

The undersigned, **SPRING CYPRESS LAND HOLDINGS, L.P.**, a Texas limited partnership, (the "Declarant"), hereby adopts, establishes and imposes upon a 139.7952 acre tract, (the "Property"), and declares the following restrictions, covenants, conditions, stipulations and reservations applicable thereto, all of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the 139.7952 tract, which restrictions, covenants, conditions, stipulations and reservations (sometimes referred to herein collectively as "covenants and restrictions") shall run with the land and shall be binding upon all parties having or acquiring any right, title or interest therein, or any part thereof, and shall inure to the benefit of each owner thereof. Said 139.7952 acre tract is described on Exhibit "A" attached hereto and made a part hereof.

ARTICLE I

Use And Building Restrictions

Section 1. Land Use. Lots. All Lots shall be known, described and used primarily as Lots for residential purposes only (hereinafter sometimes referred to as "residential Lots"), and no structure shall be erected, altered, placed or permitted to remain on any residential Lot, other than single-family dwellings, garages, barns and other out buildings. As used herein, the term "residential purposes" shall be construed to prohibit the use of Lots for duplex houses, log cabins, mobile homes, manufactured homes or apartment houses; Business and professional purposes are permitted to the extent that they do not materially affect the residential character of the property. No Lot shall be used exclusively for any commercial or manufacturing purpose.

Section 2. Dwelling Size and Construction Material. The ground floor area of the main residential structure, exclusive of open porches and garages, shall be not less than 2500 square feet for a one story dwelling, nor shall the ground floor area plus the upper floor area of the main residential structure of a one and one-half (1 ½) story a two (2) story, or a three (3) story dwelling be less than 3,200 square feet. Each residential dwelling will have an enclosed garage sufficient for the off-street parking of at least two (2) cars. The exterior of the residential dwelling, excluding doors, shutters, trim work, eaves and dormers, must be comprised of (100%) masonry material which includes brick, hardi plank, stone or other masonry material. The residence and garage currently existing on a 16.8234 acre tract is excluded from this restriction.

Section 3. Fencing. No vinyl fencing will be placed on any portion of the property. All fencing constructed on the property lines will be wood 4 X 4 post four board fencing, black in color, as per specifications approved by Declarant. The 4 X 4 post four board fencing requirement shall not be imposed along the following adjoining portions around the South perimeter of the 16.8234 acre tract: (a) 1315.19ft; (b) 508.77ft; (c) 855.51ft; (d) 506.37ft.

Section 4. Animals. Generally recognized house or yard pets may be maintained on each tract only if they are kept solely as domestic pets and not for commercial purposes. No animal shall be permitted to make an unreasonable amount of noise or become a nuisance. In addition to a reasonable number of generally recognized house or yard pets, the owner of each tract may keep one horse, cow, fowl, or calf on the property for each one acre owned. These animals may be for commercial purposes but exclude goats, pigs,

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STEWART TITLE HOUSTON DIVISION

geese or ducks unless temporarily used for a 4-H or Future Farmers of America project. Each tract shall be limited to six chickens.

ARTICLE II

Nuisances and Prohibited Uses

No illegal, noxious, hazardous or offensive activity of any kind shall be conducted on any portion of the Property. No use shall be permitted which is offensive by reason of odor, fumes, vibrations, dust, smoke, radiation, noise or pollution, or that is hazardous by reason of excessive danger of fire or explosion or any use that may cause or produce a nuisance as to any other portion of Declarant's Property. No exterior speakers, horns, whistles, bells or other sound devices (other than security devices used exclusively for security purposes) shall be located, used, or placed on any of the Property. No noise or other nuisance shall be permitted to exist or operate upon any of the Property so as to be offensive or detrimental to Declarant's Property, or its occupants.

Declarant as the fee simple owner of the Property, establishes the Restrictions as covenants, conditions, and restrictions, whether mandatory, prohibitive, permissive, or administrative, to regulate the integrity, appearance, and uses of the Property and the improvements placed upon it. Declarant stipulates that (a) the Restrictions touch and concern the Property; (b) privity of estate exists by reason of the ownership of the Property; (c) notice is given by filing this instrument in the official records of the county in which the Property is situated; and (d) the Restrictions are reasonable and serve to the benefit of Declarant as the owner of the property and inure to the benefit of the Declarant and its successors and assigns forever.

The Property and every portion thereof shall be improved, held, used, occupied, leased, sold, hypothecated, encumbered and conveyed subject to the Restrictions, whether or not included in the deed transferring title to the Property. All purchasers, lessees, and possessors of all or any portion of the Property shall be deemed by their purchase, leasing, or possession of the Property to have agreed to the Restrictions and by the acceptance of the deed to the Property, each Grantee evidences acceptance of and agreement to the Restrictions, and acknowledges that Grantee has received adequate and sufficient consideration for Grantee's acceptance of and agreement to the Restrictions. The Restrictions shall run with the land, and pass with each and every portion of the Property, and shall apply to and bind the respective successors in interest thereof. The Restrictions are imposed upon the entire Property and may be enforced by Declarant and by any successor to Declarant's interest in the Property.

The Restrictions may be enforced by an action in equity to obtain an injunction against any violation of the Restrictions or by any other remedy available at law or in equity for breach of the Restrictions or by any combination of remedies.

ARTICLE III

General Provisions

Section 1. Interpretation. If this Declaration, or any word, clause, sentence, paragraph or other part thereof shall be susceptible of more than one or conflicting interpretations, then the interpretation which is most nearly in accordance with the general purposes and objectives of this Declaration shall govern.

Section 2. Omissions. If any punctuation, word, clause, sentence or provision necessary to give meaning, validity or effect to any other word, sentence or provision appearing in this Declaration should be omitted from this Declaration, then it is hereby declared that such omission was unintentional and that the omitted punctuation, word, clause, sentence or provision shall be supplied by inference.

Section 3. Notices. Any notice required to be sent to any Owner under the provisions of this Declaration shall be deemed to have been properly sent when mailed, postage prepaid, to the last known address of the person who appears as Owner on the deed records at the time of such mailing.

Section 4. Gender and Grammar. The singular, wherever used herein, shall be construed to mean the plural, where applicable, and the necessary grammatical changes required to make the provisions hereof apply either to corporation or individuals, males or females, shall in all cases be assumed as though in each case fully expressed.

Section 5. Severability. Invalidation or failure to enforce any one or more of these restrictions, covenants, conditions, stipulations or reservations, or any other provisions, or any part thereof, contained in this Declaration, shall in no manner affect any of the other restrictions, covenants, conditions, stipulations, reservations or provisions hereof, which shall remain in full force and effect. The exercise of any remedy for any breach of the Restrictions shall not preclude the exercise of any other remedy for any breach of the Restrictions.

EXECUTED effective this 11th day of June, 2008.

SPRING CYPRESS LAND HOLDINGS, L.P.

**BY: SPRING CYPRESS OPERATING
COMPANY, LLC**

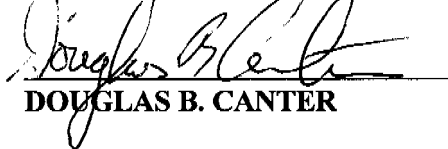
GENERAL PARTNER

BY:  as Manager

ANDREW S. FRIEDMAN, MANAGER

"DECLARANT"

ACCEPTED AND AGREED


DOUGLAS B. CANTER


CATHERINE S. CANTER

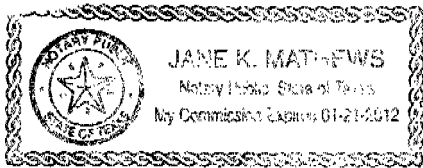
CONTRACT PURCHASERS

ACKNOWLEDGMENT

STATE OF TEXAS *

COUNTY OF HARRIS *

This instrument was acknowledged before me on the 11th day of June, 2008, by Andrew S. Friedman, Manager of Spring Cypress Operating Company, LL C, General Partner of Spring Cypress Land Holdings, LP, in the capacity therein stated.



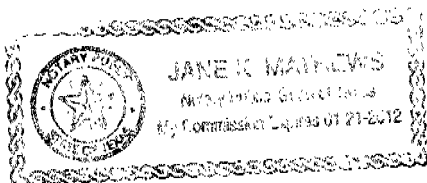
Jane Mathews
Notary Public, State of Texas

ACKNOWLEDGMENT

STATE OF TEXAS *

COUNTY OF HARRIS *

This instrument was acknowledged before me on the 11 day of June, 2008 by Douglas B. Canter and Catherine S. Canter.



Jane Mathews
Notary Public, State of Texas

After Recording
RETURN TO:
STEWART TITLE CO.
14080 FM 2920 #E
TOMBALL, TEXAS 77377

All that certain tract or parcel containing 144.9414 acres of land situated in the George W. Clary Survey, A-108 in Waller County, Texas, same being comprised of all of that certain call 124.474 acre tract of land as described in a deed filed for record in Volume 537, Page 57; of the Official Public Records of Real Property Waller County, Texas, (O.P.R.R.P.W.C.T), all of that certain call 14.884 acre tract of land as described in a deed filed for record in Volume 555, Page 630, (O.P.R.R.P.W.C.T), and all of that certain call 5.581 acre tract of land as described in a deed filed for record in Volume 555, Page 630, (O.P.R.R.P.W.C.T), said 144.9414 acre tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a 1" iron pipe (found) in the East right-of-way line of Kickapoo Road marking the Northwest corner of that certain call 7.9762 acre tract of land as described in a deed filed for record in Volume 593, Page 882, (O.P.R.R.P.W.C.T), the Southwest corner of said 124.474 acre tract of land and the Westerly-Southwest corner of the herein described 144.9414 acre tract of land, from which point a 1" iron pipe (found) marking the Southwest corner of that certain call 7.1549 acre tract of land as described in a deed filed for record in Volume 860, Page 583, (O.P.R.R.P.W.C.T), and the Northwest corner of that certain call 45.4096 acre tract of land as described in a deed filed for record in Volume 642, Page 153, (O.P.R.R.P.W.C.T), bears S 00°47'48" E, 508.74 feet;

THENCE N 00°47'48" W, a distance of 1,627.32 feet along the East right-of-way line of said Kickapoo Road to a 5/8" iron rod (found) in the North line of said George W. Clary Survey, the South line of the E. Corner survey, A-115 in said Waller County and the South line of that certain call 2,289.72 acre tract of land as described in a deed filed for record in Volume 88, Page 391 of the Waller County Deed Records marking a point where said Kickapoo Road bears Westerly, the Northwest corner of said 124.474 acre tract of land and the Northwest corner of the herein described 144.9414 acre tract of land;

THENCE N 89°00'08" E, (call N 89°00'00" E), a distance of 3,451.01 feet along the common line of said George W. Clary Survey, said 124.474 acre tract of land, said E. Corner Survey and said 2,289.72 acre tract of land to a 5/8" iron rod (found) marking the Northeast corner of said George W. Clary Survey, the Northeast corner of said 124.474 acre tract of land, the Northwest corner of the B.B.B. & C.R.R. Co. Survey, A-93 in said Waller County, the Northwest corner of Lot 16 in Kickapoo Hill Subdivision, Section 2, a subdivision in said Waller County according to the map or plat thereof filed for record in Volume 202, Page 247 of the Waller County Deed Records and the Northeast corner of the herein described 144.9414 acre tract of land;

THENCE S 01°25'43" E, (call S 01°26'09" E), along the common line of said George W. Clary Survey, said 124.474 acre tract of land, said B.B.B. & C.R.R. Co. Survey and said Kickapoo Hill Subdivision, Section 2, passing at 396.16 feet, (call 396.00 feet), a 5/8" iron rod with EIC cap (found) marking the Southwest corner of said Lot 16 and the Northwest corner of Lot 15 in said Kickapoo Hill Subdivision, Section 2, from which point a 1" iron pipe (found) bears S 37°47'43" W, 2.17 feet, and passing at 592.23 feet, (call 592.00 feet), a 5/8" iron rod with EIC cap (found) marking the Southwest corner of said Lot 15 and the Northwest corner of Lot 14 in said Kickapoo Hill Subdivision, Section 2, from which point a 1" iron pipe (found) bears S 28°42'07" W, 3.93 feet, and passing at 788.31 feet, (call 788.00 feet), the Southwest corner of said Lot 14 and the Northwest corner of Lot 13 in said Kickapoo Hill Subdivision, Section 2, and passing at 988.39 feet, (call 988.00 feet), the Southwest corner of said Lot 13 and the Northwest corner of Lot 12 in said Kickapoo Hill Subdivision, Section 2, from which point a 1" iron pipe (found) bears S 39°38'58" W, 6.08 feet, and passing at 1,188.47 feet, (call 1,188.00 feet), the Southwest corner of said Lot 12 and the Northwest corner of Lot 11 in said Kickapoo Hill Subdivision, Section 2, from which point a 1" iron pipe (found) bears S 47°13'37" W, 6.51 feet, and passing at 1,282.87 feet, a 5/8" iron rod (found) marking the Southeast corner of said 124.474 acre tract of land and the Northeast corner of said 5.581 tract of land, and passing at 1,388.55 feet, (call 1,388.00 feet), the Southwest corner of said Lot 11 and the Northwest corner of Lot 10 in said Kickapoo Hill Subdivision, Section 2, from which point a 1" iron pipe (found) bears S 42°26'21" W, 6.41 feet, and passing at 1,588.63 feet, (call 1,588.00 feet), the Southwest corner of said Lot 10 and the Northwest corner of Lot 9 in said Kickapoo Hill Subdivision, Section 2, a total distance of 1,647.37 feet to a 5/8" iron rod (found) in the West line of said Lot 9 marking the Northeast corner of that certain call 29.324 acre tract of land as described in a deed filed for record in Volume 643, Page 338, (O.P.R.R.P.W.C.T), the Southeast corner of said 5.581 acre tract of land and the Easterly-Southeast corner of the herein described 144.9414 acre tract of land;

THENCE S 89°20'24" W, a distance of 1,333.98 feet, (call S 89°20'03" W, 1,334.18 feet), along the common line of said 5.581 and said 29.324 acre tracts of land to a 1/2" iron rod (found) marking the Southwest corner of said 5.581 acre tract of land, the Northwest corner of said 29.324 acre tract of land, the Northeast corner of said 14.884 acre tract of land and an interior corner of the herein described 144.9414 acre tract of land;

RECORDER'S MEMORANDUM
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satisfactory recordation.

THENCE S 00°20'09" E, (call S 00°20'36" E), a distance of 764.95 feet along the common line of said 14.884 and said 29.324 acre tracts of land to a 1" iron rod (found) marking the Westerly-Southwest corner of said 29.324 acre tract of land, the Northwest corner of that certain call 24.895 acre tract of land as described in a deed filed for record in Volume 552, Page 819, (O.P.R.R.P.W.C.T), the Southeast corner of said 14.884 acre tract of land, the Easterly-Northeast corner of said 45.4096 acre tract of land and the Southerly-Southeast corner of the herein described 144.9414 acre tract of land;

THENCE S 89°09'03" W, a distance of 872.64 feet, (call S 89°11'29" W, 872.16 feet), along the common line of said 14.884 and said 45.4096 acre tracts of land to a 1-1/4" iron pipe (found) marking an interior corner of said 45.4096 acre tract of land, the Southwest corner of said 14.884 acre tract of land and the Southerly-Southwest corner of the herein described 144.9414 acre tract of land;

THENCE N 03°25'23" E, a distance of 260.99 feet, (call N 03°22'53" E, 260.30 feet), along the common line of said 14.884 and said 45.4096 acre tracts of land to a 2" iron pipe (found) for angle point marking the Northerly-Northeast corner of said 45.4096 acre tract of land and the Southeast corner of said 7.1549 acre tract of land;

THENCE N 03°39'57" E, (call N 03°37'36" E, along the common line of said 14.884 and said 7.1549 acre tracts of land, passing at call 255.04 feet the Northeast corner of said 7.1549 acre tract of land and the Southeast corner of said 7.9762 acre tract of land, a total distance of 308.77 feet, (call 308.80 feet), to a 1" iron pipe (found) in the South line of said 124.474 acre tract of land marking the Northeast corner of said 7.9762 acre tract of land, the Northwest corner of said 14.884 acre tract of land and an interior corner of the herein described 144.9414 acre tract of land;

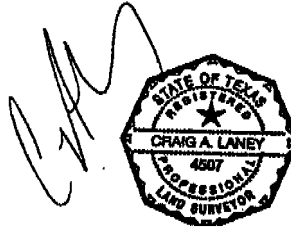
THENCE S 89°19'41" W, a distance 1,315.19 feet along the common line of said 124.474 and said 7.9762 acre tracts of land to the POINT OF BEGINNING and containing 144.9414 acres of land.

Surveyed on the ground August 22, 2007.

Job No. 07-682-08. (See corresponding plat)

The basis of bearing is N 00°47'48" W along the East right-of-way line of Kickapoo Road per prior deed.

RECORDER'S MEMORANDUM
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satisfactory recordation.



Save + EXCEPT
EXHIBIT "A"

VOL 1114 PAGE 297

 **SURVEYING COMPANY**
12348 Jones Road, Suite 270
Houston, TX 77070
(281) 955-2772
Fax (281) 955-6678

All that certain tract or parcel containing 5.1462 acres of land out of that certain 144.9414 acre tract of land situated in the George W. Chary Survey, A-188 in Waller County, Texas, said 144.9414 acre tract being that same tract of land as described in a deed filed for record in Volume 1080, Page 622 of the Official Public Records of Real Property, Waller County, Texas, (O.P.R.R.P.W.C.T.), said 5.1462 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING at a 1" iron pipe (found) in the East right-of-way line of Kikapoo Road marking the Northwest corner of that certain call 7.9762 acre remainder of that certain call 15.1327 acre tract of land as described in a deed filed for record in Volume 415, Page 670, Waller County Deed Records and the Westerly-Southwest corner of said 144.9414 acre tract of land, from which point a 1" iron pipe (found) marking the Southwest corner of that certain call 7.1549 acre tract of land as described in a deed filed for record in Volume 460, Page 581, (O.P.R.R.P.W.C.T.), and the Northwest corner of that certain call 45.4006 acre tract of land as described in a deed filed for record in Volume 642, Page 133, (O.P.R.R.P.W.C.T.), bears S 00°47'48" E, 508.74 feet;

THENCE N 89°19'41" E, a distance of 1,315.19 feet along the common line of said 7.9762 and said 144.9414 acre tracts of land to a 1" iron pipe (found) marking an interior corner of said 144.9414 acre tract of land and the Northwest corner of said 7.9762 acre tract of land;

THENCE S 09°39'57" W, along the common line of said 7.9762 and said 144.9414 acre tracts of land, passing at 253.73 feet a 5/8" iron rod (found) marking the Northwest corner of said 7.1549 acre tract of land and the Southeast corner of said 7.9762 acre tract of land, a total distance of 508.77 feet to a 2" iron pipe (found) marking the Southeast corner of said 7.1549 acre tract of land, the Northerly-Northeast corner of that certain call 11.783 acre tract of land as described in a deed filed for record in Volume 933, Page 608, (O.P.R.R.P.W.C.T.), and the Northwest corner and POINT OF BEGINNING of the herein described 5.1462 acre tract of land;

THENCE N 89°15'50" E, a distance of 855.51 feet to a 5/8" iron rod with EJC cap (set) in the West line of that certain call 29.324 acre tract of land as described in a deed filed for record in Volume 643, Page 338, (O.P.R.R.P.W.C.T.), and the lower East line of said 144.9414 acre tract of land marking the Northeast corner of the herein described 5.1462 acre tract of land;



THENCE S 00°20'00" E, a distance of 258.88 feet along the common line of said 29.324 and said 144.9414 acre tracts of land to a 1" iron pipe (found) marking the Southerly-Southeast corner of said 144.9414 acre tract of land, the Westerly-Southwest corner of said 29.324 acre tract of land, the Northwest corner of that certain call 24.893 acre tract of land as described in a deed filed for record in Volume 532, Page 819, (O.P.R.R.P.W.C.T.), and the Easterly-Northeast corner of said 11.783 acre tract of land and the Southeast corner of the herein described 5.1462 acre tract of land;

THENCE S 89°09'03" W, a distance of 872.64 feet to a 1-1/4" iron pipe (found) marking an interior corner of said 11.783 acre tract of land, the Southerly-Southwest corner of said 144.9414 acre tract of land and the Southwest corner of the herein described 5.1462 acre tract of land;

THENCE N 07°23'23" E, a distance of 260.99 feet along the common line of said 11.783 and said 144.9414 acre tracts of land to the POINT OF BEGINNING and containing 5.1462 acres of land.

Surveyed on the ground April 2, 2008. Revised April 10, 2008. Revised April 15, 2008.
Job No. 08-233-03. (See corresponding plat)
The basis of bearing is N 00°47'48" W along the East right-of-way line of Kikapoo Road per prior deed.

RECORDER'S MEMORANDUM
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satisfactory recordation.

Land Boundary • Topographic Surveying
A Division of Everything in Christ Services, Inc.

804219

VOL 1114 PAGE 298

FILED FOR RECORD

08 JUN 13 PM 1:59

CHERYL PETERS
COUNTY CLERK
WALLER COUNTY, TX
DEPUTY

Cheryl Peters

29.00 (13)
5.00
1.00

35.00 pd.

THE STATE OF TEXAS
COUNTY OF WALLER

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 Official Public Records of Waller County, Texas, in the Volume and Page as noted hereon by me.



Cheryl Peters
County Clerk, Waller County, Texas