

Holt & Young, P.C.

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11200 RICHMOND AVE., SUITE 450
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FAX: (713) 510-1001

January 15, 2010

Southdown Village Community Association, Inc.
c/o Graham Management Company
12000 Westheimer, Ste. 390
Houston, Texas 77077

Re: Southdown Village Community Association, Inc. / Architectural Guidelines

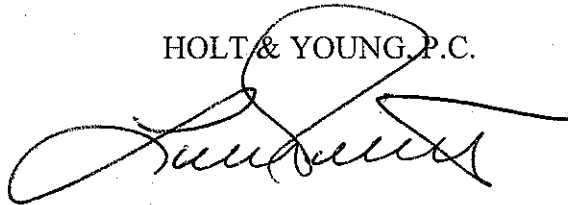
Dear Tracy,

Enclosed please find the requested Architectural Guidelines for the above referenced Association. This is the original document bearing the County Clerk's file stamp. Please keep this with the Association records. We will maintain a copy with our files and in case the Association ever needs one.

It has been a pleasure assisting you on this matter; should you have any questions or concerns please feel free to contact me directly.

Very Truly Yours,

HOLT & YOUNG, P.C.



Luke P. Tollett

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Enclosures

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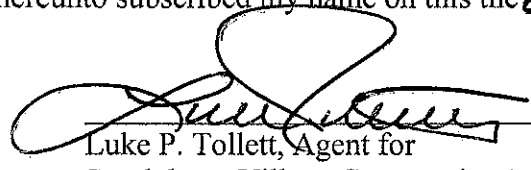
CERTIFICATION

STATE OF TEXAS §
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COUNTY OF HARRIS §

I, the undersigned, pursuant to §202.006 of the Texas Property Code, do hereby certify, as follows:

- (1) I am an Agent for Southdown Village Community Association, Inc. a Texas non-profit corporation;
- (2) An instrument titled "Architectural Guidelines", is attached hereto as Exhibit "A";
- (3) The property affected by the said "Architectural Guidelines" is described in Exhibit "B" attached hereto; and
- (4) The attached document is a true and correct copy of the original.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 30 day of December, 2009.



Luke P. Tollett, Agent for
Southdown Village Community Association, Inc.

102

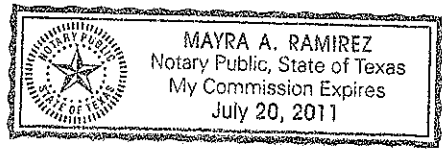
STATE OF TEXAS §
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COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on the day personally appeared Luke P. Tollett, Agent for the Southdown Village Community Association, Inc., and known by me to be the person whose name is subscribed to the foregoing document and being by me first duly sworn, declared that he is the person who signed the foregoing document in his representative capacity and that the statements contained therein are true and correct.

Given under my hand and seal of office this the 30 day of December, 2009.


NOTARY PUBLIC, STATE OF TEXAS

After recording return to:
HOLT & YOUNG, P.C.
11200 Richmond Ave., Suite 450
Houston, Texas 77082



Southdown Village Community Association

Architectural Guidelines

FILED FOR RECORD
8:00 AM

JAN -7 2010

Dorothy L. Johnson
County Clerk, Harris County, Texas

EXHIBIT "A"

Revised 2009

**ARCHITECTURAL GUIDELINES
FOR
COPPERFIELD SOUTHDOWN VILLAGE
SECTIONS ONE (1) THROUGH SEVEN (7)**

100

The Board of Directors (the "Board of Directors") of Southdown Village Community Association, Inc. ("the Association"), a Texas non-profit corporation and the Southdown Architectural Review Committee ("the "ARC") do hereby certify that at a joint meeting duly called and held the following resolutions and guidelines were unanimously made and adopted:

WHEREAS, the Association, acting through its Board of Directors, wishes to exercise the authority granted to it by the provisions of the Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to Copperfield, Southdown Village, Sections One (1) through Seven (7) ("Southdown"), to maintain the harmonious and architectural design of the subdivision in accordance with the provisions of the Declaration; and

WHEREAS, the Declaration created an Architectural Review Committee for the specific purpose of approving building, additions or improvements on any lot or commercial unit; and

WHEREAS, by virtue of certain provisions of the Declaration and certain assignments by Friendswood Development Company (the "Declarant"), the Association now holds all authority granted to the Architectural Review Committee; and

WHEREAS, the Declaration provides that no buildings, additions or improvements of any kind shall be erected or placed on any lot until the construction plans and specifications including, but not limited to, site layout, building location, building materials, colors and elevation, have been submitted to and approved in writing by the Association; and

WHEREAS, the Board of Directors and the ARC desire to establish procedures for the orderly review of construction plans and specifications, and the Board of Directors and the ARC desire to establish guidelines with respect to the type, size, quality and color of exterior additions and improvements on lots in South down, so that a harmonious exterior design within the subdivision is consistently maintained;

NOW, THEREFORE, the Board of Directors and the ARC hereby adopt the following procedures and guidelines relating to buildings, additions and improvements on lots in Southdown. These procedures and guidelines shall supplement the applicable restrictive covenants set forth in the Declaration:

OVERVIEW

The Board of Directors and the ARC have established these architectural guidelines in accordance with the authority granted to them by the provisions of the Declaration and grants made by Declarant. The guidelines are established to assure uniform and fair interpretation of the Declaration and of these guidelines. The guidelines are intended to provide all lot owners in Southdown with information relating to the type, color and quality and grade of materials which

may be used in the construction of various kinds of improvements and the size and locations of such improvements, and information relating to the procedure utilized by the Association with respect to applications for proposed improvements. These procedures and guidelines may be amended by the Board of Directors from time to time as it deems necessary and appropriate.

ARCHITECTURAL REVIEW PROCEDURES AND GUIDELINES

A. Application Procedure

1. Applications. All applications of approval to make any exterior changes, additions or improvements must be submitted to the ARC in writing by completing the application form currently in use by the ARC, a copy of which is attached hereto as Exhibit "A", or such form as may hereafter be adopted by the ARC. Plans and specifications for any exterior change, addition or improvement should be attached to the application. All applications, additional information, or requests for appeal shall be mailed or delivered to the office of the managing agent of the Association, not to members of the ARC or Board of Directors. The ARC reserves the right to request any additional information it deems necessary to properly evaluate any application. In the event that the ARC requests additional information, the application shall be considered incomplete until such information is submitted to the ARC and the thirty (30) day requirement for approval of the application, as described in the Declaration, shall not begin until such information is received. In the event that the ARC requests additional information and the information is not received within thirty (30) days from the date of the request, the application shall be denied. However, the applicant may thereafter submit a new application with the requested information to the ARC for its review.
2. ARC Decisions. ARC committee members shall consider each application for compliance with the restrictive covenants of the Declaration and with these guidelines. The decision of a majority of members to approve or disapprove an application shall be considered the decision of the ARC. ARC decisions shall be conveyed in writing by the managing agent of the Association to the applicant and shall include a statement of the conditions under which the application is approved, if any, or the primary reason(s) for disapproving the application. In accordance with the Declaration, any application that is not approved or disapproved within thirty (30) days of the date of its receipt shall be deemed to have been automatically approved provided, however, that (i) any such approval shall extend only to architectural guidelines and not to any of the use restrictions set forth in the Declaration and (ii) in no event shall non-action be deemed to constitute approval of an application for any change, addition, or improvement or any other item that would violate the restrictive covenants in the Declaration. Unless otherwise stated in the ARC's written response, all approved exterior changes, additions or improvements shall be completed within thirty (30) days of the date construction, installation or erection is commenced.
3. ARC Appeals. In the event that the ARC denies an application, the homeowner has the right to appeal to the ARC again with any new information they may have. If the application remains denied the homeowner may appeal to the Board of Directors. No appeal should be heard without ARC opinion.

4. Board of Directors. In the event that the appeal is denied by the ARC, the applicant may submit a written appeal to the Board of Directors. The Board of Directors shall review the appeal at one of its next two meetings following the date upon which the request for appeal is received and notify the applicant of the Board's decision. All decisions of the Board of Directors shall be final.
5. Status of Applications During Appeal. During the appeal period, the decision of the ARC on the original application shall remain in effect. Further, an appeal of a decision of the ARC shall not be considered a new application resulting in approval of the original application if a response to request for reconsideration is not submitted by the ARC or the Board of Directors within thirty (30) days of the date of its receipt.

B. General Guidelines

The ARC shall consider the following factors upon the review of each application for an exterior change, addition or improvement:

1. Size and dimension;
2. Color and harmony with existing structures and improvements;
3. Quality of materials;
4. Location (Note: The ARC may not grant permission to construct or place an improvement upon or across any utility easement; consent to encroach upon any utility easement must be obtained in writing from the owner of the easement; the ARC may grant permission to construct or place an improvement upon or across a drainage easement, provided that the ARC may revoke its consent if it determines that the improvement impedes or adversely affects drainage; in the event that the ARC revokes its consent, the homeowner shall bear the responsibility to remove the improvement at his sole cost and expense.);
5. Harmony and appeal of exterior design;
6. Quality of construction;
7. Elevation;
8. The provisions of applicable statutes, ordinances, building codes and covenants, conditions and restrictions.

Provided, however, that the approval of an application shall not be construed as a warranty or representation by the ARC that the change, addition or improvement, as proposed or as built, complies with any or all applicable statutes, ordinances or building codes, or as a warranty or representation by the ARC of the fitness, design or adequacy of the proposed construction.

C. Fence Guidelines

Any fence to be constructed on a Lot, whether an entirely new fence or a fence that is to replace an existing fence, requires the written approval of the ARC as to design, height, location, type and color of materials prior to the commencement of construction of the fence. The rear yard of each Lot in the Subdivision is required to be fully enclosed by an approved cedar fence. Wrought iron fences are not permitted as perimeter fencing.

1. Pickets. All fences situated parallel to the front lot line or parallel to a side street adjacent to a corner lot shall be constructed with the pickets on the outside so that no posts or rails are visible from the street in front of the lot or from the side. In order to

maintain a uniform public appearance, these pickets must be cedar and six (6') foot in height. A six (6') foot cedar picket with a six (6") inch beveled edge rot board will be allowed for a total height of 6'6" from natural ground. If adjoining to the neighbor's fence, the fences and rot boards must be aligned.

- a. All fences must have 6' tall, 5.5" wide, grade "A" cedar dog-ear pickets
- b. Rot boards must be 2 x 6" treated pine beveled edge rot board at its base
- c. All fences should have a minimum of two or a maximum of three 2 x 4" horizontal rails and 4 x 4 x 8' treated pine posts dug to a depth of at least 18" and cemented into the ground
- d. Adjoining fences should align with one another at the rot board
- e. Fences built upon hills or uneven ground should still align to adjoining rot boards and have either sod or an additional rot board fill in the gaps. If an additional rot board is used, it shall be a 2 x 6" treated pine beveled edge rot board cut to the specifications of the gap.
- f. Top caps (cap rails) are not permitted.

2. Gates. All gates shall be constructed with materials consistent with either the fence material or the house material.

Driveway Gates. A driveway gate is a gate that extends across the driveway on a Lot. A driveway gate must be black wrought iron and it must be located behind the front elevation of the residential dwelling. The driveway gate must open toward the rear of the Lot (i.e., away from the front property line). The height, location and spacing of the bars must be approved by the ARC.

3. Color.

a. Wood Fences. No portion of a wood fence on a lot which is visible from the street in front of the lot or, if a corner lot, the street adjacent to the side of the lot may be painted. Portions of a fence which are not visible from a street may be painted a color which would be permissible as the principal exterior color of the dwelling on a lot (in accordance with Section I, Painting, of these guidelines) provided that the color is harmonious with the existing colors of the other improvements on the lot. Wood fences may be stained in acceptable earthtone colors of brown. The ARC has established and shall maintain a chart depicting the acceptable earthtone colors and shades of earthtone colors for stains on wood fences. Each stain color sample submitted by a homeowner shall be compared to the colors and shades of colors set forth on the fence stain color chart to assure that each approved stain is harmonious with the color scheme established for the subdivision.

4. Chain link and wire fences are not permitted.

5. Breezeway fences. Breezeway fences are fences between the house and the garage. Breezeway fences may be any height but not exceed 6'6". Each breezeway fence shall be constructed of cedar wood, black wrought iron, or brick that matches the brick used on the residential dwelling. The height, location and spacing of the bars of all wrought iron fences must be approved by the ARC.

6. Setback Lines. Fences may not be constructed on a lot forward of any applicable setback line, unless approved in writing by the ARC.

7. Maintenance of Fences. All fences which are painted or stained shall be properly maintained to prevent cracking, chipping, fading or mildewing. Fences and gates must be kept in good repair with no missing or broken pickets. Deteriorating or warped pickets, rails, or bars must be repaired or replaced.

8. Attachments. No improvement or structure may be attached to a fence unless otherwise provided by these guidelines. No "lean-to's."

9. Existing Fence Removal. When a fence is replaced, all of the materials comprising the previously existing fence must be removed from the Subdivision along with all the trash created by the removal.

D. Pools

An application for the construction of a swimming pool, spa or jacuzzi must include a plot plan showing the proposed location of the swimming pool, spa or jacuzzi in relation to the property lines, building lines, existing structures and existing or proposed fences. The application shall also include a timetable for the construction of the pool, spa or jacuzzi. No swimming pool, spa or jacuzzi shall be approved unless the area in which the pool is to be located is either enclosed by a six foot (6') fence constructed of wood or of wrought iron with a maximum of three inches (3") between each bar or such a fence is proposed to be constructed in conjunction with the swimming pool. During construction, the pool area shall be enclosed with a temporary fence or barrier, unless a fence already exists. If a portion of an existing fence is removed during construction, a temporary fence or barrier must be erected to fully enclose the area in which construction is taking place. Further, no building materials shall be kept or stored in the street overnight. Excavated material shall either be used on site or immediately removed from the premises by the pool contractor. The construction of all swimming pools must be in compliance with the national electrical code and include the installation of a ground fault circuit interrupter. There shall be no surface discharge on the lot or to an adjacent property. No swimming pools may be enclosed with screens. No swimming pool, spa or jacuzzi shall be constructed in a manner to impede drainage on a lot or to cause water to flow on an adjacent lot. Drainage plan with elevation should be submitted with pool application.

E. Outbuildings

1. General Rules. Any type of building that exists on a lot which has a floor and/or walls and/or a permanent roof, but is not attached to the residential dwelling or to a detached garage on the lot, shall be considered an outbuilding. Gazebos and children's play structures, as hereinafter defined, are subject to separate requirements as set forth in subparagraphs E.2 and E.3, respectively. Only one (1) outbuilding not exceeding ten feet (10') in length, ten feet (10') in width and eight feet (8') in height shall be permitted on a lot. The standard type, quality and color of the materials used in the construction of the outbuilding shall be harmonious with those of the main residence on the lot. No exterior portion of an outbuilding shall be made of metal, with the exception of the roof if the proposed roofing material conforms to the provisions relating to roofing materials set forth in Article V, Section 18, of the Declaration and Section J of these guidelines and is otherwise compatible with the color and type of materials used in the construction of the remainder of the

outbuilding. An outbuilding shall be located in the rear portion of the lot, but may not be located on the rear utility easement unless the outbuilding is moveable. Outbuilding locations must also conform to the building front and side setback restrictions. No outbuilding may be located on a lot such that it impedes drainage from the lot or causes water to flow onto an adjacent lot. Further, if an outbuilding is to be constructed on a lot, the lot must be enclosed by a six foot (6') fence, or such fence must also be proposed concurrent with the application for approval to construct the outbuilding. A fence approved in conjunction with an application to construct an outbuilding must be completed within thirty (30) days of the date that the outbuilding construction begins.

2. Gazebos. For the purposes hereof, a gazebo shall be defined as a free standing, open framed structure with lattice—type walls, whose purpose should not be for any type of storage. These typically are circular or octagonal shaped structures. There are two approved types of gazebos:
 - a. Conical shaped (peaked) roofed gazebos. These gazebos cannot exceed twelve feet (12') in height (height measured from the ground) and the horizontal supports cannot exceed eight feet (8'), from the deck level.
 - b. Flat lattice (arbor type) roofed gazebos. These cannot exceed ten feet (10') in height (height measured from the ground) and the horizontal supports cannot exceed eight feet (8') in height from the deck level.

For both structures, the footprint area is limited to one hundred (100) square feet (typically 10' by 10'). All gazebos must have a permanent roof with materials as set forth in Article V, Section 18, of the Declaration and Section J of these Guidelines. The materials used in construction of the gazebo shall be harmonious with the standard, type, quality and color used in the construction of the main residence on the lot. Louvered or trellis style gazebo roofs may be allowed as long as the quality of materials is approved. Pressure treated wood may be stained, painted or covered by shingles. Water and electricity may be permitted upon approval and according to the national electrical code. All pipes and cables must be underground. Gazebos must be located a minimum of six feet (6') from all rear and side property lines. Further, if a gazebo is to be constructed on a lot, the rear portion of the lot must be enclosed within a six foot (6') fence or such a fence must be proposed in conjunction with the application for approval to construct the gazebo. A fence approved in conjunction with an application for approval to construct a gazebo must be completed within thirty (30) days of the date that the gazebo is constructed or erected. No gazebo shall impede drainage on the lot or cause water to flow onto an adjacent lot.

3. Children's Play Structures. Stand alone play structures are allowed. Location and structure must be approved by ARC. For the purposes hereof, a children's play structure shall mean any type of children's swingsets, play sets, climbing structure, slides, or raised play sets. A maximum of two (2) children's play structures are allowed on a residential lot.

Total height from natural ground to the highest point on structure cannot exceed 12 feet (12'). Standing platforms are not to exceed six feet (6').

Windssocks or streamers attached to the structure will not be permitted. Play structures must be located behind the front and/or side building setback lines of the dwelling or garage. Play structures will only be allowed if the rear and/or side of the lot is enclosed with a six-foot (6') fence. No play structure may be located closer than six feet (6') to any property line. Additionally, any play structure above eight feet (8') in height must be located at least ten feet (10') from the property line if the adjoining lot is a residential lot. No play structure shall be approved for construction on utility easements, or may impede the drainage on the lot or cause water to flow to an adjacent lot. Play structures must be maintained in a state of good repair.

- a. Tarp color guidelines: Tarpaulin covers will only be allowed in solid colors of earhtone, blue or green. Red, orange, yellow, purple and fluorescent shades of any color will not be permitted. Numbers, letters, symbols or other stencils will not be allowed on tarpaulin covers.

F. Patio Covers

The standard, type, quality and color of the materials used in the construction of a patio cover must be harmonious with the standard, type, quality and color of the materials used in the construction of the main residence; provided, however, that corrugated roofs for patio covers shall not be permitted under any circumstances. Roofing materials on patio covers shall conform to the provisions relating to roofing materials set forth in Article V, Section 18 of the Declaration and Section J of these guidelines.

G. Patio Enclosures

A "patio enclosure" is any patio cover which has exterior walls and/or screens (other than "sun rooms" as defined in these Guidelines). All structural components of patio enclosures, including roofing materials, shall be subject to the Guidelines set forth herein for "patio covers." This section describes additional requirements for walls, screens and frames used to enclose a covered patio or deck.

The standard type, quality and color of the materials used in the construction of a patio enclosure must be harmonious with the standard type, quality and color of the materials used in the construction of the main residence. Exterior walls of a patio enclosure shall be constructed of brick or siding which is of the same type, quality and color as those of the main dwelling on the lot. Aluminum siding is not allowed. No visible part of the enclosure may be made of metal other than the screens, frames and storm doors. Patio enclosure screens must be the same color as existing window screens on the main dwelling and must have adequate cross-member support to avoid sagging. The exterior color of doors, sills, beams, frames or other visible supports must match the exterior colors of the main dwelling or the color of existing window frames.

H. Decks

All decks must be approved by the ARC with respect to location and the standard, type, color and quality of the materials used in construction. Appropriate fences may be required by the ARC if any portion of a proposed deck would otherwise be visible from the street or an adjacent lot. No deck shall impede drainage on the lot or cause water to flow on an adjacent lot. No deck other than

a second level balcony attached to the main residence shall be constructed more than three feet (3') above the ground.

I. Exterior Lighting

1. Changes to Existing Lighting. Outside lighting which was installed at the time of original construction or which was installed after original construction with the approval of the ARC may be replaced with a new fixture provided that the wattage of the new fixture does not exceed the wattage of the existing fixture or 150 watts, whichever is greater. Existing gas lighting may be converted to an electric incandescent bulb provided that (a) the incandescent bulb is a clear glass type, (b) the wattage of the bulb does not exceed 100 watts, and (c) the lighting color is white.
2. New Lighting.
 - a. Security Lighting. Security lighting shall be permitted with the ARC's approval so long as the total wattage for all security lights does not exceed 300 watts. All security lighting shall be mounted behind the back plane of the house. No pole mounted security lights (including sodium vapor and mercury vapor) shall be permitted. No security light fixture shall be allowed above the first story eaves of the house or garage. Exceptions to mounting security lighting behind the back plane of the house and/or allowing security lighting above the eaves of the house or garage may be granted by the ARC if the design and location of the house and/or garage on a lot warrant an exception. No more than one (1) mercury vapor light of not more than 150 watts shall be permitted on any lot unless a cul-de-sac or corner lot. Sodium vapor lights are permissible provided that each sodium vapor light does not exceed 70 watts.
 - b. Landscape Lighting. Exterior landscape lighting shall be permitted with the ARC's approval so long as the lighting is located within flowerbeds, shrubs and/or trees. Pole mounted landscape and/or decorative lighting shall also be permitted with ARC approval so long as (i) the pole does not extend more than seven feet (7') above the ground, (ii) the light fixture is not situated more than six feet (6') above the ground, and (iii) the light is neither sodium vapor nor mercury vapor.
 - c. Gas Lights. Two (2) gaslights per lot shall be permitted with the ARC'S approval; provided that the gas lighting color is white.
 - d. Annoyances. All new lighting which is approved by the ARC shall be subject to a ninety (90) day trial period to assure that the lighting is not objectionable to surrounding residents. The ninety (90) day period shall commence on the date of the ARC's written approval of the lighting if, at the end of the ninety (90) day period, the ARC determines that the lighting is not unreasonably offensive or an annoyance to surrounding residents, the ARC's approval shall be final; otherwise, the lighting shall be removed or modified in accordance with the decision of the ARC.

J. Painting

At least two (2) color samples or "paint chips" of the proposed exterior color of any new addition or improvement must be attached to each application submitted to the ARC. Further, the existing color of the main body of a house, garage or other improvement on a lot, as well as any trim or accent color shall not be changed without first submitting an application with at least two (2) color samples or paint chips to the ARC and receiving its written approval. The ARC has established and shall maintain a chart depicting the acceptable earthtone colors and shades of earthtone colors for

the exteriors of homes and other improvements on lots within the subdivision. Each color sample or paint chip shall be compared to the colors and shades of colors set forth on the color chart to assure that each approved color is harmonious with the color scheme established for the subdivision. Each exterior color must not only be an earthtone, but also an acceptable shade of an earthtone color. As used in these guidelines, "earth tone" shall mean acceptable shades of beige, brown, gray and white as shown on the ARC's color chart. The following additional guidelines shall also apply:

1. Principal Colors of Dwellings. The principal color of the dwelling and garage situated on a lot, including the garage door, must be a muted earthtone. Garage door must be either the same color as the main body of the house or trim.
2. Trim. Soffit, fascia board and window and door trim must also be an earthtone color; however, the shades of trim color may be deeper than the principal color of the dwelling or garage. When rain gutters are painted, their color must match the color of the fascia board trim. When "maintenance free" gutters are installed or replaced, their colors must match (as closely as possible) the fascia board trim or previously approved existing gutters.
3. Accents. Shutters, window hoods, the side panels of doors and windows and the exterior surfaces of doors may be painted any acceptable earthtone color, including trim colors and certain acceptable shades of dark green, black, blue—gray, rust or dark blue. Window hoods, defined here as the protruding metal capping located over bay style windows, may also be painted in a copper-tone metallic based paint.
4. Victorian Homes. The principal color of a Victorian home may be any acceptable earthtone or acceptable pastel shades of yellow, blue or green.

K. Roofing Materials and Additions

1. Materials. A sample of the proposed shingle to be placed on any existing roof or any new improvement must be attached to each application submitted to the ARC. The ARC has established and shall maintain a chart depicting the acceptable type, quality and color of roofing materials for homes and other improvements within the subdivision. Each shingle shall be compared to the samples set forth on the roofing materials chart to assure that each approved shingle is an acceptable type and quality and that its color is harmonious with the color scheme established for the subdivision. The color of each roofing material must not only be an earthtone, but also an acceptable shade of an earthtone color. Fiberglass or composition asphalt shingles shall be limited to the following types and grades unless otherwise approved in writing by the ARC:
 - a. Minimum 300 lb. per square, 30 year warranty;
 - (i) Elk "Prestique" approximately 320 lb. per square, in the Weatherwood, Hickory or Barkwood colors.
 - (ii) GAF "Timberline" approximately 300 lb. per square, in the Weather Blend, Weathered Wood -Blend, or Burnt Sienna Blend colors, 30 year warranty.
 - (iii) Genstar "Architect 80", approximately 300 lb. per square, in the Barnwood or Driftwood colors, 30 year warranty.
 - (iv) Owens Corning Oakridge in acceptable colors, 30 year warranty.
 - (v) Such other type of fiberglass or composition shingle of equal or superior quality as may be approved in writing by the ARC.
 - (vi) TAMKO "Heritage series" 30 and 40 year warranty, allowed in Oxford Grey, Weathered Wood, Natural Timber, Rustic Black, Rustic Slate, Autumn Brown, and Thunderstorm Grey colors.

- (vii) GAF "Timberline", 25, 30 and 40 year, Heather Blend, Mission Brown Blend, Burnt Sienna Blend, and Weathered Wood colors.
- (viii) CERTAINTEED "Landmark" 30 and 40 year, Weathered Wood, Georgetown Gray, Driftwood colors.
- (ix) OWENS CORNING "Oakridge", 30 and 40 year, Teak, Brownwood, Driftwood, and Estate Gray colors
- (x) ELK "Prestique" High definition, 40 year, Weathered Wood, Hickory, or Barkwood colors. "Capstone 40" roofing in Fossil Grey color. "Gallery Collection 40" in Weathered Sage color.

b. Minimum 220 lb. per square, 20 year warranty:

- (i) Elk "Prestique II", approximately 240 lb. per square, in the Weatherwood, Hickory or Barkwood colors, 25 year warranty.
- (ii) Elk Fiberglass "Sunseal", approximately 225 lb. per square, in the Chestnut, Bark Blend, Weathered Blend or Sable Blend colors, 25 year warranty.
- (iii) Genstar "Fiberscreen Brigade", approximately 220 lb. per square, in the Weather Blend or Barnwood colors, 20 year warranty.
- (iv) Georgia Pacific "Valiant Fiberglass", approximately 235 lb. per square, in the Weatherwood color, 30 year warranty.
- (v) Owens Corning Oakridge II in acceptable colors, 25 year warranty.
- (vi) Such other type of fiberglass or composition shingle of equal or superior quality as may be approved in writing by the ARC.
- (vii) TAMKO "Heritage series", 25 year, allowed in Oxford Grey, Rustic Hickory, Weathered Wood, Natural Timber , Autumn Brown , and Thunderstorm Grey colors.
- (viii) OWENS CORNING "Oakridge 25", Brownwood., Driftwood, and Teak colors.
- (ix) CERTAINTEED "Firescreen", 20 year, Barnwood, and Weathered Wood colors.

c. Felt for all composition roofs must have a weight of at least 30 lbs.

d. Neither aluminum nor reflective roofing material is acceptable. Wooden roof shingles and commercial metal roofs are not allowed.

e. Colors not allowed are:

Black, including those colors that are very dark gray or Sable.

Slate Colors, as these are too green or blue.

Very light color roofing shingles such as light gray, white and light beige or tan.

2. Roofing Additions. No skylights, solar panels or similar types of additions shall be permitted on the front of the roof ridge line and/or gable of a structure.

L. Miscellaneous

1. Birdhouses. Birdhouses shall be permitted subject to the prior approval of the ARC and the following:

a. A birdhouse shall not be visible from the street in front of the lot;

b. No birdhouse shall be larger than two feet (2') in width, two feet (2') in length and two feet (2') in height;

c. No more than two (2) birdhouses shall be permitted on a lot;

- d. No birdhouse shall be situated higher than ten feet (10') above the ground;
 - e. The materials used in the construction of each birdhouse and the color of each birdhouse must be harmonious with the home and other improvements on the lot.
2. Awnings. Awnings which are visible from the street in front of the lot shall not be permitted. Awnings on the rear portion of a lot must be approved by the ARC. Color and materials are subject to approval by the ARC.
 3. Satellite Dish Antennae. Satellite dish antennae may be approved by the ARC only if the following minimum requirements are met:
 - a. Each satellite dish antenna shall be situated in the back portion of the lot so that it is not visible from any point in the street in front of the lot or, if a corner lot, any point in the side street. The rear portion of the lot must be enclosed with a six foot (6') fence or such a fence must be proposed in conjunction with the application for approval to erect the satellite dish antenna.
 - b. No portion of a satellite dish antenna may extend more than eight feet (8') above the ground at any time.
 - c. No portion of a satellite dish antenna may be situated upon an easement.
 - d. The color of a satellite dish antenna shall be harmonious with the color of the house and improvements on the lot. As a condition of approval, the ARC may require additional screening through landscaping. No cable or wiring shall be visible from the street in front of the lot or any side street.
 - e. These guidelines pertain to all dishes more than one meter (39 inches) in diameter. The ARC may at its discretion deny the application for unusually large satellite dishes.All regular television antennas and satellite dish antennas one meter or less in diameter or diagonal measurement are encouraged to be located in the rear of the lot and/or house, to be below the roof ridge and to be screened from public view.
 4. Sunrooms. A sunroom is any room with glass-enclosed walls or a glass ceiling. The ARC may reject any application to construct a sunroom on a lot on the basis of its overall design and conformity with existing structures regardless of whether or not the proposed sunroom complies with the technical specifications set forth below.
 - a. Applications must be accompanied by a detailed scale drawing or blueprint showing the three dimensional relationship of the sunroom to the existing structure. Applications must also include a plot plan showing the location' of the sunroom in relation to all lot boundary lines, the residence, the easements and the building setback lines. Applications must also include a detailed material list and include the name, address, and business phone number of the contractor or installer.
 - b. A sunroom may be added to the rear of the residence only. Applications for sunrooms on cul-de-sac lots and corner lots where the rear of the house faces a street or other community property will be considered on a case-by-case basis.
 - c. Supporting structural members must be of a color and shade similar to and harmonious with the exterior color of the residence. Glass may be tinted in a shade compatible with the exterior of the residence. No metallic or direct reflecting style shading/tinting of the glass will be permitted. Applicants may be required to submit actual samples of the glass with the proposed shading/tinting material applied for approval.
 - d. The floor of the sunroom must be of reinforced concrete slab construction with 3" minimum thickness. No other flooring material will be permitted.

- e. Only safety glass will be permitted for the panes. No fiberglass, Plexiglas, plastic, acrylic, mesh, or other materials will be allowed. Safety glass must be a minimum 3/16" thick if tempered glass or a minimum 1/4" thick if laminated glass. Maximum width of glass between support trusses will be 36" measured center-to-center.
 - f. Support trusses (glazing bars) must be constructed of aluminum or aluminum alloys with electrostatically applied coloring/paint. No natural aluminum oxidation coloring will be allowed. No wood, composite, steel, fiberglass, or plastic trusses will be allowed. Trusses must be of structural box or I-beam construction. Round, oval, or "T" shaped trusses will not be allowed.
 - g. The roof of a sunroom must have a minimum pitch of 1" per 12" of projection. The sunroom may not project more than 20' measured from the rear facing plane of the residence. The sunroom may not project beyond either side-facing plane of the residence. A sunroom may not encroach on any existing setbacks or easements.
 - h. Sunrooms are only permitted as ground structures. The maximum height of the roof, measured from the concrete floor, may not exceed either 12' or the height of the eaves of the wall that the sunroom projects from, whichever is lower. If ceiling lighting is installed, it should be downward—directed, focused, low-wattage track lighting.
 - i. Any electrical plug outlet installed within the trusses/glazing supports must be of the UL approved Ground Fault Interrupt (GFI) type.
 - j. Sunrooms may not have turbine—type or forced fan roof ventilators installed. Natural draft/convection flow panels that open may be installed. Panels that open may not exceed 36" x 36" in size and must be at least 36" in any direction away from adjoining opening panels.
 - k. Sunrooms may not have exposed air conditioning or heating ductwork installed within or to them.
 - l. Window coverings are not required. However, only interior coverings will be permitted; there shall be no exterior covering of the sunroom glass allowed. The side of the window covering facing the exterior must be a neutral, earth-tone color, which must also blend with the exterior color of the home. If there are coverings on any one window, then all windows must be covered and with the exact same treatment. Color and material samples may be required to be submitted for approval, at the discretion of the ARC.
5. Mailboxes. Mailboxes must be approved by the ARC with respect to size, type and quality of materials and harmony of design and color with existing structures. All mailboxes must also comply with all applicable U.S. Postal regulations or restrictions.
6. Security Signs. Security signs shall be permitted subject to the prior approval of the Architectural Review Committee and the following:
- a. Only one (1) sign shall be displayed within view from the street.
 - b. The sign shall be no larger than eight (8) inches by ten (10) inches and no higher than eighteen (18) inches from the ground.
 - c. The sign shall be positioned within six (6) feet of the front wall of the house.
 - d. The sign shall be of good quality issued by an alarm company and must be maintained properly.

- e. The sign must be placed in the garden or shrubbery area and not in the middle of the yard.
7. Air Conditioners. Air conditioner/heating/fan window units are not allowed above the fence level (6') and may not be visible from any street.
8. Lawn Ornaments and Fixtures.
Front and side yard ornaments are limited to the following:
- a. No more than two large ornaments of any sort will be allowed. This may be two birdbaths, two topiaries, one bench and one birdbath, etc.
 - b. All ornaments and fixtures must be set in the flower beds and must not obstruct any intersection view. Benches may be placed on the lawn but not within 10 feet of the curb.
 - c. No ornament is to exceed any dimension of 42 inches, height measured from the ground. Only the length of benches may exceed 42 inches.
 - d. All ornaments must be securely affixed to the ground.
 - e. Signs are not considered ornaments or fixtures and are covered separately under the Deed Restriction covenants Sect. 14.
 - f. Topiaries are defined as wire-wrapped or molded plant mediums used for surface growing plants. The shaped growing medium assists the plants in growing into ornamental forms such as various animal shapes.
 - g. Ornaments must have ARC approval; this includes color. Banners and signs on ornaments are not allowed. Electric ornaments are not allowed.
 - h. Lawn ornaments and fixtures must be maintained in such a fashion as to not detract from the neighborhood.

Backyard ornaments:

No backyard ornament may be visible from any street and/or exceed the height of the fence. The exception to this is table umbrellas which are seasonal and may not exceed the height of eight feet.

Seasonal Decorations:

Seasonal decorations are permitted with the following limitations:

- a. Christmas decorations may be placed from Thanksgiving weekend to February 1st.
 - b. Decorations for other major holidays are permitted for three weekends proceeding and two weekends after the holiday.
9. Trees.
Trees may not be removed without prior ARC approval, except to remove dead or diseased trees. Trees of similar nature and of reasonable size are to replace removed trees. When tree removal is required for the construction of the improvement, it must be disclosed in the application for that particular improvement. When trees are removed for any reason, the homeowner must also remove the remaining stump and fill any resulting hole.

A minimum of 2 trees will remain in the front yard of any residential lot, unless otherwise approved by the ARC/Board.

10. County ordinances provide that pets must be on a leash and under control when outside the home or fenced yard. If you have dogs, please do not allow them to bark excessively as this can be disturbing to neighbors.
11. Cars parked in the street are discouraged because of the danger to children. Cars parked more than 48 hours at a time are in violation of the restrictions and may be subject to tow away.
12. Storage sheds must be ARC approved prior to their installation. There are specific types that are approved/disapproved. The metal type is not allowed.
13. Garage sales are prohibited.

M. Basketball Goals.

1. Basketball goals should be mounted either:
 - (a) on the garage wall or roof with the backboard parallel to the automobile entrance,
 - (b) on the garage-to-house breezeway cover or
 - (c) on a rigid steel or aluminum pole. Wooden poles shall not be permitted.
2. The backboard material must be fiberglass, graphite, approved resin-type material or safety glass. The color must be clear (safety glass), white or gray with the exception of the manufacturer's outline markings. The rim must be of heavy gauge steel and white, black or orange in color.
3. The net must be a white nylon, unless otherwise approved by the ARC.
4. The backboard supports must be firmly attached to the structure. Mounting supports may be of wood, steel, or aluminum and must be painted an acceptable color as outlined in Section I, Painting, of these guidelines or to match the color of the roof. Treated wood may remain unpainted.
5. Poles are to be painted black or white or have a weather-resistant black or white finish.
6. All poles nets and goals must be maintained in an attractive and rust-free condition.
7. Pole mounted basketball goals installed on a portable or other non-permanent base must adhere to all the requirements for permanent, pole-mounted goals, including type, color, quality, materials, height and location. This type of goal shall be referred to as a portable goal.
8. All goals must be a minimum of ten (10') feet behind the front building line of the dwelling on the lot that extends from the front of the house or garage parallel to the street. If the front/side building line is defined by the garage, then the goal must be at least twenty (20') feet from the curb, or 10 feet behind the building line. A pole mounted goal must not be within ten (10') feet of the adjoining neighbor's amenities (air conditioning unit, shrubbery, gas meter, etc.) unless properly protected (i.e., by fence or shrubbery). No pole mounted goals will be allowed along the neighbor's adjoining side of a driveway if a neighbor's first story house window(s) are exposed. At no time may a portable goal obstruct a sidewalk, street or other common area. Unattended goals located in these common areas may be removed and disposed of by the County or by the Association without any notice or compensation to the owner of the goal.
9. No more than one goal will be permitted per lot.
10. If lighting is provided for the basketball area, it must comply with existing security lighting guidelines.

11. A good neighbor policy concerning light, noise and disturbing the peace must be followed or the goal must be removed.

12. An application for approval to erect a basketball goal must include either a plot plan with a drawn location of the proposed site (with measurements clearly shown), its relationship to adjoining property including location of neighbor's amenities, whether there are shrubs or a fence, size, color and type of goal. If mounted, what type of materials will be used.

N. Garage Conversions.

1. An originally constructed garage may be converted into a family room only if a replacement garage capable of storing not less than two (2) vehicles is constructed on the lot. The replacement garage, as well as any exterior changes to an originally constructed garage, must be approved in writing by the ARC. Unless otherwise approved by the ARC, each garage, whether used for the storage of vehicles or not, must maintain the outward appearance of a garage.

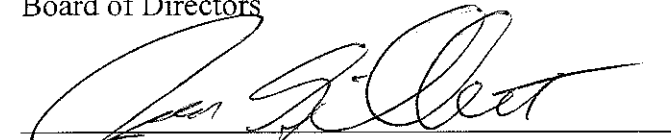
2. Garages and additions:

- a. A garage may have a second story addition with the following conditions and with written ARC approval.
- b. The ARC will take into consideration these deed restrictions, guidelines, the size, location, the material and design of the proposed addition. Proximity to the neighbors and infringement of their privacy will also be considered.
- c. A one story house may not have a two story garage. The garage may be two stories only if the home is two stories. The maximum height is not to exceed the height of the main residence.
- d. All materials for construction (i.e. roof, siding, paint, etc.) must match the residence and be approved by the ARC.
- e. Structure is not to be used for rental or business purposes. We are a neighborhood of single (one) family dwellings.
- f. Window air conditioning or heating or fan units are not allowed.
- g. Stairs may not be visible from the front street and are encouraged to be placed in the interior of the structure. If outside, they must be painted or stained and cannot extend past the back of the garage.
- h. All other deed restrictions and building codes must apply. Additions must be tied into the main support beams and not superficially attached.
- i. No setback lines, building lines, easements, etc. may be infringed upon.
- j. To ensure neighbor privacy, no second story windows will be allowed that will look down into the neighbor's lot.
- k. No addition may be located closer than ten feet (10') from the rear property line or if there is an easement, setback or building lot present, no closer than ten feet (10') to said line. No side extensions may be closer than five feet (5') from the side property or building/easement/setback line. If the original garage is only three feet (3') from the side property line, the garage may be raised (if all other restrictions are met), but must adhere to the five foot restriction stated above.
- l. The height of any garage addition cannot exceed the height of the existing garage.
- m. The ground floor square footage area of a garage cannot increase by more than 50% of its original size.

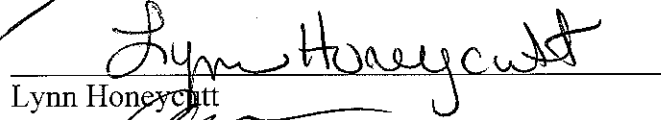
m. Additions approved before the current guidelines will stand as approved; all future additions must follow these guidelines.

Approved this 18th day of November, 2009, by:

Board of Directors



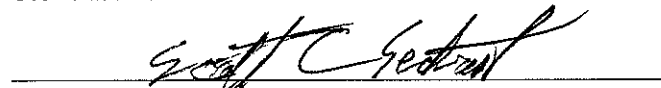
Jim Gillette



Lynn Honeycutt

Charles Bumpass

Steve Hatcher



Scott Sechrist

0260-72-0020

Exhibit "B"

The property affected by the said "Bylaws of Southdown Village Community Association, Inc." is described as, to wit:

Copperfield Southdown Village, Section 1, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 288, Page 84, of the Map Records of Harris County, Texas;

Copperfield Southdown Village, Section 2, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 315, Page 133 of the Map Records of Harris County, Texas;

Copperfield Southdown Village, Section 3, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 320, Page 20 of the Map Records of Harris County, Texas;

Copperfield Southdown Village, Section 4, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 320, Page 142 of the Map Records of Harris County, Texas;

Copperfield Southdown Village, Section 5, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 338, Page 122 of the Map Records of Harris County, Texas;

Copperfield Southdown Village, Section 6, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 341, Page 59 of the Map Records of Harris County, Texas;

Copperfield Southdown Village, Section 7, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 342, Page 98 of the Map Records of Harris County, Texas;

Copperfield Southdown Village, Section 8, an addition in Harris County, Texas, according to the map or plat thereof recorded under Volume 344, Page 84 of the Map Records of Harris County, Texas;

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 blackouts, additions and changes were present at the time the instrument was filed and recorded.

Exhibit "B"

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.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number hereon on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

JAN - 7 2010



Dorely L. Kaufman

COUNTY CLERK
HARRIS COUNTY, TEXAS

11-0363-79-00021