

SECOND AMENDMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
AERO COUNTRY EAST

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF COLLIN §

THIS SECOND AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR AERO COUNTRY EAST (this "Second Amendment") is made on the date hereinafter set forth by Heavy Ventures, LLC, a Texas limited liability company (hereinafter referred to as the "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and recorded an instrument entitled "Declaration of Covenants, Conditions, and Restrictions for Aero Country East" filed of record on January 26, 2010, as Instrument No. 20100126000084130 of the Deed Records of Collin County, Texas (the "Declaration"); and

WHEREAS, Declarant prepared and recorded an instrument entitled "First Amendment to the Declaration of Covenants, Conditions, and Restrictions for Aero Country East" filed of record on July 7, 2010, as Instrument No. 20100707000693910 of the Deed Records of Collin County, Texas (the "First Amendment"); and

WHEREAS, Article XVII, Section 17.2(a) of the Declaration authorizes Declarant to amend the Declaration unilaterally for any purpose until termination of the Class "B" membership; and

WHEREAS, the Class "B" membership has not yet terminated; and

WHEREAS, Declarant now desires to amend the Declaration as hereinafter set forth.

NOW, THEREFORE, the Declarant hereby amends the Declaration as follows:

1. Article I, Section 1.23 of the Declaration is hereby amended by deleting this Section and replacing it with the following:

Section 1.23 "Hangar" shall mean a structure having a roof, supported by walls and primarily intended for the shelter, housing or enclosure of aircraft and/or any other property of the Owner.

2. Article II, Section 2.1(b) of the Declaration is hereby amended by deleting that subsection and replacing it with the following:

(b) the right of the Board to adopt rules regulating the use and enjoyment of the Common Area, including rules limiting the number of vehicles which may be parked on the Common Area and limiting the number of guests and tenants that may use the Common Area recreational facilities. Notwithstanding any other provision contained herein to the contrary, no more than one (1) unaccompanied guest of an Owner or, in the event the Owner's Lot is leased, no more than one (1) accompanied guest of a tenant of such Owner, may use the Association's amenity center and recreational facilities at any given time with respect to such Lot;

3. Article VI, Section 6.3 of the Declaration is hereby amended by adding the following by adding the following provision at the end of the first sentence:

;provided, however, that nothing in this paragraph shall be construed to require an Owner to purchase blanket or any other type of liability insurance covering the premises and/or property of any other Owner, or any Common Areas.

4. Article XII, Section 12.1 of the Declaration is hereby amended by deleting this Section and replacing it with the following:

Section 12.1 General. The Property shall be used only for private aviation and personal purposes such as the keeping of private vehicle collections and single-family residential and related purposes (which may include, without limitation, an information center and/or a sales office for any real estate broker retained by Declarant to assist in the sale of any portion of the Property, offices for any property manager, or business offices for Declarant or the Association) consistent with the Governing Documents.

5. Article XII, Section 12.4 of the Declaration is hereby amended by adding the phrase "private vehicle collections" to the first sentence thereof so that the first sentence of Section 12.4 will read in its entirety as follows:

Section 12.4. Parking and Prohibited Vehicles. Private vehicle collections, commercial vehicles, vehicles with commercial writing on their exteriors, vehicles primarily used or designed for commercial purposes, golf carts, stored vehicles, inoperable vehicles, tractors, mobile homes, recreational vehicles, trailers (either with or without wheels), campers, camper trailers, boats and other watercraft, and watercraft trailers shall be parked only in enclosed garages or Hangars.

6. Article XII, Section 12.29 of the Declaration is hereby amended by adding a new subsection 12.29(k) as follows:

(k) Hover taxiing is prohibited East of Taxiway "Swick Lane".

7. Article XII of the Declaration is hereby amended by adding a new Section 12.30 as follows:

Section 12.30 Natural Gas Lines. Declarant is under no obligation to provide natural gas lines to service Hangars within the Property. To the extent that Declarant has caused to be constructed natural gas lines within the Property which are accessible to the Owner of a Hangar, the Owner of a Lot on which a Hangar has or will be constructed may connect to such line only upon payment to the Declarant of the sum of Three Thousand Two Hundred and Fifty and NO/100 (\$3,250.00) as reimbursement for the Declarant's costs to install such line.

8. Except as modified by this Second Amendment, the Declaration shall remain in full force and effect.

14th IN WITNESS WHEREOF, Declarant has executed this Second Amendment as of the day of December, 2012.

DECLARANT: HEAVY VENTURES, LLC

By: Mike D. Shell
Its: Member

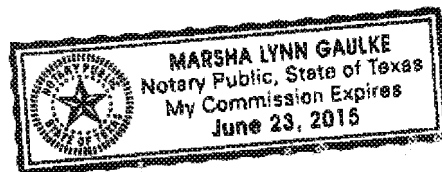
ACKNOWLEDGMENT

STATE OF TEXAS §
§
COUNTY OF COLLIN §

14th BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, on the day of December, 2012, personally appeared MIKE D. SHELL, Member and Manager of HEAVY VENTURES, LLC, a Texas limited liability company, and acknowledged that he executed the foregoing document on behalf of said company.

Marsha Lynn Gaulke
Notary Public in and for the State of Texas

AFTER RECORDING RETURN TO:
Riddle & Williams, P.C.
3710 Rawlins Street, Suite 1400
Dallas, Texas 75219



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