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FIRST AMENDED SUPPLEMENTAL DECLARATION TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR WOODWIND LAKES, SECTION FOUR (4)

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This Supplemental Declaration is executed this 15th day of MARCH, 1996, by WOODWIND LAKES PARTNERS #4, LTD., a Texas Limited Partnership, acting herein by and through its Sole General Partner, MAPANI, INC., a Texas Corporation, acting herein by and through its duly authorized officers (hereafter called "Declarant").

W I T N E S S E T H:

WHEREAS, WOODWIND LAKES PARTNERSHIP, a Texas Joint Venture, acting therein by and through its duly authorized Managing Venturer, ACTINGTON COMPANY, a Texas Corporation, acting therein by and through its duly authorized officers (hereafter called "Former Declarant") heretofore caused to be filed for record documents called Declaration of Covenants, Conditions and Restrictions for WOODWIND LAKES, SECTION ONE (1), by instrument dated May 20, 1992 filed for record under Harris County Clerk's File No. N-679732 and refiled under Harris County Clerk's File No. P-768531 (hereafter called the "Declaration"), covering the following described property, to-wit:

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All of WOODWIND LAKES, SECTION ONE (1), an Addition in Harris County, Texas, according to the map or plat thereof, recorded under Film Code No. 352087 of the Map Records of Harris County, Texas, and

WHEREAS, subsequent thereto Former Declarant and WEEKLEY HOMES, INC., a Delaware Corporation, and CENTENNIAL HOMES, INC., a Texas Corporation (hereafter collectively called "Owners"), caused to be filed for record by instrument duly filed of record in the Office of the County Clerk of Harris County, Texas, a Supplemental Declaration whereby Former Declarant annexed and made the following described property subject to and thereafter to be governed by the above described Restrictive Covenants, such annexed property being described as follows, to-wit:

All of WOODWIND LAKES, SECTION TWO (2), an Addition in Harris County, Texas, according to the map or plat thereof, recorded under Film Code No. 357131 of the Map Records of Harris County, Texas; and

507-40-0741.

WHEREAS, by instrument styled Assignment of Right to Annex Additional Property, Former Declarant assigned to WOODWIND LAKES PARTNERS #3, LTD., a Texas Limited Partnership, the right to annex and make subject to the above described Restrictive Covenants the following described property, to-wit:

All of WOODWIND LAKES, SECTION THREE (3), an Addition in Harris County, Texas, according to the map or plat thereof, recorded under Film Code No. 365074 of the Map Records of Harris County, Texas; and

WHEREAS, subsequent thereto WOODWIND LAKES PARTNERS #3, LTD., a Texas Limited Partnership, caused to be filed for record by instrument duly filed of record in the Office of the County Clerk of Harris County, Texas, a Supplemental Declaration whereby WOODWIND LAKES PARTNERS #3, LTD., a Texas Limited Partnership, annexed and made the last above described property subject to and thereafter to be governed by the above described Restrictive Covenants; and

WHEREAS, by instrument styled Assignment of Right to Annex Additional Property heretofore executed, Former Declarant assigned to Declarant the right to annex and make subject to the above described Restrictive Covenants the following described property, to-wit:

All of WOODWIND LAKES, SECTION FOUR (4), an Addition in Harris County, Texas, according to the map or plat thereof, recorded under Film Code No. 371011 of the Map Records of Harris County, Texas; and

WHEREAS, such Declaration and the Assignment heretofore executed authorize Declarant to annex additional property and subject such annexed property to the provisions of the Declaration; and

WHEREAS, Declarant is the owner of the following described property, to-wit:

All of WOODWIND LAKES, SECTION FOUR (4), an Addition in Harris County, Texas, according to the map or plat thereof, recorded under Film Code No. 371011 of the Map Records of Harris County, Texas, and

WHEREAS, pursuant to Article XI of the Declaration, Declarant annexed the last above described property and subjected it to the

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provisions of the Declaration and to the jurisdiction of the ASSOCIATION OF WOODWIND LAKES HOMEOWNERS, INC., a Texas Non-Profit Corporation, by instrument filed for record under Harris County Clerk's File No. R-622640; and

WHEREAS, Declarant desires to further amend the Declaration filed for record under Harris County Clerk's File No. N-679732 and refiled under Harris County Clerk's File No. P-768531 as supplemented by instrument filed for record under Harris County Clerk's File No. R-622640 in order to change certain provisions thereof solely with respect to WOODWIND LAKES, SECTION FOUR (4), and to add new and additional provisions which likewise will apply only to WOODWIND LAKES, SECTION FOUR (4); and

WHEREAS, WEEKLEY HOMES, INC., a Delaware Corporation, is the owner of certain lots within WOODWIND LAKES, SECTION FOUR (4) and desires to join in the execution of this First Amended Supplemental Declaration To Declaration of Covenants, Conditions and Restrictions for Woodwind Lakes, Section Four (4) and by execution hereof agrees to be bound hereby.

WHEREAS, GREGORY J. HOLUB is the owner of a lot within WOODWIND LAKES, SECTION FOUR (4) and desires to join in the execution of this First Amended Supplemental Declaration To Declaration of Covenants, Conditions and Restrictions for Woodwind Lakes, Section Four (4) and by execution hereof agrees to be bound hereby.

NOW, THEREFORE, the undersigned Declarant hereby declares as follows (which Declarations hereafter stated shall apply only to WOODWIND LAKES, SECTION FOUR (4):

1. The first sentence of Article I, Section 5 of Declaration of Covenants, Conditions and Restrictions for WOODWIND LAKES, SECTION ONE (1) filed for record under Harris County Clerk's File No. N-679732 and refiled under Harris County Clerk's File No. P-768531 is hereby deleted in its entirety and in its place is inserted the following:

"Common Properties" shall mean and refer to all those areas of land within the properties except the platted Lots and Restricted Reserve "C", together with such other land as the Association may, at any time or from time to time, acquire by purchase or otherwise, subject, however, to the easements, limitations, restrictions,

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dedications and reservations applicable thereto by virtue hereof and/or by virtue of the Plats, and/or by virtue of prior grants or dedications by Declarant or Declarant's predecessors in title.

2. There is hereby created a new Article III, Section 12 as follows, to-wit:

Notwithstanding the provisions of this Article III, all Lots in WOODWIND LAKES, SECTION FOUR (4) shall be subject to the same assessments, both regular and special, as may now or hereafter exist for WOODWIND LAKES, SECTIONS ONE (1), TWO (2) and THREE (3), and will likewise be subject to the other terms and conditions contained in this Article III, but in addition thereto, all Lots in WOODWIND LAKES, SECTION FOUR (4) shall be subject to an additional regular assessment in the initial amount of \$50.00 per Lot per year, such additional assessment to be set aside by the Association solely for the purpose of repair, replacement and/or maintenance of the private streets which are located within public utility easements (as long as such streets remain private) and the gated areas which are exclusive to WOODWIND LAKES, SECTION FOUR (4). Said additional regular assessment is subject to change by the Board based on anticipated costs of covered items divided by the number of lots in WOODWIND LAKES, SECTION FOUR (4). Such funds shall be segregated by the Association from the regular assessments for all Sections of WOODWIND LAKES and shall be used solely for the purposes set forth herein. All other provisions of Article III are adopted for WOODWIND LAKES, SECTION FOUR (4) including the obligation to pay regular and special assessments and the obligation of the Association to use such assessments for the purposes set forth in Article III with respect to WOODWIND LAKES, SECTION FOUR (4) the same as such assessments are used for WOODWIND LAKES, SECTIONS ONE (1), TWO (2) and THREE (3).

3. The following provisions are added to the end of Article IV, Section 9, to-wit:

Notwithstanding any other provisions of this Declaration to the contrary, including but not limited to the provisions of Article X, Section 1 (B), the New Construction Committee shall specifically have the right to approve a variance, in their sole and absolute discretion, from the requirement that each Living Unit be at least 51% brick, stone or other masonry on the first floor, or any other provisions of such Section 1 (B). In addition, notwithstanding any other provisions of this Declaration to the contrary, including but not limited to Article X, Section 26, the New Construction Committee shall specifically have the right to approve a variance in their sole and absolute discretion, from the requirement that each Lot have constructed thereon a sidewalk parallel to and within the street right-of-way, or any other provision of such Section 26.

4. Article V, Section 4 of the original Declaration is hereby deleted in its entirety as to WOODWIND LAKES, SECTION FOUR (4).

To the extent of any conflict not set forth herein between the above described original Restrictive Covenants as heretofore supplemented and this First Amendment to the Supplemental Declaration, then and in that event this First Amended to Supplemental Declaration will control. Except as otherwise amended and/or supplemented herein the original Declaration of Covenants, Conditions and Restrictions for WOODWIND LAKES, SECTION ONE (1) as described above remains in full force and effect and unchanged.

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IN WITNESS WHEREOF, this First Amended Supplemental Declaration to Declaration of Covenants, Conditions and Restrictions for WOODWIND LAKES, SECTION FOUR (4) is executed this 1ST day of MARCH, 1996.

DECLARANT:

WOODWIND LAKES PARTNERS #4, LTD.,
a Texas Limited Partnership

BY: MAPANI, INC., a Texas Corporation
Sole General Partner

By: [Signature]
Name: ANTONIO BALLESCA
Title: VICEPRESIDENT.

OWNER:

WEEKLEY HOMES, INC.,
a Delaware Corporation

By: [Signature]
Name: MICHAEL E. FEIGIN
Title: DIVISION PRESIDENT

[Signature]
GREGORY J. HOLUB

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 1ST day of MARCH, 1996, by ANTONIO BALLESCA, Vice President of MAPANI, INC., a Texas Corporation, as Sole General Partner of WOODWIND LAKES PARTNERS #4, LTD., a Texas Limited Partnership, on behalf of said Corporation and on behalf of said Limited Partnership.



[Signature]
Notary Public in and for the
State of TEXAS

Notary's Printed Name and
Commission Expiration Date:

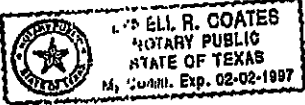
STEPHANIE D. SMITH; MAY 26, 1998

507-40-0745

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 1ST day of MARCH, 1996, by MICHAEL E. FEIGIN, D.V. President of WEEKLEY HOMES, INC., a Delaware Corporation, on behalf of said Corporation.

Elli R. Coates
Notary Public in and for the State of TEXAS



Notary's Printed Name and Commission Expiration Date:

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 1ST day of MARCH, 1996, by GREGORY J. HOLUB.

Stephanie D. Smith
Notary Public in and for the State of TEXAS



Notary's Printed Name and Commission Expiration Date:

STEPHANIE D. SMITH; MAY 26, 1998

507-40-0746

JOINDER OF LIENHOLDER

The undersigned, SOUTHWEST BANK OF TEXAS, N.A., a National Banking Association, being the owner and holder of a first lien against the property described herein as WOODWIND LAKES, SECTION FOUR (4), an Addition in Harris County, Texas, according to the map or plat thereof, recorded under Film Code No. 371011 of the Map Records of Harris County, Texas, hereby joins in the execution of this First Amended Supplemental Declaration to Declaration of Covenants, Conditions and Restrictions for WOODWIND LAKES, SECTION FOUR (4) to evidence its agreement hereto and its agreement to be bound hereby. SOUTHWEST BANK OF TEXAS, N.A. further agrees that from and after the date hereof its lien shall be subordinate to all the terms and conditions contained herein.

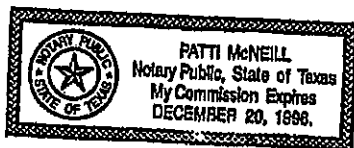
EXECUTED this 1st day of March, 1996.

SOUTHWEST BANK OF TEXAS, N.A.,
a National Banking Association *low*

By: *George M. Marshall*
Name: GEORGE M. MARSHALL
Title: VICE PRESIDENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 1st day of MARCH, 1996, by GEORGE M. MARSHALL, VICE President of SOUTHWEST BANK OF TEXAS, N.A., a National Banking Association, on behalf of said Association.



Patti McNeill
Notary Public in and for the State of TEXAS

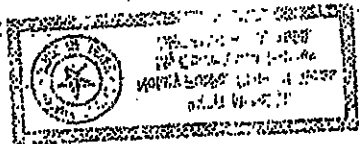
Notary's Printed Name and Commission Expiration Date: 12-20-96

Patti McNeill

RETURN TO: Lakeland Development Co.
3311 Richmond Ave., Suite 305
Houston, TX 77098

FILED
96 MAR -5 AM 9:57
COUNTY CLERK
HARRIS COUNTY TEXAS
Barbara L. Kephart

507-40-0747



ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENT, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS UNLAWFUL AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS

I hereby certify that 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 of Harris County, Texas on

MAR 5 1996



Beverly C. Hoffman
COUNTY CLERK
HARRIS COUNTY TEXAS

507-40-0747