

RESTRICTIONS

THE STATE OF TEXAS)
)
 COUNTY OF LEE)

KNOW ALL MEN BY THESE PRESENTS: That GAEKE CONSTRUCTION COMPANY, INC., a Texas Corporation (referred to herein as "developer"), with offices and principal place of business in Giddings, Lee County, Texas, acting herein by and through its duly authorized officers, is the owner of all that certain real property situated in Lee County, Texas, known as WHISPERING OAKS (being sometimes referred to herein as "the subdivision"), according to the plat of said WHISPERING OAKS, filed for record in the office of the County Clerk of Lee County, Texas, on January 13, 1982, and recorded in Vol. 2, page 39, of the Plat Records of Lee County, Texas, to which plat and record thereof reference is here made for a full and particular description of said property.

Developer desires to create and carry out a uniform plan for the improvement, development and sale of all of the lots in the subdivision, for the benefit of the present and future owners of said lots, and for the protection of the property values in the subdivision; and, to that purpose, developer hereby adopts, establishes and imposes the following declarations, protective covenants, limitations, and conveyance of all lots in the subdivision; and each contract or deed which may be hereafter executed with regard to any of the lots in the subdivision shall conclusively be held to have been executed, delivered and accepted subject to the following (regardless of whether or not same are set out in full or by reference in said contract or deed):

RESTRICTIONS

1. Only one residence shall be erected or placed upon any lot in said subdivision, and such building shall never be used or occupied for any purpose except for that of private a residence exclusively; nor shall any part or portion thereof ever be used or occupied except solely as a residence; nor shall said lot or any part thereof ever be used or occupied for commercial use, but townhouses will be acceptable upon lots Eighty Two through Ninety only; nor shall the display of commercial signs be allowed.

Schneider & Weems
 A PROFESSIONAL
 CORPORATION
 ATTORNEYS AT LAW
 124 S. POLK
 P. O. BOX 87
 GIDDINGS TEXAS 78942

DEED RECORDS
 Lee County, Texas

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2. All single family residences must contain at least a minimum of 1100 square feet under roof living area, exclusive of open porches and garages.

3. No temporary housing, including trailer or mobile home of any kind, tent, shack, garage apartment, stable or barn shall be placed, erected or be permitted to remain on the above described property. Nor shall any structure of a temporary character be used at any time as a residence.

4. All improvements shall be constructed with new materials and of such design as to create a pleasant appearance compatible with the surroundings. Said residence shall be composed of masonry or cedar board and wood.

5. No buildings or structures shall be erected closer to the road or street on which it fronts than fifteen (15') feet from the property line nor to any rear or side property line closer than five (5') feet.

6. No animals except household pets shall be kept or maintained on said premises.

7. Any fences to be erected shall be chain link or wood. Barbed wire fencing materials shall not be permitted.

8. No outside toilet shall be allowed.

9. The owner of each lot shall keep same clean and free of weeds and debris. Grass shall not be permitted to grow to a height greater than twelve (12") inches.

10. No part of the subdivision shall be used or maintained as a dumping grounds for rubbish. Trash, garbage or other waste materials shall be kept only in sanitary containers. All incinerators or other equipment for the storage or disposal of such materials shall be kept in a clean and sanitary condition.

11. The above described premises shall not be used as a storage area for wrecked automobiles or other vehicles and in no event shall be used for any business activity related to the servicing,

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Page 3.

storage, or maintenance of automobiles or other vehicles. Any vehicle garaged on the premises shall have a current license plate.

12. Owners of said lots shall build their residence on the lot conveyed to them within three (3) years from the date of execution of deed or contract for deed, and upon failure to do so, developer shall have the option to repurchase said lot at the price originally paid by property owner, or developer shall have the option to extend the period for building for another three (3) years.

MISCELLANEOUS PROVISIONS

1. The foregoing restrictions are adopted as part of and shall apply to each and every parcel of land in WHISPERING OAKS. Such restrictions are equally for the benefit of GAEKE CONSTRUCTION COMPANY, INC., its successors and assigns, and for the benefit of all subsequent owners of parcels in WHISPERING OAKS, and accordingly, shall be covenants running with the land. Any owner or lienholder of any of the property and GAEKE CONSTRUCTION COMPANY, INC., shall have the power to prosecute in the appropriate court a suit at law or in equity to prevent any violation or attempted violation of the restrictions and to recover damages for any violation or attempted violation including, but not limited to, reasonable attorney's fees; provided, however, that this clause shall not restrict any governmental agency from acting to enforce any of the restrictions.

2. The term of the restrictions shall be for a period from the filing of this instrument for record in Lee County, Texas, until the 20th day of January, A.D. 1992, after which date such restrictions shall be automatically extended for successive periods of ten (10) years each, unless and until such restrictions are altered, rescinded, modified or changed, in whole or in part by instruments executed by the then record owners of a majority of the parcels in WHISPERING OAKS, and duly recorded in the Deed Records of Lee County, Texas.

3. Nothing contained in this document nor any violation of any of the restrictions shall have the effect of impairing or affecting the rights of any mortgagee or trustee under any mortgage or deed of trust outstanding against the subdivision or any portion thereof.

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P. O. BOX 57
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Page 4.

4. Any and all of the rights, powers and reservations of GAEKE CONSTRUCTION COMPANY, INC., herein contained may be assigned to any person, corporation or association which will assume the duties pertaining to the particular rights, powers and reservations assigned, and upon any such person, corporation or association's evidencing its consent in writing to accept such assignment and assume such duties, he or it shall, to the extent of such assignment, have the same rights and duties and be subject to the same obligations and duties as are given to and assumed by GAEKE CONSTRUCTION COMPANY, INC., herein.

5. Every person who now or hereafter owns or acquires any rights, title or interest in or to any property in the Subdivision is and shall be conclusively deemed to have consented and agreed to every covenant, condition, reservation and restriction contained herein, whether or not any reference to this declaration is contained in the instrument by which such person acquires an interest in the property.

6. GAEKE CONSTRUCTION COMPANY, INC., reserves the right to make minor deviations from the terms of this document to the extent permissible by law and consistent with the general plan for development as herein set out.

7. The invalidity, violation, abandonment, waiver of failure to enforce any one or more or any part of the provisions of this document shall in no wise affect or impair the remaining provisions or parts thereof which shall remain in full force and effect.

EXECUTED this the 19th day of January, 1982.

GAEKE CONSTRUCTION COMPANY, INC.

By Louis Gaeke, Jr.
LOUIS GAEKE, JR., President

ATTEST:
By Colene Gaeke
COLENE GAEKE, Secretary

Schneider & Weems
A PROFESSIONAL
CORPORATION
ATTORNEYS AT LAW
124 N. FOLK
P. O. BOX 87
GIDDINGS TEXAS 78942

Page 5.

THE STATE OF TEXAS)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, on this day personally appeared LOUIS GAEKE, JR., President of GAEKE CONSTRUCTION COMPANY, INC., a corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this the 19th day of January, 1982.



Judith Matthejtz
Notary Public in and for
Lee County, Texas

JUDITH MATTHEJTZ, NOTARY PUBLIC
LEE COUNTY, TEXAS
MY COMMISSION EXPIRES 12-31-84

Schneider & Weems
A PROFESSIONAL
CORPORATION
ATTORNEYS AT LAW
124 S. FOLK
P. O. BOX 87
GIDDINGS TEXAS 76942

FILED

JAN 26 1982

4:20 P.M.

CAROL DISMUKES
COUNTY CLERK
LEE COUNTY, TEXAS

BY [Signature] DEPUTY

STATE OF TEXAS COUNTY OF LEE
I hereby certify that this instrument
was filed on the date and at the time
stamped herein by me; and was duly recorded
in the Volume and Page of the name RECORDED
of Lee County, Texas, as stamped herein by
me, on

FEB 4 1982



Carol Dismukes
COUNTY CLERK
LEE COUNTY, TEXAS

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THE STATE OF TEXAS)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, on this day personally appeared LOUIS GAEKE, JR., who being duly sworn on oath deposes and says:

My name is Louis Gaeke, Jr., and I am over the age of eighteen (18) years. I am the president of Gaeke Construction Company, Inc. which company was the developer of Whispering Oaks an addition to the City of Giddings, Texas.

A plat of said subdivision was duly filed in the Plat Records of Lee County, Texas wherein said plat showed a twenty (20') foot setback line whereas in fact it was always intended that the setback line would be fifteen (15') feet. I would affirm that a fifteen foot (15') setback line would not be in violation of the restrictions or the subdivision plat.

Further Affiant sayeth naught.

Dated this 4th day of February, 1986.

Louis Gaeke, Jr.
LOUIS GAEKE, JR.

SUBSCRIBED AND SWORN to before me this the 4th day of February, 1986.

Joyce Minner
Notary Public in and for
Lee County, Texas
My Commission Expires 2-27-88

THE STATE OF TEXAS)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, on this day personally appeared LOUIS GAEKE, JR., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 4th day of February, 1986.

Joyce Minner
Notary Public in and for
Lee County, Texas
My Commission Expires 2-27-88

STATE OF TEXAS COUNTY OF LEE
I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me, and was duly RECORDED in the volume and page of the named RECORDS of Lee County, Texas, as stamped hereon by me, on

FEB 6 1986

FILED



Carol Dismukes
COUNTY CLERK
LEE COUNTY, TEXAS

FEB 6 1986
4:15 P.M.
CAROL DISMUKES
COUNTY CLERK
LEE COUNTY, TEXAS

REAL PROPERTY RECORDS
Lee County, Texas

BY Louis Gaeke, Jr. DEPUTY

SCHNEIDER,
KRUGLER &
KLEINSCHMIDT
ATTORNEYS AT LAW
124 S. POLK
P.O. BOX 507
GIDDINGS, TEXAS 78942
(409) 542-9002

5891

WARRANTY DEED

THE STATE OF TEXAS)
)
COUNTY OF LEE) KNOW ALL MEN BY THESE PRESENTS:

That GAEKE CONSTRUCTION COMPANY, INC., a body corporate, duly incorporated and doing business under the laws of the State of Texas, acting by and through Louis Gaeke, Jr., its President, of the County of Lee and State of Texas, hereunto authorized by a resolution of the board of Directors of said corporation, as evidenced by a certified copy of such resolution hereto attached, marked "Exhibit "A", and made a part hereof, for and in consideration of the sum of TEN AND NO/100 (\$10.00) Dollars, and other valuable consideration to the undersigned paid by the Grantees herein named, the receipt of which is hereby acknowledged, have GRANTED, SOLD and CONVEYED, and by these presents do GRANT, SELL AND CONVEY unto JOHN J. FOERSTER and wife, LILLIE E. FOERSTER, all of the following described real property in Lee County, Texas, to-wit:

Lots Forty-six (46), Whispering Oaks Subdivision, an addition to the City of Giddings, Lee County, Texas, as per Plat of record in Vol. 2, Page 39, Plat Records, Lee County, Texas.

This conveyance is made and accepted subject to the following exceptions:

- a. Rights of parties in possession.
- b. Any visible and apparent easements not of record.
- c. Oil, Gas and Mineral Lease dated May 1, 1981, from Ben Zoch, et ux, to Gaeke Construction Co., Inc., 3 year primary term, recorded in Volume 376, Page 243, Deed Records, Lee County, Texas.
- d. All of the oil, gas and other minerals reserved for a period of five (5) years from date thereof, as shown in deed from Ben Zoch, et ux, to Gaeke Construction Company, Inc., dated February 27, 1981, of record in Vol. 370, Page 335, Deed Records of Lee County, Texas; said reservation contains a restriction as to the right of ingress and egress for the purpose of mining, drilling, exploring, operating, developing said lands for oil and gas and other minerals, and upon the expiration of said reservation, all of the oil, gas and other minerals shall revert to Gaeke Construction Company, Inc.
- e. Oil and Gas Pipeline Right of Way dated January 26, 1982, from Gaeke Construction Company, Inc., to Perry Pipeline Company, Inc., recorded in Volume 393, Page 382, Deed Records of Lee County, Texas.

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KRUGLER &
KLEINSCHMIDT
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(409) 542-9602

REAL PROPERTY RECORDS
Lee County, Texas

VOL. 5 508 PAGE 271

- f. Pipeline Right-of-Way Easement, dated December 14, 1976, from Ben Zoch, et ux, to Reserve Gas Systems, Inc., recorded in Vol. 264, Page 355, Deed Records, Lee County, Texas; assigned to PGP Products, Inc., by instrument, dated December 15, 1977, and recorded in Vol. 282, Page 309, Deed Records, Lee County, Texas.
- g. Right-of-way and Easement awarded by judgment to PGP Gas Products, Inc., under Cause No. 5708, District Court, Lee County, Texas, and as amended by instrument, dated June 2, 1982, and recorded in Vol. 404, Page 434, Deed Records, Lee County, Texas.
- h. Restrictions pertaining to the Whispering Oaks Subdivision filed by Gaeke Construction Company, Inc., dated January 19, 1982, of record in Vol. 394, Page 229, Deed Records of Lee County, Texas, a copy of which is attached hereto as Exhibit "B".
- i. Utility Easement with a five foot (5') wide aerial easement from a plane twenty foot (20') above the ground upward adjacent to all easements as shown on plat recorded in Vol. 2, Page 39, Plat Records, Lee County, Texas.
- j. Easements and setback lines as shown on the Plat of Whispering Oaks, recorded in Vol. 2, Page 39, Plat Records, Lee County, Texas.
- k. Rights of the City of Giddings, Lee County the general public to any part of this property which lies in any road or roadway.

Upon the expiration of the mineral reservation as shown in deed from Ben Zoch, et ux, to Gaeke Construction Company, Inc., dated February 27, 1981, of record in Vol. 370, Page 335, Deed Records of Lee County, Texas, all of the oil, gas and other minerals on, in and under and that may be produced from the lands conveyed by this deed shall revert to the Grantor herein and shall be reserved and retained unto itself, its successors or assigns, provided, however, Grantor shall have no right of ingress and egress upon or over the surface of said land for the purposes of mining, drilling, exploring, operating and developing said land for oil, gas and other minerals. Grantor agrees that all subsequent mineral leases shall restrict the lessee therein from entering upon the surface of the property herein conveyed, cutting roads, fences, trees or in any manner interfering with Grantees' exclusive surface rights. The term "other minerals" when used herein shall mean and include all oil, gas, liquid hydrocarbons, sulphur and all other minerals associated with the production of oil and gas by means of

Page 3.

drilling wells, as well as coal, lignite, uranium and uranium bearing ores. After the expiration of the mineral reservation as stated above, Grantor herein, its successors and assigns, shall have the right to execute oil, gas and mineral leases subject to the foregoing restriction precluding ingress and egress upon the surface of said land, the right and authority to unitize and pool said land with other lands, and the right to receive all bonuses, delay rentals, and royalties allocated or attributed to such land. Nothing herein shall be construed to preclude slant well drilling or other mining operations conducted from adjacent tracts of land.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantees, their heirs and assigns forever; and the said corporation, Grantor herein, does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the said premises unto the said Grantees, their heirs and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

IN WITNESS WHEREOF, the said corporation has caused these presents to be signed by its said President and its common seal to be hereunto affixed by its secretary, this the 25th day of September, 1985.



Doug Gaeke
DOUG GAEKE, Secretary

GAEKE CONSTRUCTION COMPANY, INC.

Louis Gaeke, Jr.
LOUIS GAEKE, JR., President

THE STATE OF TEXAS)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, on this day personally appeared LOUIS GAEKE, JR., President of GAEKE CONSTRUCTION COMPANY, INC., a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and as the corporate act of said corporation.

Page 4.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this the 25th day of September, 1985.

Patsy Christensen
Notary Public, State of Texas.

GRANTEES ADDRESS:
7501 St. Cecelia
Austin, Texas 78757

PATSY CHRISTENSEN
NOTARY PUBLIC



EXHIBIT "A"

CERTIFICATE OF CORPORATE RESOLUTION

I, DOUG GAEKE, Secretary of GAEKE CONSTRUCTION COMPANY, INC., a corporation, do hereby certify that said corporation is duly organized and existing under the laws of the State of Texas; that all franchise and other taxes required to maintain its corporate existence have been paid when due and that no such taxes are delinquent; that no proceedings are pending for the forfeiture of its Certificate of Incorporation or for its dissolution, voluntarily or involuntarily; that it is duly qualified to do business in the State of Texas and is in good standing in such State; that there is no provision of the Articles of Incorporation or by-laws of said corporation limiting the power of the Board of Directors to pass the resolution set out below and that the same is in conformity with the provisions of said Articles of Incorporation and by-laws; that the Secretary is the keeper of the records and minutes of the proceedings of the Board of Directors of said corporation and that on the 6 day of August 1985, there was held a meeting of the Board of Directors of said corporation, which was duly called and held in accordance with the law and the by-laws of the corporation, at which meeting all of the Directors were present; and that at said meeting the following resolution was duly and legally passed and adopted and that the same has not been altered, amended, rescinded or repealed and is now in full force and effect:

WHEREAS, it is desirable that Louis Gaeke, Jr. President of GAEKE CONSTRUCTION COMPANY, INC., be authorized to sell and dispose of the following described property, to-wit:

Lot Forty-six (46), Whispering Oaks Subdivision, an addition to the City of Giddings, Lee County, Texas, as per Plat of record in Vol. 2, Page 39, Plat Records, Lee County, Texas.

THEREFORE, be it resolved that the said President be and he is hereby authorized and directed to sell and convey the above described property, owned by said corporation for cash, or for such consideration and on such terms as to him may seem proper and for the best interest of said corporation and to execute and deliver a deed of conveyance with or without warranty and to do any and all things which may be necessary or proper to sell and convey such real estate.

SCHNEIDER,
KRUGLER &
KLENSCHMIDT
ATTORNEYS AT LAW
124 S. POLK
P.O. BOX 507
GIDDINGS, TEXAS 78942
(409) 542-9802

Page 2.

I further certify that the following persons are the officers of GAEKE CONSTRUCTION COMPANY, INC., and are the persons authorized to act and sign the foregoing resolution:

LOUIS GAEKE, JR. President
DOUG GAEKE, Secretary

IN WITNESS WHEREOF, I have hereunto set my hands as Secretary, respectively, of said corporation and have attached hereto the official seal of said corporation, this 21st day of August, 1985.



Doug Gaeke
DOUG GAEKE Secretary

THE STATE OF TEXAS)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, on this day personally appeared DOUG GAEKE, Secretary of GAEKE CONSTRUCTION COMPANY, INC., a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this the 21st day of August, 1985.

Patsy Christiansen
Notary Public, State of Texas



PATSY CHRISTIANSEN
NOTARY PUBLIC

"EXHIBIT B"

RESTRICTIONS

THE STATE OF TEXAS)
)
COUNTY OF LEE)

KNOW ALL MEN BY THESE PRESENTS: That GAEKE CONSTRUCTION COMPANY, INC., a Texas Corporation (referred to herein as "developer"), with offices and principal place of business in Giddings, Lee County, Texas, acting herein by and through its duly authorized officers, is the owner of all that certain real property situated in Lee County, Texas, known as WHISPERING OAKS (being sometimes referred to herein as "the subdivision"), according to the plat of said WHISPERING OAKS, filed for record in the office of the County Clerk of Lee County, Texas, on January 13, 1982, and recorded in Vol. 2 , page 39 , of the Plat Records of Lee County, Texas, to which plat and record thereof reference is here made for a full and particular description of said property.

Developer desires to create and carry out a uniform plan for the improvement, development and sale of all of the lots in the subdivision, for the benefit of the present and future owners of said lots, and for the protection of the property values in the subdivision; and, to that purpose, developer hereby adopts, establishes and imposes the following declarations, protective covenants, limitations, and conveyance of all lots in the subdivision; and each contract or deed which may be hereafter executed with regard to any of the lots in the subdivision shall conclusively be held to have been executed, delivered and accepted subject to the following (regardless of whether or not same are set out in full or by reference in said contract or deed):

RESTRICTIONS

1. Only one residence shall be erected or placed upon any lot in said subdivision, and such building shall never be used or occupied for any purpose except for that of private a residence exclusively; nor shall any part or portion thereof ever be used or occupied except solely as a residence; nor shall said lot or any part thereof ever be used or occupied for commercial use, but townhouses will be acceptable upon lots Eighty Two through Ninety only; nor shall the display of commercial signs be allowed.

RECORDER'S MEMORANDUM:
All Or Parts Of The Text On This Page
Was Not Clearly Legible For Satisfactory
Recordation

Schneider & Weems
& PROFESSIONAL
CORPORATION
ATTORNEYS AT LAW
154 S. FOLK
P. O. BOX 87
GIDDINGS TEXAS 76942

Page 2.

2. All single family residences must contain at least a minimum of 1100 square feet under roof living area, exclusive of open porches and garages.

3. No temporary housing, including trailer or mobile home of any kind, tent, shack, garage apartment, stable or barn shall be placed, erected or be permitted to remain on the above described property. Nor shall any structure of a temporary character be used at any time as a residence.

4. All improvements shall be constructed with new materials and of such design as to create a pleasant appearance compatible with the surroundings. Said residence shall be composed of masonry or cedar board and wood.

5. No buildings or structures shall be erected closer to the road or street on which it fronts than fifteen (15') feet from the property line nor to any rear or side property line closer than five (5') feet.

6. No animals except household pets shall be kept or maintained on said premises.

7. Any fences to be erected shall be chain link or wood. Barbed wire fencing materials shall not be permitted.

8. No outside toilet shall be allowed.

9. The owner of each lot shall keep same clean and free of weeds and debris. Grass shall not be permitted to grow to a height greater than twelve (12") inches.

10. No part of the subdivision shall be used or maintained as a dumping grounds for rubbish. Trash, garbage or other waste materials shall be kept only in sanitary containers. All incinerators or other equipment for the storage or disposal of such materials shall be kept in a clean and sanitary condition.

11. The above described premises shall not be used as a storage area for wrecked automobiles or other vehicles and in no event shall be used for any business activity related to the servicing.

Snider & Weems
A PROFESSIONAL
CORPORATION
ATTORNEYS AT LAW
124 S. POLK
P. O. BOX 87
DINGEE TEXAS 78842

RECORDER'S MEMORANDUM
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Page 3.

storage, or maintenance of automobiles or other vehicles. Any vehicle garaged on the premises shall have a current license plate.

12. Owners of said lots shall build their residence on the lot conveyed to them within three (3) years from the date of execution of deed or contract for deed, and upon failure to do so, developer shall have the option to repurchase said lot at the price originally paid by property owner, or developer shall have the option to extend the period for building for another three (3) years.

MISCELLANEOUS PROVISIONS

1. The foregoing restrictions are adopted as part of and shall apply to each and every parcel of land in WHISPERING OAKS. Such restrictions are equally for the benefit of GAEKE CONSTRUCTION COMPANY, INC., its successors and assigns, and for the benefit of all subsequent owners of parcels in WHISPERING OAKS, and accordingly, shall be covenants running with the land. Any owner or lienholder of any of the property and GAEKE CONSTRUCTION COMPANY, INC., shall have the power to prosecute in the appropriate court a suit at law or in equity to prevent any violation or attempted violation of the restrictions and to recover damages for any violation or attempted violation including, but not limited to, reasonable attorney's fees; provided, however, that this clause shall not restrict any governmental agency from acting to enforce any of the restrictions.

2. The term of the restrictions shall be for a period from the filing of this instrument for record in Lee County, Texas, until the 20th day of January, A.D. 1992, after which date such restrictions shall be automatically extended for successive periods of ten (10) years each, unless and until such restrictions are altered, rescinded, modified or changed, in whole or in part by instruments executed by the then record owners of a majority of the parcels in WHISPERING OAKS, and duly recorded in the Deed Records of Lee County, Texas.

3. Nothing contained in this document nor any violation of any of the restrictions shall have the effect of impairing or affecting the rights of any mortgagee or trustee under any mortgage or deed of trust outstanding against the subdivision or any portion thereof.

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Chandler & Weems
A PROFESSIONAL
CORPORATION
ATTORNEYS AT LAW
124 S. POLK
P. O. BOX 27
DINGEN TEXAS 78842

Page 4.

4. Any and all of the rights, powers and reservations of GAEKE CONSTRUCTION COMPANY, INC., herein contained may be assigned to any person, corporation or association which will assume the duties pertaining to the particular rights, powers and reservations assigned, and upon any such person, corporation or association's evidencing its consent in writing to accept such assignment and assume such duties, he or it shall, to the extent of such assignment, have the same rights and duties and be subject to the same obligations and duties as are given to and assumed by GAEKE CONSTRUCTION COMPANY, INC., herein.

5. Every person who now or hereafter owns or acquires any rights, title or interest in or to any property in the Subdivision is and shall be conclusively deemed to have consented and agreed to every covenant, condition, reservation and restriction contained herein, whether or not any reference to this declaration is contained in the instrument by which such person acquires an interest in the property.

6. GAEKE CONSTRUCTION COMPANY, INC., reserves the right to make minor deviations from the terms of this document to the extent permissible by law and consistent with the general plan for development as herein set out.

7. The invalidity, violation, abandonment, waiver or failure to enforce any one or more or any part of the provisions of this document shall in no wise affect or impair the remaining provisions or parts thereof which shall remain in full force and effect.

EXECUTED this the 19th day of January, 1982.

GAEKE CONSTRUCTION COMPANY, INC.

By Louis Gaeke, Jr.
LOUIS GAEKE, JR., President

ATTEST:

By Colene Gaeke
COLENE GAEKE, Secretary

Schneider & Weems
A PROFESSIONAL
CORPORATION
ATTORNEYS AT LAW
124 S. POLK
P. O. BOX 87
DALLAS TEXAS 75242

RECORDER'S MEMORANDUM:
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Page 5.

THE STATE OF TEXAS)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, on this day personally appeared LOUIS GAEKE, JR., President of GAEKE CONSTRUCTION COMPANY, INC., a corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this the 19th day of January, 1982.



Judith Matthews
Notary Public in and for
Lee County, Texas

JUDITH MATTHEWS, Notary Public
LEE COUNTY, TEXAS
12-31-84

RECORDER'S MEMORANDUM:
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FILED
12:15 P.M.
SEP 30 1985

Carol Dismukes
COUNTY CLERK
LEE COUNTY, TEXAS

STATE OF TEXAS COUNTY OF LEE
I hereby certify that this instrument
was filed on the date and at the time
stamped herein by me; and was duly recorded
in the Volume and Page of the record
of Lee County, Texas, as stamped herein by
me, on

SEP 30 1985



Carol Dismukes
COUNTY CLERK
LEE COUNTY, TEXAS

Schneider & Weems
A PROFESSIONAL
CORPORATION
ATTORNEYS AT LAW
124 E. POLK
P. O. BOX 97
DUNN TEXAS 79942