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523-35-1371

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NINTH SUPPLEMENTAL DECLARATION

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF HARRIS

§

§

THAT THIS NINTH 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, 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 Willow Pointe 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 that certain residential subdivision known as Willow Pointe Section Eight and recorded under Film Code No. 411008 (the "Plat") of the Harris County, Texas Map Records (comprised of 65 Lots) (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 (as the same may be amended from time to time, 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,

WHEREAS, Declarant now wishes to annex the Additional Property to the Initial Property pursuant to the terms of the Declaration and wishes to subject the Additional Property to the covenants, conditions, and restrictions contained in the Declaration.

NOW, THEREFORE, Declarant hereby adopts the following Ninth Supplemental Declaration which is for the purpose of annexing the Additional Property to the Initial Property and to subject the Additional Property to the covenants, conditions, and restrictions contained in the Declaration. This Ninth 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. Declarant hereby files this Ninth Supplemental Declaration subject to the following:

1. The Owner of the Additional Property is the Declarant.
2. The recorded subdivision description of the Additional Property is set out in the Plat which is incorporated herein by reference and is hereby made a part of this Ninth Supplemental Declaration; the Plat identifies (i) those portions of the Additional Property that are dedicated and/or conveyed to the public or any governmental or quasi-governmental authority for street right-of-way or utility facility purposes, (ii) those portions that are to comprise Lots for construction of Living Units and related improvements, and (iii) those portions that comprise Common Property, if any (those being the only three permitted uses for the Additional Property).
3. A mutual grant and reservation of rights and easements of the Owners in and to the existing and annexed Common Property and Common Facilities is hereby made.
4. The Additional Property is being added or annexed in accordance with and subject to the provisions of the Declaration, as heretofore amended.
5. The Additional Property shall be developed, held, used, sold and conveyed in accordance with and subject to the provisions of the Declaration as heretofore and hereafter amended.
6. All of the provisions of the Declaration, as heretofore amended, shall apply to the Additional Property with the same force and effect as if the Additional Property were originally included in the Declaration as part of the Initial Property.
7. A vendor's lien is herein reserved in favor of the Association, in the same manner as provided in the Declaration, to secure collection of the Assessments provided for, authorized or contemplated in the Declaration.
8. After this annexation is made, all assessments collected by the Association from the Owners in the Additional Property shall be commingled with the Assessments collected from all other Owners so that there shall be a common maintenance fund for the Property.
9. Nothing in this Ninth Supplemental Declaration shall be construed to represent or imply that Declarant, its successors or assigns, are under any obligation to add or annex any additional land to the Property.

523-35-1373

IN WITNESS WHEREOF, this Declaration is executed this the 11th day of January, 1999.

DECLARANT:

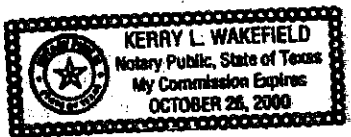
Winchester Associates, Ltd., a Texas limited partnership.

By: Great America Companies, Inc., Managing General Partner

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

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 11th day of January, 1999, 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.



Notary Public in and for the State of Texas
Kerry L. Wakefield
Printed or Typed Name of Notary
Commission Expiration Date:

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE 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 herein by me, and was duly RECORDED in the Official Public Records of Real Property in Harris County, Texas at _____

After recording, return to:
Great America Companies, Inc.
8000 IH 10 West, Suite 700
San Antonio, Texas 78230

JAN 13 1999



Barbara B. Keefner
COUNTY CLERK
HARRIS COUNTY TEXAS

99 JAN 13 PM 3:09
FILED
Barbara B. Keefner
COUNTY CLERK
HARRIS COUNTY TEXAS