

ANNEXATION AGREEMENT

THE STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

KNOW ALL MEN BY THESE PRESENTS:

THAT WHEREAS, that certain Master Declaration of Covenants, Conditions and Restrictions is recorded in the Office of the County Clerk of Brazoria County, Texas, in Volume 1629, Page 248 of the Deed Records of Brazoria County, Texas, as amended, and covering that certain tract and parcel therein described and referred to as COUNTRYPLACE, SECTION ONE (1) and COUNTRYGROVE, subdivisions in Brazoria County, Texas, according to the plat thereof recorded in Volume 16, Pages 199-202 of the Plat or Map Records of Brazoria County, Texas; and

WHEREAS, U.S. HOME CORPORATION (the "Declarant", whether one or more) are the owners of certain property within the area contiguous to or in the general vicinity of the property described as being encumbered in said Master Declaration of Covenants, Conditions and Restriction, which has been subdivided as COUNTRYGROVE TOWNHOMES, SECTION IV, by a plat recorded in Volume 118, Pages 317 - 318 of the Plat or Map Records of Brazoria County, Texas (the "Property");

NOW, THEREFORE, the Declarant hereby annexes the Property into the Countryplace Master Community Association, Inc.

It is expressly understood and agreed that a separate Declaration of Covenants, Conditions and Restrictions has been or will be filed for record for the Property and recorded in the Office of the County Clerk of Brazoria County, Texas which Declaration, will impress and subject the lots within the Property to an annual maintenance charge and assessment imposed thereby and will make such subdivision subject to the jurisdiction of the Countryplace Master Community Association, Inc. It is understood and agreed that the Association shall allow Lot owners in the Property to use all facilities and

amenities of the Association in the same manner as the association does for Countryplace, Section One (1) and Countrygrove and any other properties within the jurisdiction of the Association.

Dated this 4th day of FEBRUARY, 1991.

U.S. HOME CORPORATION

By: Richard V. Gadd Jr
Name: RICHARD V GADD JR
Title: DIVISION SR VICE PRESIDENT

COUNTRYPLACE MASTER
COMMUNITY ASSOCIATION, INC.

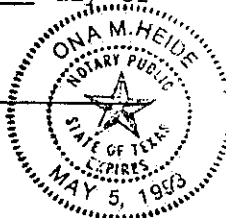
By: Robert Lewis
Name: Robert Lewis
Title: President

THE STATE OF TEXAS §
COUNTY OF HARRIS §

Before me, a Notary Public, on this day personally appeared Richard V. Gadd Jr, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of U.S. Home Corporation, and that he has executed the same on behalf of said corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 4th day of February, 1991.

Ona M. Heide
Notary Public Signature



(PERSONALIZED SEAL)

THE STATE OF TEXAS §
COUNTY OF HARRIS §

Before me, a Notary Public, on this day personally appeared Robert Lewis, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of Countryplace Master Community Association, and that he has executed the same on behalf of said corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 4th day of February, 1991.

Jabum Calbert
Notary Public Signature

(PERSONALIZED SEAL)

17925

COUNTRYPLACE AND COUNTRYGROVE ANNEXATION AGREEMENTSUPPLEMENT TO MASTER DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR COUNTRYPLACE, SECTION (1) AND COUNTRYGROVE

THE STATE OF TEXAS §
 COUNTY OF BRAZORIA § KNOW ALL MEN BY THESE PRESENTS:

THAT WHEREAS, that certain Master Declaration of Covenants, Conditions and Restrictions is recorded in the Office of the County Clerk of Brazoria County, Texas, in Volume 1629, Page 248 of the Deed Records of Brazoria County, Texas, as amended (the "Master Declaration"), and covering that certain tract and parcel therein described and referred to as COUNTRYPLACE, SECTION ONE (1) and COUNTRYGROVE, subdivisions in Brazoria County, Texas, according to the plats thereof recorded Volume 16, Page 199-202 of the Plat or Map Records of Brazoria County, Texas; and

WHEREAS, U.S. HOME CORPORATION (the "Declarant", whether one or more) is the owner of certain property within the area, contiguous or in the general vicinity of the property described as being encumbered in said Master Declaration of Covenants, Conditions and Restrictions, which property has been subdivided as COUNTRYPLACE SECTION II, by a plat recorded in Volume 18, Pages 211 - 212 of the Plat Records of Brazoria County, Texas (the "Property"); and

WHEREAS, the Master Declaration provides that Declarant may annex additional property into the terms of the Master Declaration;

NOW THEREFORE, the Declarant hereby annexes the Property into the Countryplace Master Community Association, Inc. (the "Association"); and declares that the Property shall be owned, transferred and conveyed subject to the Master Declaration including annual maintenance charges, assessments and liens which shall be covenants running with the title to the Property and shall be binding upon the Owners and their successors and assigns, provided, however, the initial annual maintenance assessment for the Property as specified in Article III, Section 3 of the Master Declaration shall be as follows:

Maximum Annual Assessment, Countryplace, Section II.
Until January 1 of the year immediately following the conveyance of the first Lot in Countryplace Section II to an Owner, the maximum annual assessment per Lot shall be not more than Seven Hundred Thirty-Two and 60/100 Dollars (\$732.60) per Lot. Except as provided herein, all increases and other matters regarding the referenced assessments shall be as set forth in said Article III.

It is expressly understood and agreed that a separate Declaration of Covenants, Conditions and Restrictions ("Section II Declaration") will be filed for record for the Property and recorded in the Office of the County Clerk of Brazoria County, Texas, which declaration will be subject to the Master Declaration, and will impress and subject the lots within the Property to an annual maintenance charge and assessment imposed thereby, in addition to the assessment described above under the terms of the Master Declaration, for such matters as described in the Section II Declaration and will make such subdivision subject to the jurisdiction of the Countryplace Master Community Association, Inc. However, it is understood and agreed that the Association shall allow Lot owners in the Property to use all facilities and amenities of the Association in the same manner as the Association does for Countryplace, Section One (1) and Countrygrove and any other properties within the jurisdiction of the Association.

Dated this 28th day of June, 1989.

"DECLARANT"

U.S. HOME CORPORATION

By: [Signature]
Name: PAULEY SIMS
Title: DIVISION VICE PRESIDENT

APPROVED:

UNITED STATES DEPARTMENT OF HOUSING
AND URBAN DEVELOPMENT

By: [Signature]
Name: William Robertson, Jr.
Title: Deputy Manager

THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 28th day of June, 1989, by Paul Sims who is the Vice President of U.S. HOME CORPORATION, on behalf of said corporation.

Ona M. Heide
Notary Public in and for the State of TEXAS



THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 10th day of March, 1989, by William Robertson, Jr. who is the Deputy Manager, Houston Office of the UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT, on behalf of said corporation.

Glynda L. Powell
Notary Public in and for the State of TEXAS
Glynda L. Powell

DW1009:24:das

My commission expires 8-11-89

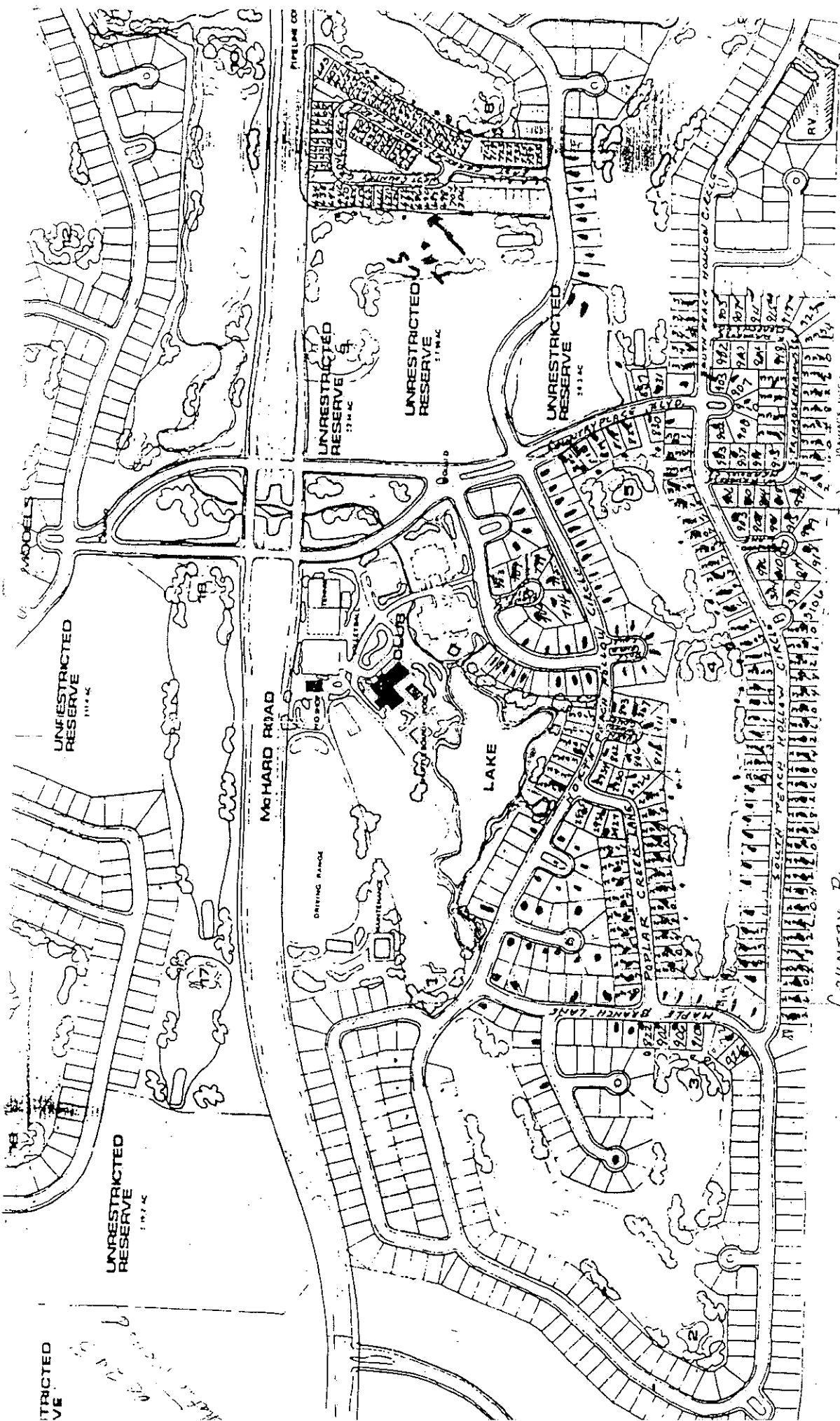
THE STATE OF TEXAS
COUNTY OF BRAZORIA
I, HOLLY BAILEY, Clerk of the County Court in and for Brazoria County, Texas, do hereby certify that this instrument was filed in the Public Record in the Volume and page of the OFFICIAL RECORD as indicated and stamped herein by me.



Holly Bailey
County Clerk

FILED FOR RECORD
JUN 28 1 51 PM '89

[Signature]



COUNTRY PLACE

UNRESTRICTED RESERVE

UNRESTRICTED RESERVE

UNRESTRICTED RESERVE 21.4 AC

UNRESTRICTED RESERVE 111.4 AC

UNRESTRICTED RESERVE 21.4 AC

UNRESTRICTED RESERVE 21.4 AC

UNRESTRICTED RESERVE 21.4 AC

McHARD ROAD

LAKE

DINING RANGE

MAINTENANCE

CLUBHOUSE

POSSIBLE

UNRESTRICTED RESERVE

UNRESTRICTED RESERVE

MAPLE BRANCH LANE

POPULAR CREEK LANE

SOUTH BEACH

SOUTH BEACH

SOUTH BEACH

SOUTH BEACH

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