

ANNEXATION AND SUPPLEMENTAL
DECLARATION OF RESTRICTIONS FOR
GLEN LAUREL SECTION EIGHT

THIS ANNEXATION AND SUPPLEMENTAL DECLARATION OF RESTRICTIONS is made as of the date set forth on the signature page hereof, by GLEN LAUREL, L.L.C., a Texas Limited Liability Company, herein referred to and acting as Declarant.

WHEREAS, Declarant has executed a Declaration of Covenants, Conditions and Restrictions for GLEN LAUREL, SECTIONS ONE AND TWO (the "Original Declaration"), and the same was filed for record under Clerk's File No. 9892298 in the Real Property Records of Fort Bend County, Texas;

WHEREAS, Declarant is the owner of that tract of land containing 17.4530 acres, more or less, situated in Fort Bend County, Texas as described on Exhibit "A" attached (the "Annexation Tract");

WHEREAS, Section 9 of Article V of the Original Declaration grants Declarant the unilateral right, privilege and option to annex additional real property owned by Declarant adjacent to the real property currently under the jurisdiction of the Association (as defined in the Original Declaration) into the Association and to be covered by the covenants, conditions and restrictions set forth in the Original Declaration;

WHEREAS, Sections 7 and 10 of Article I of the Original Declaration grant Declarant the right to impose additional covenants, conditions and restrictions on particular portions of the real property subject to the Original Declaration, and to designate certain portions of such property as "Neighborhoods" as defined in the Original Declaration; and

WHEREAS, Declarant desires to annex the Annexation Tract into the Association and to make the Neighborhood (as defined herein) subject to the restrictions, covenants and conditions and assessments set forth in the Original Declaration and to make the Neighborhood further subject to the additional covenants, conditions and restrictions set forth in this Annexation and Supplemental Declaration of Restrictions and to designate a portion of the Annexation Tract as a "Neighborhood" as defined in the Original Declaration.

NOW, THEREFORE, Declarant does hereby declare as follows:

1) The Annexation Tract is hereby annexed into the Association and is hereby made subject to the restrictions, covenants and conditions and assessments set forth in the Original Declaration, as to those portions of the Annexation Tract herein defined as the Neighborhood. All capitalized terms used herein which are not otherwise defined shall have the meanings set forth for such terms in the Original Declaration.

2) A final plat of the Annexation Tract named GLEN LAUREL SECTION EIGHT, a subdivision in Fort Bend County, Texas has been recorded on Slide Nos. 2318B and 2319A of the Plat Records of Fort Bend County, Texas ("Plat"). The Neighborhood as used herein shall be those portions of the Annexation Tract designated on the Plat as residential lots, landscape reserves and all other lands, save and except those areas out of the Annexation Tract dedicated by the Plat as public streets or roads.

3) The Neighborhood shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges and liens set forth in this Annexation and Supplemental Declaration of Restrictions, in addition to those contained in the Original Declaration.

4) The Neighborhood shall be subject to the following use limitations and restrictions in addition to those set forth in the Original Declaration:

Section 1. WALLS AND FENCES.

a) All fences or walls must be approved in writing by the New Construction Committee or the Modifications Committee, as the case may be. Each Lot must have Committee-approved fencing constructed thereon, not to exceed eight (8') feet in height along and immediately adjacent to all rear and side property lines of such Lots, not to be constructed closer to the street than the front building set-back line of such Lots. Specific guidelines for all fencing materials and styles for use on all Lots in the Neighborhood will be established and enforced by the New Construction Committee or Modifications Committee, as the case may be.

b) In order to maintain the theme and character of the Properties subject to the Original Declaration in general, and the uniform plan and character of West Airport, Burney Road and Florence Road in particular, all fences adjacent to Florence Road installed by the Declarant shall be maintained in the original style and location specified by the New Construction Committee, unless a change is subsequently approved in writing in the sole discretion of the Modifications Committee.

Section 2. ROOFING MATERIALS. All roofs shall be composition shingles of a type and weight approved in writing by the New Construction Committee or the Modifications Committee, as the case may be, and shall be weathered wood or gray in color.

Section 3. GARAGES AND GARAGE ACCESS.

a) All detached garages shall be no more than one and one-half (1 1/2) stories in height, unless otherwise specifically approved in writing by the New Construction Committee or the Modifications Committee, as the case may be. All overhead garage doors must be constructed of real wood or metal, approved as to style and appearance by the New Construction Committee or Modifications Committee, as the case may be.

b) The minimum setback lines for detached garages facing (or up to a forty five degree angle away from) the street on which such Lot fronts shall be fifty feet (50').

c) All attached garages shall be utilized solely for parking of vehicles and storage; no attached garage shall be used for living space unless a replacement garage is constructed.

Section 4. MINIMUM SQUARE FOOTAGE. The living area of each dwelling unit (exclusive of open porches, terraces, and garages) shall not be less than one thousand six hundred (1,500) square feet of living area.

Section 5. LANDSCAPING AND TREE PLANTING. All Landscaping Plans for Lots must be submitted to the New Construction Committee for approval. All Lots having a detached garage shall have a minimum of two (2) oak trees at least three inches (3") in diameter planted in the front yard; corner Lots having a detached garage shall have a minimum of three (3) oak trees in the aggregate, at least three inches (3") in diameter, planted in the front and side yards. All Lots having attached garages with at least a sixteen foot (16') wide driveway extending to the street shall have a minimum of one (1) oak tree at least three inches (3") in diameter planted in the front yard; corner Lots having attached garages with at least a sixteen foot (16') wide driveway extending to the street shall have a minimum of two (2) oak trees in the aggregate, at least three inches (3") in diameter, planted in the front and side yards. Any such trees that die shall promptly be replaced by the Owner of the Lot.

Section 6. NEIGHBORHOOD ASSESSMENT. No specific Neighborhood Assessment is mandated by this Supplemental Declaration. Therefore, Owners of Lots within the Neighborhood may be assessed and are liable to pay a Neighborhood Assessment in addition to the Base Annual Assessment only if levied by the Association's Board of Directors in accordance with a ninety percent (90%) vote of Neighborhood Members as provided in Article IV, Section 6 of the Original Declaration.

Section 7. AGREEMENT. Each Owner of a Lot in the Neighborhood by acceptance of a deed therefor, whether or not is shall be so expressed in such deed, shall be deemed to covenant and agree to accept and abide by this Supplemental Declaration or Restrictions as well as all restrictions, obligations, requirements and liabilities set forth in the Original Declarations.

This Annexation and Supplemental Declaration of Restrictions shall remain in full force and effect for the term as described in Article 5, Section 7 of the Original Declaration, and shall be subject to the renewal and other provisions, of the Original Declaration.

EXECUTED this the 23rd day of SEPTEMBER, 2002.

DECLARANT:

GLEN LAUREL, L.L.C.

By: *W.E. Dalton SR*

Name: *W.E. DALTON SR*

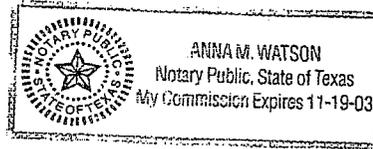
Title: *PRESIDENT*

THE STATE OF TEXAS

§
§

COUNTY OF HARRIS

§



This instrument was acknowledged before me on this the 23rd day of SEPTEMBER, 2002, by *W.E. DALTON SR*, President of Glen Laurel, L.L.C., a Texas limited liability company, on behalf of said company.

Anna M. Watson

Notary Public in and for the State of Texas

LIENHOLDER'S CONSENT AND SUBORDINATION
TO SUPPLEMENTAL DECLARATION OF RESTRICTIONS
FOR GLEN LAUREL SECTION EIGHT

First Continental Investment Co., Ltd., a Texas Limited Partnership ("First Continental"), the owner and holder of that certain promissory note in the original principal sum of FOUR MILLION SIX HUNDRED THOUSAND AND NO/100 DOLLARS (\$4,600,000) dated June 17, 1998, executed by Glen Laurel, L.L.C., a Texas limited liability company, payable to First Continental Investment Co., Ltd., a Texas limited partnership ("First Continenatral"), more fully described in a Deed of Trust recorded under Clerk's File No. 9847776 of the Real Property Records of Fort Bend County, Texas; as modified, renewed and extended by that certain First Loan Modification Agreement and Extension of Promissory Note and Deeds of Trust and Security Agreements dated as of May 30, 2000, and that certain Second Loan Modification Agreement and Extension of Promissory Note and Deeds of Trust and Security Agreements, dated as of January 25, 2001, recorded under Clerk's File Nos. 2000044188 and 2001007303, respectively of the Official Public Records of Fort Bend County, Texas, and being further secured by that certain First Supplemental Deed of Trust and Security Agreement dated May 30, 2000, recorded under Clerk's file No. 2000044189 of the Official Public Records of Fort Bend County, Texas, that certain First Modification and Supplement to Second Lien Deed of Trust and Security Agreement dated May 30, 2000, recorded under Clerk's file No. 2000044190 of the Official Public Records of Fort Bend County, Texas, that certain Second Supplemental Deed of Trust and Security Agreement, dated January 25, 2001, recorded under Clerk's File No. 2001007304 in the Official Public Records of Fort Bend County, Texas, that certain Amended First Modification and Supplement to Second Lien Deed of Trust, dated January 25, 2001, recorded under Clerk's File No. 2001007305 in the Official Public Records of Fort Bend County, Texas, and that certain Third Supplemental Deed of Trust and Security Agreement, dated March 28, 2001, recorded under Clerk's File No. 2001024737 in the Official Public Records of Fort Bend County, Texas, said note and liens, as modified, being collaterally assigned to Bank United, a federal savings bank, predecessor by merger to Washington Mutual Bank, f.a. a federal association, pursuant to that certain Collateral Assignment of Note and Liens (Security Agreement) dated October 2, 1998 and filed in the Official Public Records of Fort Bend County under File Nos. 9882195 hereby executes this instrument to subordinate the lien of such deeds of trust to the foregoing Declaration of Covenants, Conditions and Restrictions for Glen Laurel.

EXECUTED the 27th day of September, 2002.

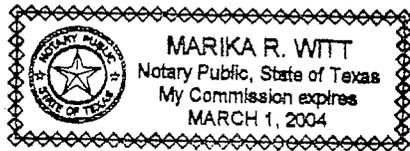
FIRST CONTINENTAL INVESTMENT CO., LTD. a
Texas Limited Partnership

By: John M. Bonner
John M. Bonner
President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

AS PER ORIGINAL

This instrument was acknowledged before me on this the 26th day of September, 2002, by John M. Bonner, President of First Continental Investment Co., LTD., a Texas limited liability company, on behalf of said company.



Marika R. Witt
Notary Public in and for the
State of Texas

After Recording, Return to:
Glen Laurel HOA
7170 Cherry Park
Houston, TX 77095

EXHIBIT "A"

Page 1 Of 3 Pages

County: Fort Bend
Project: Glen Laurel Section Eight
C.I. No.: 1084-02
Job Number: 2001-005-06

GLEN LAUREL SECTION EIGHT METES AND BOUNDS FOR 17.4530 ACRES

Being a 17.4530 acre tract of land located in the John Hodge Labor, A-192, in Fort Bend County, Texas; said 17.4530 acre tract being out of a call 38.9888 acre tract of land recorded in Clerk's File Number 2001007611 of the Official Records of Fort Bend County, Texas; said 17.4530 acre tract being more particularly described by metes and bounds as follows (all bearings are referenced to the north line of Glen Laurel Section Five recorded on Slide Numbers 2043B and 2044A of the Plat Records of Fort Bend County, Texas (P.R.F.B.C.)):

Beginning at a 5/8-inch iron rod found in asphalt road of undefined width named Florence Road (also known as Coleman Road) for the northwest corner of herein described tract of land, said iron rod also being the most northerly northeast corner of said Glen Laurel Section Five:

1. Thence, with said Florence Road, South 89 degrees 54 minutes 00 seconds East, a distance of 1,190.71 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found in said asphalt road, said iron being at the intersection of said Florence Road and Mason Road as recorded in Volume 355, Pages 436, 438, 439, 442, and 443 of the Deed Records of Fort Bend County, Texas:
2. Thence, with said Mason Road, South 00 degrees 01 minutes 00 seconds West, a distance of 719.21 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found for the most easterly northeast corner of Glen Laurel Section Seven recorded on Slide Numbers 2228A and 2228B of the P.R.F.B.C.:

Thence, with the north line of said Glen Laurel Section Seven, the following nineteen (19) courses:

3. North 89 degrees 59 minutes 00 seconds West, a distance of 30.00 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found:
4. 39.27 feet along the arc of a curve to the right, said curve having a central angle of 90 degrees 00 minutes 00 seconds, a radius of 25.00 feet and a chord that bears South 45 degrees 01 minutes 00 seconds West, a distance of 35.36 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found:

5. North 89 degrees 59 minutes 00 seconds West, a distance of 88.00 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
6. 39.27 feet along the arc of a curve to the right, said curve having a central angle of 90 degrees 00 minutes 00 seconds, a radius of 25.00 feet and a chord that bears North 44 degrees 59 minutes 00 seconds West, a distance of 35.36 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
7. North 89 degrees 59 minutes 00 seconds West, a distance of 60.00 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
8. South 00 degrees 01 minutes 00 seconds West, a distance of 22.99 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
9. 22.37 feet along the arc of a curve to the right, said curve having a central angle of 03 degrees 56 minutes 38 seconds, a radius of 325.00 feet and a chord that bears South 01 degrees 59 minutes 19 seconds West, a distance of 22.37 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
10. North 86 degrees 02 minutes 22 seconds West, a distance of 119.96 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
11. South 06 degrees 42 minutes 59 seconds West, a distance of 21.77 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
12. North 79 degrees 57 minutes 19 seconds West, a distance of 120.15 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
13. 14.88 feet along the arc of a curve to the left, said curve having a central angle of 10 degrees 01 minutes 41 seconds, a radius of 85.00 feet and a chord that bears North 05 degrees 01 minutes 50 seconds East, a distance of 14.86 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
14. North 89 degrees 59 minutes 00 seconds West, a distance of 60.00 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
15. North 00 degrees 01 minutes 00 seconds East, a distance of 94.96 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;
16. North 89 degrees 54 minutes 00 seconds West, a distance of 362.71 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found;

17. North 00 degrees 01 minutes 00 seconds East, a distance of 227.00 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found:
18. North 89 degrees 54 minutes 00 seconds West, a distance of 180.00 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found:
19. South 00 degrees 01 minutes 00 seconds West, a distance of 6.36 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found:
20. 39.15 feet along the arc of a curve to the right, said curve having a central angle of 89 degrees 43 minutes 00 seconds, a radius of 25.00 feet and a chord that bears South 44 degrees 52 minutes 30 seconds West, a distance of 35.27 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found:
21. South 89 degrees 44 minutes 00 seconds West, a distance of 95.12 feet to a 5/8-inch iron rod with cap stamped "COSTELLO INC RPLS 4416" found for the most northerly northwest corner, also being on the east line of aforesaid Glen Laurel Section Five:
22. Thence, with the east line of said Glen Laurel Section Five, North 00 degrees 01 minutes 00 seconds East, a distance of 453.01 feet to the **Point of Beginning** and containing 17.4530 acres of land.

This description is based on the Subdivision Plat of Glen Laurel Section Eight prepared by Costello, Inc., in April, 2002.



A. Chie D. Stout

4-16-02

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

2002 OCT 04 04:29 PM 2002108734
MB \$23.00
DIANNE WILSON, COUNTY CLERK
FORT BEND COUNTY, TEXAS

After recording, return to:

c/d
Glen Laurel HOA
SCS MANAGEMENT SERVICES, INC.
7170 Cherry Park Drive
Houston, Texas 77095
(281) 463-1777