5
yes	PAUL + NADINE RAFFOUL	2
yes	Keith & Anita Bloodworth	1
No	Bob Wilson	2
yes	Lewis Walters	3
No	Chuck + Dan Bern	4
yes	Wayne & Marty Deeser	2
33 1/2 yes	Joseph & Emil Vogely	7 1/2
No	Charles Nightower	3
yes	Del Schrotter	1 1/2
No	Erny CARPENTER + Sunny	1
yes	Audrey Tikhman	1
No	Vigta Thomas	1
No	James Paul Jackson	4
yes	Gymeth Louder	1
yes	RAY EMLER	4
yes	Eddie Knight	3
yes	Rock Goff	4
yes	Merna Bridgeman	4
yes	EUGENE TAYLOR	1

NAME
YES - ROSE HENRY

Lots
~~8~~ 1

AS1-00 1-01

2006-1490-125

Willard Moody
President RC&POA

PROXIES

2006-1490-126

YES - 17

NO - 9

AB - 1

VERBAL VOTES

YES - 54

NO - 15

TOTAL	-	YES	-	71
ALL		NO	-	15
VOTES		ABSTAIN	-	1

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

Resort Country Property Owner,

Over the past several years, there has been much discussion about selling the boat ramp area and allocating the funds from the sale to other common areas needing maintenance, specifically the bulkhead at the point. At a Special Meeting last year, 107 votes were in favor of selling the boatramp area, 17 voted against the sale.

The way our current Covenants and Restrictions are written, we can't sell any common property to an individual for residential purposes.

This document can be amended to allow for the sale of all or part of the common area, as defined in Section 9.02 of the restrictions. To do this, it would require signatures of 123 votes /lots recorded in Polk County with the amendment.

The proposed amendment would be included under Section 5.05, as section (c) and read as follows:

(c) the right of the association to convey any or all of the common area(s) to any person(s) or entity(s) with the assent of two-thirds (2/3) of those members present, in person or by proxy, at a special meeting of the members called for that purpose, at which special meeting a quorum (as defined in paragraph 6.07) of the members is present, in person or by proxy. The notice of any such special meeting to consider the conveyance of all or any portion of the Association's common area(s) shall contain a general description of the terms of any such proposed conveyance (e.g., whether the property is to be sold or donated, whether the property will be restricted for residential use or otherwise)

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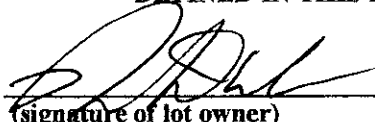
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Please designate your preference for amending the current Covenants and Restrictions of Resort Country with the proposed amendment reference above:

YES - IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTIONS AS DEFINED IN THIS DOCUMENT.

NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

 9-5 19-20-49-50
(signature of lot owner) (date) (Lots /votes)

Bud Carr

(4)

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(signature of lot owner) (date) (Lots /votes)

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PROPERTY OWNERS ASSOCIATION**

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Clara Stephenson
(signature of lot owner)

9/10/05
(date)

2
(Lots /votes)

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PROPERTY OWNERS ASSOCIATION**

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Lawrence P. Harris 9/20/05 1/2 lots
(signature of lot owner) (date) (Lots /votes)

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[Signature] 1/9/06 187/19 2 votes
(signature of lot owner) (date) (Lots /votes)

**RESORT COUNTRY
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(signature of lot owner)

01-08-06
(date)

55-56-62-63-146
(Lots /votes)

5 VOTES

**RESORT COUNTRY
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 _____ (signature of lot owner)	8-15-05 _____ (date)	10 _____ (Lots /votes)
 _____ Abstain		

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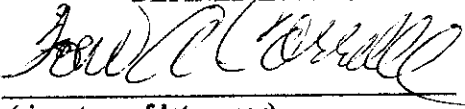
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23 Aug 05
2

 (signature of lot owner) (date) (Lots /votes)

Tom Carroll

**RESORT COUNTRY
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 X NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

 Iceland R. Briggs
(signature of lot owner)

 9/2/05
(date)

 Sect. 2 Lot 26
(Lots /votes)

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 X NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

 Loui Mackay 9/4/05 1
(signature of lot owner) (date) (Lots /votes)

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

Resort Country Property Owner,

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This document can be amended to allow for the sale of all or part of the common area, as defined in Section 9.02 of the restrictions. To do this, it would require signatures of 123 votes /lots recorded in Polk County with the amendment.

The proposed amendment would be included under Section 5.05, as section (c) and read as follows:

(c) the right of the association to convey any or all of the common area(s) to any person(s) or entity(s) with the assent of two-thirds (2/3) of those members present, in person or by proxy, at a special meeting of the members called for that purpose, at which special meeting a quorum (as defined in paragraph 6.07) of the members is present, in person or by proxy. The notice of any such special meeting to consider the conveyance of all or any portion of the Association's common area(s) shall contain a general description of the terms of any such proposed conveyance (e.g., whether the property is to be sold or donated, whether the property will be restricted for residential use or otherwise)

With this amendment, it would require 74 votes in favor of the sale in order for RCPOA to allow for such a transaction as explained:

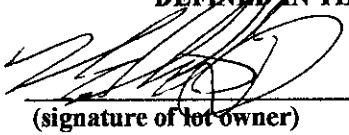
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(signature of lot owner)

9/10/05

(date)

44-45-73-74

(Lots /votes)

Gentile

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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Janice Hackworth 9/10/05 30 + 31
(signature of lot owner) (date) (Lots /votes)

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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Maria Ramirez Sept 10-2005 70-91
(signature of lot owner) (date) (Lots /votes)

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

Paul Moore
(signature of lot owner)

8/20/05
(date)

SEC 2 LOT 117
(Lots /votes)

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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Betty Engel Dandy 9-3-05 82
(signature of lot owner) (date) (Lots /votes)

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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Edell Edel
(signature of lot owner)

9/5/05
(date)

79
(Lots /votes)

John Edel

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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Robert G. Inack 9-10-2005 187 / 19
(signature of lot owner) (date) (Lots /votes)
Peggy G. Inack

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

2006 - 1490 - 146

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NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

Carole A. Corey 9-10-05 40 + 41
(signature of lot owner) (date) (Lots /votes)

PROXY VOTE

To Whom it May Concern:

Lewis E. Walters is my proxy for any meeting of Resort Country Property Owners Association for the rest of Year 2005.

Annemarie Walters

Annemarie Walters
192, Resort Drive
Livingston, TX 77351

August 20, 2005

yes 3

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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B. [Signature] 8-10-05 lots, vote 1
(signature of lot owner) (date) (Lots /votes)

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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[Signature] 9-17-05 36, 37, 38, 39
(signature of lot owner) (date) (Lots /votes)

(4) LOTS

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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DEJ YES - IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTIONS AS DEFINED IN THIS DOCUMENT.

_____ NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

Wale E. Young 9/17/05 3
(signature of lot owner) (date) (Lots /votes)

Document # 2006-1490-154

2006-1490-154

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

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With this amendment, it would require 74 votes in favor of the sale in order for RCPOA to allow for such a transaction as explained:

There are 187 voting lots within RCPOA. A QUORUM, as defined would require at least 60% of these votes (112) to be present, either in person or by proxy. Two-thirds (2/3) in favor would be 75 votes.

RCPOA does plan to pursue the sale of the boat ramp lot for residential purposes, with the same restrictions that govern all other residential lots within the subdivision. The Board will pay an independent appraiser to assess a market value of the property, to ensure an accurate sales price based on market value. The property will be listed with an independent-third party realtor to assure there are no perceived conflicts of interests.

Please designate your preference for amending the current Covenants and Restrictions of Resort Country with the proposed amendment reference above:

YES - IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTIONS AS DEFINED IN THIS DOCUMENT.

NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

Paul J Hedley 11 101-109
(signature of lot owner) (date) (Lots /votes)

2 votes

Bobby + Bonnie

2006-1490-155

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

Resort Country Property Owner,

Over the past several years, there has been much discussion about selling the boat ramp area and allocating the funds from the sale to other common areas needing maintenance, specifically the bulkhead at the point. At a Special Meeting last year, 107 votes were in favor of selling the boatramp area, 17 voted against the sale.

The way our current Covenants and Restrictions are written, we can't sell any common property to an individual for residential purposes.

This document can be amended to allow for the sale of all or part of the common area, as defined in Section 9.02 of the restrictions. To do this, it would require signatures of 123 votes /lots recorded in Polk County with the amendment.

The proposed amendment would be included under Section 5.05, as section (c) and read as follows:

(c) the right of the association to convey any or all of the common area(s) to any person(s) or entity(s) with the assent of two-thirds (2/3) of those members present, in person or by proxy, at a special meeting of the members called for that purpose, at which special meeting a quorum (as defined in paragraph 6.07) of the members is present, in person or by proxy. The notice of any such special meeting to consider the conveyance of all or any portion of the Association's common area(s) shall contain a general description of the terms of any such proposed conveyance (e.g., whether the property is to be sold or donated, whether the property will be restricted for residential use or otherwise)

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Please designate your preference for amending the current Covenants and Restrictions of Resort Country with the proposed amendment reference above:

YES - IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTIONS AS DEFINED IN THIS DOCUMENT.

NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTONS AS DEFINED IN THIS DOCUMENT.

B. J. Williams 9/10/05 (1)
(signature of lot owner) (date) (Lots /votes)

O'BRIAN
Fax # (office) 713 309 7312

Return to 281 675 8767
2006-1490-156

**RESORT COUNTRY
PROPERTY OWNERS ASSOCIATION**

Friday, August 5, 2005

Resort Country Property Owner,

Over the past several years, there has been much discussion about selling the boat ramp area and allocating the funds from the sale to other common area needed maintenance, specifically the building at the point. At a Special Meeting last year, 107 votes were in favor of selling the boat ramp area, 17 voted against the sale.

The way our current Covenants and Restrictions are written, we can't sell any common property to an individual for residential purposes.

This document can be amended to allow for the sale of all or part of the common area, as defined in Section 9.03 of the restrictions. To do this, it would require signatures of 123 votes /lots recorded in Polk County with the amendment.

The proposed amendment would be included under Section 5.05, as section (c) and read as follows:

(c) the right of the association to convey any or all of the common area(s) to any person(s) or entity(s) with the assent of two-thirds (2/3) of those members present, in person or by proxy, at a special meeting of the members called for that purpose, at which special meeting a quorum (as defined in paragraph 6.07) of the members is present, in person or by proxy. The notice of any such special meeting to consider the conveyance of all or any portion of the Association's common area(s) shall contain a general description of the terms of any such proposed conveyance (e.g., whether the property is to be sold or donated, whether the property will be restricted for residential use or otherwise)

With this amendment, it would require 74 votes in favor of the sale in order for RCPOA to allow for such a transaction as explained:

There are 187 voting lots within RCPOA. A QUORUM, as defined would require at least 60% of these votes (112) to be present, either in person or by proxy. Two-thirds (2/3) in favor would be 75 votes.

RCPOA does plan to pursue the sale of the boat ramp lot for residential purposes, with the same restrictions that govern all other residential lots within the subdivision. The Board will pay an independent appraiser to assess a market value of the property, to ensure an accurate sales price based on market value. The property will be listed with an independent third-party realtor to ensure there are no perceived conflicts of interests.

Please designate your preference for amending the current Covenants and Restrictions of Resort Country with the proposed amendment reference above:

YES - IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTIONS AS DEFINED IN THIS DOCUMENT.

NO - NOT IN FAVOR OF AMENDING THE COVENANTS AND RESTRICTIONS AS DEFINED IN THIS DOCUMENT.

Annella O'Brien 09/14/2005 102/103/104A
(signature of lot owner) (date) (Lots /votes)

State of Texas }
County of Polk }
I, BARBARA MIDDLETON hereby certify that this instrument was FILED in the file number sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Records in Volume and Page of the named RECORDS of Polk County, Texas as stamped hereon by me.

JAN 26 2006



Barbara Middleton
COUNTY CLERK
POLK COUNTY, TEXAS

FILED FOR RECORD

2006 JAN 26 A 10:36

Barbara Middleton
BARBARA MIDDLETON
POLK COUNTY CLERK

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*** TOTAL PAGE.01 ***