

515-66-2326

FIFTH SUPPLEMENTAL DECLARATION

S730947

11/13/97 200533759 S730947

\$15.00

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

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COUNTY OF HARRIS

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THAT THIS FIFTH SUPPLEMENTAL DECLARATION is made on the date hereinafter set forth by Winchester Associates, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant"), through Great America Companies, Inc., a Texas corporation, its Managing General Partner, acting herein by and through its duly authorized officers.

WITNESSETH:

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Winchester Section One and recorded under Film Code No. 367074 of the Harris County, Texas Map Records (comprised of 101 Lots) (the "Initial Property"); and,

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into those certain residential subdivisions known as Willow Pointe Section Two recorded under Film Code No. 390098 of the Harris County, Texas Map Records, Willow Pointe Section Three recorded under Film Code No. 379041 of the Harris County, Texas Map Records, and Willow Pointe Section Four recorded under Film Code No. 368121 of the Harris County, Texas Map Records (referred to collectively as the "Additional Property"); and,

WHEREAS, Declarant desires to hold, sell and convey the Initial Property and the Additional Property subject to the Declaration of Covenants, Conditions, and Restrictions for Willow Pointe Section One filed and duly recorded in the Official Public Records of Real Property of Harris County, Texas on May 16, 1995 under Clerk's File Number R397487, and amended by that Supplemental Declaration dated July 20, 1995 recorded in the Official Public Records of Real Property of Harris County, Texas on July 25, 1995 under Clerk's File Number R495731, (the "Declaration"), and as further amended by the Second Supplemental Declaration dated November 6, 1995 recorded in the Official Public Records of Real Property of Harris County, Texas on November 7, 1995 under Clerk's File Number R658896, and the Third Supplemental Declaration dated October 28, 1996 recorded in the Official Public Records of Real Property of Harris County, Texas on November 14, 1996 under Clerk's File Number S208035, and the Fourth Supplemental Declaration dated August 26, 1997 recorded in the Official Public Records of Real Property of Harris County, Texas on August 27, 1997 under Clerk's File Number S610262 (the "Declaration"), which is for the purpose of establishing a uniform plan for the development, improvement and sale of the Initial Property, together with such other land constituting the Property from time to time brought within the terms of the Declaration pursuant thereto, and to insure the preservation of such uniform plan for the benefit of both present and future owners of the residential subdivision Lots within the Property; and,

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WHEREAS, Article XII, Section 6 of the Declaration provides that the Declaration may be amended by an instrument when approved by not less than two-thirds (2/3rds) of the Lot Owners; and,

WHEREAS, the approval of not less than two-thirds (2/3rds) of the Lot Owners is evidenced by the instrument attached as Exhibit "A", attached hereto and incorporated herein by reference.

NOW, THEREFORE, Declarant hereby amends the Restrictions by adding the following paragraphs to Article X, Section 26. Wall and Fences.

In Willow Pointe Section 2, the Declarant will install and the Association will maintain masonry walls on the following lots: block 1, lot 41; block 2, lots 85, 86 and 90; block 3, lots 7 and 11. The size, configuration and location of the masonry walls will be determined solely by the Declarant.

In Willow Pointe Section 2 on the following lots: block 1, lots 41, 42, 44-50; block 2, lots 64-75; block 3, lots 9-11, the rear lot line fences shall be constructed on the common boundary between the rear utility easement and the adjacent pipeline easement. On the following lots: block 2, lot 62 and 95 the side lot line fences adjacent to the pipeline easement shall be constructed on the common boundary between the side utility easement and the adjacent pipeline easement. Maintenance of the pipeline easements in Section 2 shall be the responsibility of the Association.

This Fifth Supplemental Declaration shall run with the Property and shall bind all parties having or acquiring any right, title, or interest therein or any part thereof, their heirs or successors in title and assigns, and shall inure to the benefit of each owner thereof. Except as otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to such term in the Declaration.

IN WITNESS WHEREOF, this Declaration is executed this the 12th day of November, 1997.

DECLARANT:

Winchester Associates, Ltd., a Texas limited partnership.
By: Great America Companies, Inc., Managing General Partner

By: David E. Garrett
Name: David E. Garrett
Title: Vice President

515-66-2328

STATE OF TEXAS

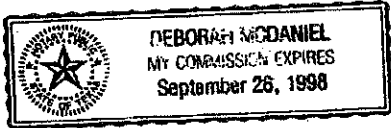
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COUNTY OF HARRIS

This instrument was acknowledged before me on the 12th day of November, 1997, by David E. Garrett, Vice President of Great America Companies, Inc., a Texas Corporation, Managing General Partner of Winchester Associates, Ltd., a Texas limited partnership, on behalf of said Corporation and said partnership.

Deborah McDaniel

Notary Public in and for the State of Texas



Printed or Typed Name of Notary

Commission Expiration Date: _____

After recording, return to:
David E. Garrett
One Riverway, Suite 2050
Houston, Texas 77056

FILED

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Beverly B. Keyfman

COUNTY CLERK
HARRIS COUNTY, TEXAS

515-66-2329

EXHIBIT "A"
OFFICIAL BALLOT

Winchester Associates, Ltd., a Texas limited partnership, through Great America Companies, Inc., a Texas corporation, its Managing General Partner, consents to the recordation of the Fifth Supplemental Declaration to the Declaration of Covenants, Conditions and Restrictions for Willow Pointe Section 1, Willow Pointe Section 2, Willow Pointe Section 3 and Willow Pointe Section 4.

Winchester Associates, Ltd. is the owner of the following lots in Willow Pointe, as of the date hereinafter set forth:

Willow Pointe Section 1
Block 1: Lots 1, 2, 5
Block 2: Lots 1-5
Total Lots in Section 1: 8 Lots

Willow Pointe Section 2
Block 1: Lots 41-62
Block 2: Lots 62-95
Block 3: Lots 1-11
Total Lots in Section 2: 67 Lots

Willow Pointe Section 3
Block 2: 13, 17, 18, 22, 26
Total Lots in Section 3: 5 Lots

Willow Pointe Section 4
Block 1: Lots 7, 8, 15, 17, 18, 22, 24, 26, 27, 31
Block 2: Lots 3, 4, 11, 12, 15, 21, 22, 24, 29, 32, 36
Block 3: Lots 23-28, 30, 31, 33, 35
Total Lots in Section 4: 31 Lots

Total Lots Owned by Winchester Associates, Ltd.: 111 Lots
Total Number of Votes Entitled to Cast Pursuant to Article II, Section 3: 555

Winchester Associates, Ltd., a Texas limited partnership.
By: Great America Companies, Inc., Managing General Partner

By: David E. Garrett
Name: David E. Garrett
Title: Vice President
Date: November 11, 1997