

195



**ANNEXATION AND SUPPLEMENTAL
DECLARATION OF RESTRICTIONS FOR
THE RESERVE AT GLEN LAUREL**

THIS ANNEXATION AND SUPPLEMENTAL DECLARATION OF RESTRICTIONS FOR THE RESERVE AT GLEN LAUREL" ("Annexation and Supplemental Declaration") is made as of the date set forth on the signature page hereof, by AIRPORT BLVD. ASSOCIATES, LTD., a Texas limited partnership, herein referred to and acting as the Declarant.

WHEREAS, Glen Laurel, L.L.C. has executed that certain "Declaration of Covenants, Conditions and Restrictions GLEN LAUREL" (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; and

WHEREAS, Airport Blvd. Associates, Ltd. is the owner of that tract of land containing 65.5778 acres, more or less, situated in Fort Bend County, Texas as described on Exhibit "A" attached (the "Annexation Tract"); and

WHEREAS, the Annexation Tract is adjacent to property under the jurisdiction of the Association; and

WHEREAS, Glen Laurel, L.L.C., for and in consideration of ten dollars (\$10.00) and other good and valuable consideration, which is hereby confessed, does hereby designate Airport Blvd. Associates, Ltd. as its successor Declarant and transfer and assign to Airport Blvd. Associates, Ltd. all of the Declarant's rights and privileges under the Declaration, including the unilateral right 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 to be covered by the covenants, conditions and restrictions set forth in the Original Declaration; and

WHEREAS, Airport Blvd. Associates, Ltd. from and after the date of this Annexation and Supplemental Declaration of Restrictions is now the Declarant for all purposes of the Original Declaration and this Annexation and Supplemental Declaration of Restrictions; and

WHEREAS, Article I Sections 7 and 10 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, Airport Blvd. Associates, Ltd. desires to annex the Annexation Tract into the Association and to make the Neighborhood (as defined below) subject to the restrictions, covenants, 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, from and after the date of this document, Airport Blvd. Associates, Ltd. shall be considered the "assigns" of Glen Laurel, L.L.C. as to all the powers of the Declarant under the Original Declaration and Airport Blvd. Associates, Ltd. 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) Upon the recordation of the final plat of The Reserve at Glen Laurel (the "Plat"), which Plat shall include all of the Annexation Tract, "the Neighborhood" as that term is used in this document shall automatically be defined as those portions of the Annexation Tract designated on the Plat as one hundred eighty-one (181) residential lots, seven (7) landscape/open space reserves, two (2) landscape/detention reserves and all other lands, save and except those areas out of the Annexation Tract dedicated by the Plat to the public.

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. With respect to corner lots, such fencing will not be constructed closer to the street than the side building set back line established on the Plat, unless otherwise specifically approved in writing by the New Construction Committee or the Modifications Committee, as the case may be. 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, and the character of West Airport Blvd., all fences adjacent to West Airport Blvd. and Cottonwood Court located in Reserves "A", "B", "C", "D", "F", "G" and "H" as shown on the Plat that may be installed by the Declarant shall be of a masonry material (either brick, stone or stucco, or a combination thereof).

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. The color of the shingles shall be weathered wood, gray or other colors as may be approved in writing by the New Construction Committee or the Modifications Committee, as the case may be.

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 (1,600) 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 planted in the front yard. Corner Lots having a detached garage shall have a minimum of three (3) oak trees in the aggregate 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 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 planted in the front and side yards. A tree located in the front or side yard of a Lot that dies 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 therefore, 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, and shall be subject to the renewal and other provisions, of the Original Declaration.

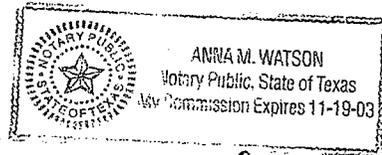
EXECUTED on the dates set forth below to be effective on the later of said dates.

GLEN LAUREL, L.L.C.
a Texas Limited liability Company

By: *W. E. Dalton, Jr.*
W. E. Dalton, Jr., President

THE STATE OF TEXAS

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COUNTY OF FORT BEND

This instrument was acknowledged before me on this the 27th day of August, 2003, by W. E. Dalton, Jr., President of GLEN LAUREL, L.L.C. a Texas Limited Liability Company, on behalf of said company.

[Signature]
Notary Public in and for the State of Texas

AIRPORT BLVD. ASSOCIATES, LTD.
By: Newland Development, L.L.C., General Partner
By: Great America Companies, Inc., General Manager

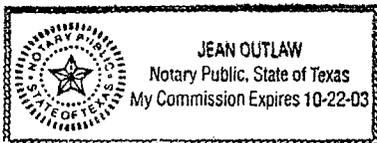
By: *David E. Garrett*
David E. Garrett, Vice President

THE STATE OF TEXAS

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COUNTY OF FORT BEND

This instrument was acknowledged before me on this the 28th day of August, 2003, by *David E. Garrett*, Vice President of Great America Companies, Inc., a Texas corporation, on behalf of said company.



[Signature]
Notary Public in and for the State of Texas

MORTGAGEE JOINDER

Pearl Holdings, Inc. is the Beneficiary under that certain Vendor's Lien retained in Deed filed for record under Fort Bend County, Clerk's File No. 2002088538, executed by Pearl Holdings, Inc. to Airport Blvd. Associates, Ltd. securing the payment of one promissory note payable to Pearl Holdings, Inc. Said note is additionally secured by a Deed of Trust filed for record under Fort Bend County Clerk's File No. 2002088539. Pearl Holding, Inc. hereby joins in this Annexation and Supplemental Declaration of Restrictions to evidence its consent to same and hereby subordinates the Deed of Trust to all the terms and provisions of this Supplemental Declaration.

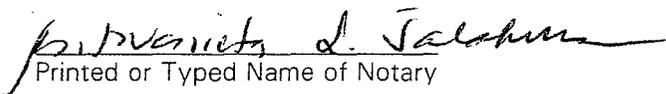
PEARL HOLDING, INC.

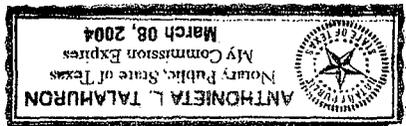
By: 
Name: Richard Chu
Title: President

STATE OF TEXAS §
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COUNTY OF FORT BEND §

This instrument was acknowledged before me on the 9th day of September, 2003, by Richard Chu, President of Pearl Holdings, Inc.

Notary Public in and for the State of Texas


Printed or Typed Name of Notary



County: Fort Bend
Project: Chu Tract
C.I. No.: 1230-02
Job Number: 2001102-02

FIELD NOTES FOR 65.70 ACRES

Being a 65.70 acre tract of land located in the John Hodge Labor, A-192, the William Hodge Labor, A-196, and the S.M. Williams League, A-97, Fort Bend County, Texas; said 65.70 acre tract being a portion of the remainder of a call 197.7448 acre tract recorded in the name of Pearl Holdings, Inc., in Clerk's File Number 9658719 of the Official Records of Fort Bend County (O.R.F.B.C.), Texas; said 65.70 acre tract being more particularly described by metes and bounds as follows (all bearings are referenced to the east line of Glen Laurel Section Three Amending Plat recorded under Slide Number 1966A/B of the Fort Bend County plat Records):

Beginning at a 5/8-inch iron rod with plastic cap stamped "COSTELLO INC RPLS 4416" set at the southeast corner of a call 4.4769 acre tract recorded in the name of City of Sugar Land in Clerk's File Number 2001056639 of the O.R.F.B.C. and the southwest corner of a call 4.741 acre tract recorded in the name of City of Sugar Land in Clerk's File Number 2000070645 of the O.R.F.B.C., same being on the east line of said 197.7448 acre tract and the west line of the remainder of a call 42.015 acre tract recorded in the name of Enrique Silva in Volume 553, Page 604 of the Fort Bend County Deed Records (F.B.C.D.R.);

1. Thence, with the east line of said 197.7448 acre tract, the west line of said 42.015 acre tract and the west line of Greenbriar Addition as recorded under Slide Number 92B/93A of the Fort Bend County Plat Records (F.B.C.P.R.), South 00 degrees 01 minutes 00 seconds West, a distance of 1479.01 feet to a 5/8-inch iron rod with plastic cap stamped "COSTELLO INC RPLS 4416" set at the southeast corner of said 197.7448 acre tract and the northeast corner of Imperial Woods Section Two as recorded under Slide Number 211A/B of the F.B.C.P.R.;
2. Thence, with the common line of said 197.7448 acre tract and said Imperial Woods, North 89 degrees 54 minutes 00 seconds West, a distance of 1920.15 feet to a 5/8-inch iron rod with plastic cap stamped "COSTELLO INC RPLS 4416" set at the northwest corner of said Imperial Woods Section Two, same being on the east line of Covington West as recorded under Slide Number 198A/B of the F.B.C.P.R.;
3. Thence, with the common line of said 197.7448 acre tract and said Covington West, North 00 degrees 01 minutes 00 seconds East, a distance of 746.16 feet to a 5/8-inch iron rod found at the northeast corner of said Covington West from which a bent 1/2-inch iron pipe found bears North 20 degrees 00 minutes 27 seconds West, a distance of 0.92 feet;

4. Thence, continuing with said common line, South 89 degrees 47 minutes 00 seconds West, a distance of 30.00 feet to a 5/8-inch iron rod with plastic cap stamped "COSTELLO INC RPLS 4416" set from which a 3/4-inch iron pipe found bears North 76 degrees 01 minutes 50 seconds West, a distance of 1.99 feet;
5. Thence, North 00 degrees 01 minutes 00 seconds East, at a distance of 2.00 feet pass a 3/4-inch iron rod with plastic cap stamped "COSTELLO INC RPLS 4416" found at the southeast corner of aforesaid Glen Laurel Section Three, in all, a total distance of 733.02 feet to a 5/8-inch iron rod with plastic cap stamped "COSTELLO INC RPLS 4416" set at the northeast corner of Reserve "C" of said Glen Laurel Section Three and the southeast corner of West Airport Boulevard (100-foot wide) as recorded under Slide Numbers 1966A/B of the F.B.C.P.R., same being the southwest corner of aforesaid 4.4769 acre tract;
6. Thence, with the south line of said 4.4769 acre tract, South 89 degrees 54 minutes 00 seconds East, a distance of 1950.16 feet to the **Point of Beginning** and containing 65.70 acres of land.



Mark D. [Signature]
07/11/02

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dr. Dianne Wilson

2003 Oct 30 03:30 PM

2003153356

JH \$19.00

Dianne Wilson, Ph.D. COUNTY CLERK

FT BEND COUNTY TEXAS

RETURN TO:
THOMAS J LEWIS
7170 CHERRY PARK DRIVE STE 120
HOUSTON TX 77095