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Serene Hills

LUXURY LIVING IN THE HILLS

**FIFTH AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS
AND RESTRICTIONS**

FOR

SERENE HILLS

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**FIFTH AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
SERENE HILLS**

This Fifth Amendment to Declaration of Covenants, Conditions and Restrictions for Serene Hills (this "**Amendment**") is made this 26th day of January, 2014 by Serene Hills, Ltd., a Texas limited partnership (the "**Declarant**"), and is as follows:

RECITALS

WHEREAS, Serene Hills, a subdivision located in Travis County, Texas (the "**Property**"), was established pursuant to that certain Declaration of Covenants, Conditions and Restrictions for Serene Hills recorded as Document No. 2012105853, Official Public Records of Travis County, Texas (the "**Original Declaration**"), as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Serene Hills recorded as Document No. 2012171312, Official Public Records of Travis County, Texas (the "**First Amendment**"), as further amended by that certain Second Amendment to Declaration of Covenants, Conditions and Restrictions for Serene Hills recorded as Document No. 2013017166, Official Public Records of Travis County, Texas (the "**Second Amendment**"), as further amended by that certain Third Amendment to Declaration of Covenants, Conditions and Restrictions for Serene Hills recorded as Document No. 2013080290, Official Public Records of Travis County, Texas (the "**Third Amendment**") and as further amended by that certain Fourth Amendment to Declaration of Covenants, Conditions and Restrictions for Serene Hills recorded as Document No. 2013221191, Official Public Records of Travis County, Texas (the "**Fourth Amendment**") (the Original Declaration, First Amendment, Second Amendment, Third Amendment and Fourth Amendment are collectively referred to as the "**Declaration**"); and

WHEREAS, Article V of the Declaration sets forth provisions pertaining to the powers of the Architectural Committee with respect to the construction of Improvements on the Property; and

WHEREAS, pursuant to Section 9.03(A) of the Declaration, Declarant may amend the Declaration so long as Declarant owns or controls any of the Property or the Additional Land; and

WHEREAS, as of the date hereof, Declarant owns or controls a portion of the Property and the Additional Land; and

WHEREAS, in exercise of its rights under Section 9.03(A) of the Declaration, Declarant desires to amend Article V of the Declaration as set forth herein.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. Architectural Control. Article V of the Declaration is hereby amended to include the following Section 5.23 (the remainder of Article V shall remain unmodified):

“5.23. Approved Builder List. The Architectural Committee may, in its sole discretion, select and approve a list of Builders that will be permitted to build Residences on Lots for sale to third party purchasers within the Property or any portion thereof (each an “**Approved Builder List**”). The Builders included on any Approved Builder List will be the only Builders permitted to build Residences on Lots located within the portion of the Property designated in such Approved Builder List. The Architectural Committee shall have the right to amend or modify any Approved Builder List from time to time, in its sole discretion.”

2. Miscellaneous. Any capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Declaration. Unless expressly amended by this Amendment, all other terms and provisions of the Declaration remain in full force and effect as written, and are hereby ratified and confirmed.

[SIGNATURE PAGE FOLLOWS]

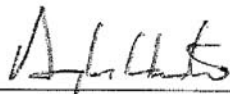
IN WITNESS WHEREOF, Declarant has executed this Amendment on the date set forth above.

DECLARANT:

SERENE HILLS, LTD.,
a Texas limited partnership

By: ES-DH, Serene L.L.C.,
a Texas limited liability company,
its general partner

By:

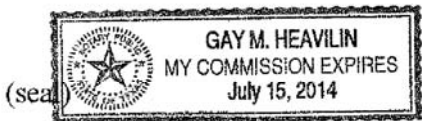


Douglas Hunter,
Member and Authorized Signatory

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 28 day of January, 2014, by Douglas Hunter, Member and Authorized Signatory for ES-DH Serene, L.L.C., a Texas limited liability company, the general partner of Serene Hills, Ltd., a Texas limited partnership, on behalf of said limited liability and limited partnership.






Notary Public Signature

AFTER RECORDING, PLEASE RETURN TO:

McLean & Howard, LLP
Attn: William P. McLean
Barton Oaks Plaza, Building II
901 S. Mopac Expressway, Suite 225
Austin, Texas 78746



FILED AND RECORDED
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DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS
January 30 2014 10:17 AM