

B/C

Upon recording, please return to:

M. Maxine Hicks, Esq.
Epstein Becker & Green, P.C.
945 East Paces Ferry Road
Suite 2700, Resurgens Plaza
Atlanta, Georgia 30326-1380

Cross-reference to Clerk's Doc. #
200206027138,
Comal County, Texas records.

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR MYSTIC SHORES
UNIT 9**

THIS SUPPLEMENTAL DECLARATION is made this 13th day of August, 2002, by Bluegreen Southwest One, L.P., a Delaware limited partnership (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions and Restrictions for Mystic Shores under Clerk's Doc. # 200206027138 in the Official Public Records of Comal County, Texas (herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Article 7 of the Declaration, the Declarant may submit certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto ("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title and assigns. The provisions of this Supplemental Declaration shall be binding upon in accordance with the terms of the Declaration.

ARTICLE 1

Definitions

The definitions set forth in Article 1 of the Declaration are hereby incorporated by reference, unless said terms are otherwise defined herein.

ARTICLE 2

Neighborhood Designation

The Additional Property shall be designated as a Neighborhood which shall be known as "Mystic Shores Unit Nine".

ARTICLE 3

Use Restrictions

In addition to the Use Restrictions set forth in Article 10 of the Declaration, the following shall apply to Mystic Shores Unit Nine:

3.1 Lot Construction. No Lot shall contain more than one dwelling. The dwelling contained on the Lot shall meet the following standards:

- a. Lots 1023-1025, 1037-1057, 1088, 1089 & 1098: All dwellings must have no less than twenty-seven hundred (2700) square feet of living area, excluding porches and garages. One and one-half (1 ½) and two (2) story houses must have no less than eighteen hundred (1800) square feet of living area, excluding porches and garages, on the ground floor. All improvements, including but not limited to the dwelling, must be constructed using new construction material and must be comprised of one hundred percent (100%) masonry, excluding windows, eaves and doors.

- b. All other Lots: All dwellings must have no less than twenty three hundred (2300) square feet of living area, excluding porches and garages. One and one-half (1 ½) and two (2) story houses must have no less than fourteen hundred (1400) square feet of living area, excluding porches and garages, on the ground floor. All improvements, including but not limited to the dwelling, must be constructed using new material and must be comprised of seventy-five percent (75%) masonry. All chimneys must be constructed of masonry regardless of the percentage of masonry on the rest of the dwelling.

Lots consisting of two (2) acres or less shall have no more than two (2) buildings, with the dwelling being considered as one building. A detached garage, barn, workshop, etc., shall each be considered as a separate building for purposes of this paragraph. No guesthouse or servant's quarters shall be built on Lots consisting of two (2) acres or less. A Lot consisting of more than two (2) acres may have a maximum of three (3) buildings, including the dwelling, located on it. Said Lots may have a guesthouse/servant's quarters so long as such guesthouse/servant's quarters: (i) is built above the 948 contour line as shown on the recorded plat, (ii) contains a minimum of five hundred (500), and no more than one thousand (1000), square feet, and (iii) is built during or after completion of construction of the dwelling. Improvements on all Lots must be built on a concrete slab or on a pier foundation, constructed with concrete and rebar, with the masonry (in the percentages required above) and roofs matching the masonry and roof of the dwelling. The term "masonry" shall not include "hardiplank" material, aluminum, asbestos, plywood, concrete block, or vinyl or metal siding. All shingle roofs must have a minimum thirty (30) year life. Detached garages, workshops and barns must be erected, altered or placed on the property, either during or after construction of the dwelling and shall be no larger than thirty percent (30%) of the main dwelling (excluding all attached guest/servant's houses), based on square footage of living area. Workshops, barns and detached garages may be the same height as the dwelling, but no taller. All dwellings must have a garage, whether detached or attached, and such garage must hold a minimum of two (2) cars and a maximum of four (4) cars, must have finished interiors (sheet rocked, taped/floated and painted) and must face away from all roadways. No carports shall be allowed. Porticos may be allowed by the Architectural Control Committee or appropriate architectural control reviewing body on a case-by-case basis. Construction of all dwellings and other improvements commenced on any Lot shall be completed as to exterior finish and appearance within one (1) year from the date of commencement.

3.2 Driveways. Driveways must be surfaced with either concrete, exposed aggregate, brick pavers, asphalt, two (2) course chip and seal, or a combination thereof. Driveways must be surfaced upon completion of construction of the dwelling unit.

3.3 Landscaping. All homes that are built with frontage on Starling Pass and Grosbeak Drive must be landscaped. (See Design Guidelines for details.)

3.4 Setback Requirements. Lot Numbers 1006-1010, 1012, 1064, 1083 & 1084 have special building setback requirements. (See Appendix A of the Design Guidelines.)

ARTICLE 4

Amendment to Supplemental Declaration

4.1 **By Declarant.** This Supplemental Declaration may be unilaterally amended by the Declarant in accordance with Section 15.2(a) of the Declaration.

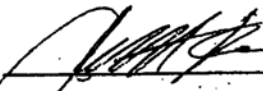
4.2 **By Members.** In addition to the requirements of Section 15.2(b) of the Declaration with respect to amendment by Members, any amendment to this Supplemental Declaration shall also require the written consent or affirmative vote, or any combination thereof, of Members holding at least sixty-seven percent (67%) of the total Class "A" votes allocated to the Lots subject to this Supplemental Declaration.

ARTICLE 5
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Supplemental Declaration the day and year first above written.

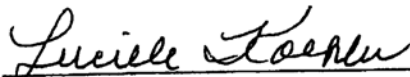
DECLARANT: BLUEGREEN SOUTHWEST ONE, L.P.
a Delaware limited partnership
by BLUEGREEN SOUTHWEST LAND,
INC., a Delaware Corporation.

By: 
Title: Vice President, Bluegreen Southwest Land, Inc.

STATE OF TEXAS

COUNTY OF COMAL

This instrument was acknowledged before me on the 13th day of August, 2002, by Jack Dean, Vice President of Bluegreen Southwest Land, Inc., a Delaware corporation, the general partner of Bluegreen Southwest One, L.P., a Delaware limited partnership, on behalf of said corporation.


Notary Public, State of Texas

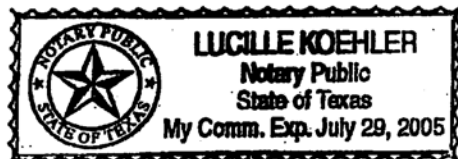


EXHIBIT "A"

Additional Property

ALL THOSE TRACTS or parcel of land, together with the improvements and appurtenances belonging thereto, lying and being in Comal County, Texas, as shown on a plat of survey made by Protech Engineering Group, dated April 30, 2002, a copy of which plat was recorded on August 8, 2002, in the real property records of Comal County, Texas in Book Volume 14, Page(s) 157-159, and to which plat reference is hereby made for a more particular description of said land.

STATE OF TEXAS
COUNTY OF COMAL

This is to certify that this document was
FILED and RECORDED in the Official
Public Records of Comal County, Texas
on the date and time stamped thereon.



Joy Streater
COUNTY CLERK

Doc# 200206027140
Pages 5
08/14/2002 08:49:55 AM
Filed & Recorded in
Official Records of
COMAL COUNTY
JOY STREATER
COUNTY CLERK
Fees \$17.00

200206027140

4c
Upon recording, please return to:
M. Maxine Hicks, Esq.
Epstein Becker & Green, P.C.
945 East Paces Ferry Road
Suite 2700, Resurgens Plaza
Atlanta, Georgia 30326-1380

Cross-reference to Clerk's Doc.#s
200206027138 and 200206027140,
Comal County, Texas records.

**AMENDMENT TO THE SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR MYSTIC SHORES
UNIT 9**

THIS AMENDMENT is made this 3 day of January, 2003th, by Bluegreen Southwest One, L.P., a Delaware limited partnership (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions and Restrictions for Mystic Shores under Clerk's Doc. # 200206027138 in the Official Public Records of Comal County, Texas (hereinafter referred to as the "Declaration"); and

WHEREAS, Declarant prepared and filed of record that certain Supplemental Declaration of Covenants, Conditions and Restrictions for Mystic Shores Unit 9 under Clerk's Doc.# 200206027140 in the Official Public Records of Comal County, Texas (hereinafter referred to as the "Supplemental Declaration"); and

WHEREAS, pursuant to the terms of Article 4 of the Supplemental Declaration, the Supplemental Declarant may be unilaterally amended by Declarant in accordance with Section 15.2 (a) of the Declaration; and

WHEREAS, Section 15.2(a) of the Declaration provides for unilateral amendment by the Declarant until termination of the Class "B" membership and for so long as the Declarant owns property which is either subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant; and

WHEREAS, Declarant's right to unilaterally amend the Supplemental Declaration has not expired in that the Class "B" membership has not yet terminated and the Declarant owns property which is either subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant; and

WHEREAS, the Declarant desires to amend the Supplemental Declaration;

NOW, THEREFORE, the Supplemental Declaration is hereby amended as follows.

1.

Article 3, Section 3.4 of the Supplemental Declaration is amended by deleting that section in its entirety and substituting therefor the following:

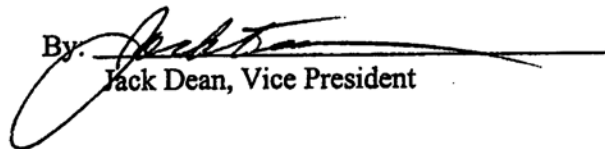
3.4 Setback Requirements. Lot Numbers 1006-1010, 1012, 1014, 1064, 1066-1069, and 1082-1086 have special building setback requirements (See Appendix A of the Design Guidelines.)

2.

Except as specifically amended hereby, the Supplemental Declaration and the Declaration and all terms thereof shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Amendment the day and year first above written.

DECLARANT: BLUEGREEN SOUTHWEST ONE, L.P.
a Delaware limited partnership,
by BLUEGREEN SOUTHWEST LAND,
INC., a Delaware corporation, its general partner

By: 
Jack Dean, Vice President

STATE OF TEXAS

COUNTY OF COMAL

This instrument was acknowledged before me on the 3 day of January, 2002th by Jack Dean, Vice President of Bluegreen Southwest Land, Inc., a Delaware corporation, the general partner of Bluegreen Southwest One, L.P., a Delaware limited partnership, on behalf of said corporation.



Notary Public, State of Texas



Doc# 200306001700
Pages 2
01/14/2003 03:30:29 PM
Filed & Recorded in
Official Records of
COMAL COUNTY
JOY STREATER
COUNTY CLERK
Fees \$11.00

COUNTY OF COMAL
This is to certify that this document
FILED and RECORDED in the Office
Public Records of Comal County, Texas
on the date and time stamped thereon.

AT:100206.1


COUNTY CLERK