

is incorporated herein by reference for all purposes and herein referred to as the "Section One First Amendment"); and

WHEREAS, by virtue of an instrument entitled "Declaration of Covenants, Conditions and Restrictions" (hereinafter referred to as the "Original Section Two Declaration") filed for record (bearing Clerk's File Number G434538) in the Deed Records of Harris County, Texas at Film Code No. 151-86-0705 (which instrument is incorporated herein by reference for all purposes), Declarant imposed restrictive covenants on the following property:

Lots Seventeen (17) through Seventy-Eight (78), both inclusive in Block Two (2);

Lots Twenty-Four (24) through Seventy-Eight (78), both inclusive in Block Seven (7);

Lots One (1) through Twenty (20), both inclusive in Block Eight (8);

Lots One (1) through Twenty-Five (25), both inclusive in Block Nine (9);

Lots One (1) through Twenty-Seven (27), both inclusive in Block Ten (10);

All of said Lots being in SHADOWBRIAR, SECTION TWO, according to the map or plat thereof recorded in Volume 275, Page 27, Map Records of Harris County, Texas;

(hereinafter referred to as "the Section Two Property"); and

WHEREAS, the Section One Property and the Section Two Property currently comprise the entire Shadowbriar residential community which has been and is being developed by Declarant such that, for purposes of this instrument, the Section One Property and the Section Two Property shall be collectively referred to as "the Property"; similarly, the original Section One Declaration, the Section One First Amendment and the Section Two Declaration shall, for purposes of this instrument, be collectively referred to as "the Declaration"; and

WHEREAS, within the terms and provisions of the Declaration (Article V, Section 8), the Declarant was appointed as the Attorney-in-Fact for all of the owners of the Property to, inter alia, amend the Declaration with such covenants and agreements as Declarant shall deem necessary, proper and expedient under circumstances and conditions as may be then existing, provided that such exercise would not materially and adversely affect the condition of title to any Lot; and

WHEREAS, Declarant proposes to exercise the Power of Attorney to effect this Amendment to the Declaration, in accordance with Article V, Section 5, and in accordance with and by virtue of Article V, Section 8, for various reasons which Declarant deems necessary, proper and expedient, including, but not limited to, the following considerations:

(1) Mutual and reciprocal cross-annexations need to be recognized such that Sections One and Two of Shadowbriar, although separately platted, are annexed to each other and regarded as one common subdivision for purposes of the Association and the Declaration (as amended hereby);

(2) The Architectural Control Committee needs the ability to promulgate supplemental standards (e.g., promulgating technical specifications concerning the

type, kind and weight of composition shingles) without the necessity of repeated formal recorded amendments to the Declaration;

(3) Garages having openings facing Shadowbriar Drive need to be appropriately screened from public view;

(4) The Architectural Control Committee needs the ability to better control the location and appearance of temporary sales offices and portable buildings;

(5) The maximum height of a side or rear fence, wall or hedge needs to be increased from six (6) feet to eight (8) feet in height so that, as an example, the portable buildings [not more than eight (8) feet in height] permitted by Section 9 of Article II can be appropriately screened for visual/aesthetic purposes; and

(6) The provisions relating to antennae need to be better expressed in order to clarify any uncertainties or ambiguities which may exist.

NOW, THEREFORE, in consideration of the premises, Declarant hereby declares that the Declaration shall be, and hereby is, amended, modified and changed as set forth below:

A. Section 3 of Article I of the Declaration is hereby consolidated and updated to read as follows:

"Section 3. "Properties" shall mean and refer to:

- (a) that certain real property in Shadowbriar, Section One, according to the Map or Plat thereof recorded in Volume 257, Page 53 of the Map Records of Harris County, Texas;
- (b) that certain real property in Shadowbriar, Section Two, according to the Map or Plat thereof recorded in Volume 275, Page 27 of the Map Records of Harris County, Texas;
- (c) adjacent tracts of land (extending southward from Section Two of Shadowbriar to Westheimer Road) which may be developed by the Declarant or its successors and assigns as additional sections of the Shadowbriar Subdivision; and
- (d) such other real property which may hereafter be brought within the jurisdiction of the Association or this Declaration."

B. Section 2 of Article II of the Declaration is hereby amended with the addition of the following provision to the existing text:

"...The Architectural Control Committee is authorized and empowered to consider and review any and all aspects of dwelling construction which may, in the reasonable opinion of the Architectural Control Committee, adversely affect the living enjoyment of one or more Owners or the general value of the Properties. The Architectural Control Committee may from time to time publish and promulgate architectural standards bulletins which shall be fair, reasonable and uniformly applied and shall carry forward the spirit and intention of these Covenants and Restrictions. Such bulletins shall

supplement these Covenants and Restrictions and are incorporated herein by reference."

C. Section 5 of Article II of the Declaration which previously provided the following:

"Section 5. Location of the Improvements Upon the Lot. No building or other improvement shall be located on any Lot nearer to the front lot line or nearer to the street side line than the minimum building setback line shown on the recorded plat. Subject to the provisions of Section 6, no building shall be located nearer than five (5) feet to an interior Lot line, except that a garage or other permitted accessory building located sixty (60) feet or more from the front Lot line may be located a minimum distance of three (3) feet from an interior Lot line. No garage located closer than sixty (60) feet to the front property line shall face or open at less than a ninety degree (90°) angle to the front property line. For the purposes of this covenant and restriction, eaves, steps and unroofed terraces shall not be considered as part of a building, provided, however, that this provision shall not be construed to permit any portion of the construction of a Lot to encroach upon another Lot."

is hereby amended and superseded in its entirety to read as follows:

"Section 5. Location of the Improvements Upon the Lot. No building or other improvement shall be located on any Lot nearer to the front Lot line or nearer to the street side line than the minimum building setback line shown on the recorded plat. Subject to the provisions of Section 6, no building shall be located nearer than five (5) feet to an interior Lot line, except that a garage or other permitted accessory building located sixty (60) feet or more from the front Lot line may be located a minimum distance of three (3) feet from an interior Lot line. No garage located closer than sixty (60) feet to the front property line shall face or open at less than a ninety degree (90°) angle to the front property line. No garage openings or garage approaches will be permitted on Lots which have a side facing or adjacent to Shadowbriar Drive unless screening walls of appropriate height and material shall be specifically approved by the Architectural Control Committee and thereafter promptly installed and constructed. Model houses constructed by builders on lots which have a side facing or adjacent to Shadowbriar Drive may, with the Architectural Control Committee approval, delay construction of the approved garage screening walls until such time as the model home is sold to a third-party resident. For the purposes of this covenant and restriction, eaves, steps and unroofed terraces shall not be considered as part of a building; provided, however, this provision shall not be construed to permit any portion of the construction on a Lot to encroach upon another Lot."

D. Section 9 of Article II of the Declaration which previously provided the following:

"Section 9. Use of Temporary Structures. No structures of a temporary character, mobile home, trailer, basement, tent, shack, garage, barn or other outbuilding shall be used on any Lot at any time as a residence. Temporary sales offices may be maintained on one or more Lots by individuals or entities engaged in

the construction and sale of residential dwellings. Portable buildings used for accessory or storage purposes shall be limited to not more than eight (8) feet in height and shall be subject to approval of the Architectural Control Committee. Temporary structures may be used to store construction materials and for related purposes during the initial construction of residential dwellings. Such structures shall be inconspicuous and slightly and shall be removed immediately after completion of construction."

is hereby amended and superseded in its entirety to read as follows:

"Section 9. Use of Temporary Structures. No structures of a temporary character, mobile home, trailer, basement, tent, shack, garage, barn or other outbuilding shall be used on any Lot at any time as a residence, nor shall they be used for any other purposes without the express written consent of the Architectural Control Committee. Temporary sales offices may be maintained on one or more Lots by individuals or entities engaged in the construction and sale of residential dwellings, provided they have been expressly approved in advance by the Architectural Control Committee. Portable buildings used for accessory or storage purposes shall be limited to not more than eight (8) feet in height and shall be subject to approval of the Architectural Control Committee. Temporary structures may be used to store construction materials and for related purposes during the initial construction of residential dwellings. Such structures shall be inconspicuous and slightly and shall be removed immediately after completion of construction."

E. Section 13 of Article II of the Declaration which previously provided the following:

"Section 13. Walls, Fences and Hedges. No walls, fence or hedge in excess of three (3) feet in height shall be erected or maintained nearer to the front Lot line than the walls of the dwelling existing on such Lot. No side or rear fence, wall or hedge shall be more than six (6) feet in height. No chain link type of fence construction will be permitted on any Lot. Any wall, fence or hedge erected on a Lot by Declarant, or its assigns, shall pass ownership with title to the Lot and it shall be the Owner's responsibility to maintain said wall, fence or hedge thereafter."

is hereby amended and superseded in its entirety to read as follows:

"Section 13. Walls, Fences and Hedges. No walls, fence or hedge in excess of three (3) feet in height shall be erected or maintained nearer to the front Lot line than the walls of the dwelling existing on such Lot. No side or rear fence, wall or hedge shall be more than eight (8) feet in height. No chain link type of fence construction will be permitted on any Lot. Any wall, fence or hedge erected on a Lot by Declarant, or its assigns, shall pass ownership with title to the Lot and it shall be the Owner's responsibility to maintain said wall, fence or hedge thereafter."

F. Section 22 of Article II of the Declaration which previously provided the following:

"Section 22. Maximum Height of Antennae. No electronic antenna or device of any type other than an antenna for receiving normal television signals shall be erected, constructed, placed or permitted to remain on any Lot, house or building. A television antenna may be attached to a house, provided, however, such antenna must be located to the rear of the roof ridge line, gable or center line of the principal dwelling. A free-standing antenna must be attached to and located behind the rear wall of the main residential structure. No antenna, either free-standing or attached, shall be permitted to extend more than ten (10) feet above the roof of the main residential structure on the Lot or to be erected on a wooden pole."

is hereby amended and superseded in its entirety to read as follows:

"Section 22. Antennae. No electronic antenna or device of any type other than an antenna for receiving normal television signals shall, unless otherwise approved by the Architectural Control Committee, be erected, constructed, placed or permitted to remain on any Lot, dwelling or building. Each and all television antennae shall be installed in such a manner that it is: (a) within the attic of a residential dwelling; or (b) attached to, but not exceeding ten feet (10') above, the rear eave of the residential dwelling; and (c) not visible from the street on which the primary residential dwelling fronts."

G. The effective date of the terms and provisions of this Amendment shall be that date on which this Amendment is filed with the County Clerk of Harris County, Texas. Except as is provided hereinabove, the terms and conditions of the Declaration shall remain in full force and effect.

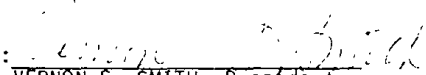
The current mailing addresses for the Declarant and the Association (as defined within the Declaration) are as follows:

Shadowbriar Joint Venture	Shadowbriar Community Association, Inc.
13601 Preston Road	c/o Planned Community Management, Inc.
Suite 616/East	955 Dairy Ashford Road
East Carillon Tower	Suite 218
Dallas, Texas 75240	Houston, Texas 77079

EXECUTED this 10th day of JUNE, 1982.

SHADOWBRIAR JOINT VENTURE,
a Texas Joint Venture (in its
capacities as an Owner and as
Attorney-in-Fact for all the Owners
of the Shadowbriar Subdivision)

BY: LANDMARK PROPERTIES-TEXAS, INC.,
a Texas corporation

By: 
VERNON S. SMITH, President

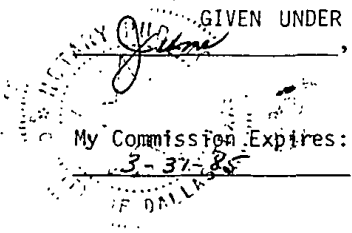
BY: TEXAS S&L CORPORATION,
a Texas corporation

By: 
MICHAEL E. BUQUOI, President

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared VERNON S. SMITH, President of LANDMARK PROPERTIES-TEXAS, INC., a Texas corporation, one of the Joint Venturers of SHADOWBRIAR JOINT VENTURE, a Texas Joint Venture (in its capacities as an Owner and as Attorney-in-Fact for all of the Owners of the Shadowbriar Subdivision), known to me to be the person and officer of said corporation 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 capacities therein stated, and as the act and deed of LANDMARK PROPERTIES-TEXAS, INC., on behalf of said Joint Venture in its stated capacities.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 10th day of _____, 1982.



Kay Satery
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS
KAY SATERY
[Print or Type Name of Notary]

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared MICHAEL E. BUQUOI, President of TEXAS S&L CORPORATION, a Texas corporation, one of the Joint Venturers of SHADOWBRIAR JOINT VENTURE, a Texas Joint Venture (in its capacities as an Owner and as Attorney-in-Fact for all of the Owners of the Shadowbriar Subdivision), 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 purposes and consideration therein expressed, in the capacities therein stated and as the act and deed of said TEXAS S&L CORPORATION, on behalf of said Joint Venture and its stated capacities.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 11th day of June, 1982.

My Commission Expires: 7-15-85

Margaret Luse
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS
Margaret Luse
[Print or Type Name of Notary]

FILED
JUN 24 9 00 AM 1982
County Clerk
COUNTY CLERK
HARRIS COUNTY TEXAS

017-00-1375

AFTER RECORDING PLEASE RETURN
TO:

J. Christopher Bird
Bird & Reneker
6500 Greenville Avenue
Suite 490
Dallas, Texas 75206

(214) 373-7070

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
hereon by me, and was duly RECORDED, in the Official
Public Records of Real Property of Harris County, Texas on

JUN 24 1982



Quita Rosekauer

County Clerk, Harris County, Texas