

SUPPLEMENTAL DECLARATION
OF PROTECTIVE COVENANTS

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

This Supplemental Declaration of Protective Covenants (the "Supplemental Declaration") is made as of the 12th day of March, 1985, by Champion's Point, Ltd., a Texas limited partnership ("Developer"), Champions Point National Bank, a national banking association ("Bank"), and Santa Rosa International, Inc./Texas ("International"), a Texas corporation.

W I T N E S S E T H:

WHEREAS, Developer executed that certain instrument entitled Champion's Point Protective Covenants (the "Original Declaration") dated October 24, 1984, recorded under Harris County Clerk's File No. J755044 (all terms defined in the Original Declaration having the same meanings herein, except as otherwise set forth herein);

WHEREAS, Bank is the owner of the real property in Harris County, Texas, described on Exhibit "A" attached hereto and incorporated herein by this reference (the "Bank Property"), and Bank and Developer desire to bring the Bank Property within the Property covered by the Original Declaration; and

WHEREAS, International is the owner of the real property in Harris County, Texas, described on Exhibit "B" attached hereto and incorporated herein by this reference (the "International Property"), and International and Developer desire to bring the International Property within the Property covered by the Original Declaration;

NOW, THEREFORE, Developer, Bank, and International hereby declare that, pursuant to Section 7.6 of the Original Declaration, the Bank Property and the International Property shall be held, improved, maintained, and conveyed subject to the covenants, restrictions, charges, easements, and liens set forth in the Original Declaration and to all other matters set forth in the Original Declaration, to the full extent as if the Bank Property and the International Property were included within the term "Property," as defined in the Original Declaration, and such term "Property" is hereby amended to include (i) all of the real property described in Exhibit "A" to the Original Declaration, (ii) the Bank Property, and (iii) the International Property. As modified hereby, the Original Declaration shall remain in full force and effect, and the Bank Property and the International Property, and all owners thereof (now or hereafter within the time period set forth in Section 9.2 of the Original Declaration) shall be bound by all of the provisions of the Original Declaration, including but not limited to those provisions relating to the imposition of an annual maintenance charge assessment and the liens securing the same.

MAR 13 4 07 PM '85
HARRIS COUNTY, TEXAS

EXECUTED this 12th day of March, 1985.

(3)

CHAMPION'S POINT, LTD., A Texas
Limited Partnership

107

By [Signature]
Name YOUSSEF SANABOUR
Title ATTORNEY-IN-FACT

CHAMPIONS POINT NATIONAL BANK, A
National Banking Association

107

By Ronald J. Karel
Name RONALD J. KAREL
Title PRESIDENT

SANTA ROSA INTERNATIONAL, INC./
TEXAS, A Texas Corporation

107

By [Signature]
Name Lee Ball
Title President

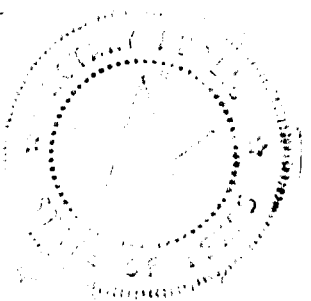
THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this
the 12th day of March, 1985, by YOUSSEF SANABOUR
ATTORNEY-IN-FACT
on behalf of Champion's Point, Ltd., a Texas limited
partnership.

[Signature]
Notary Public, State of T E X A S

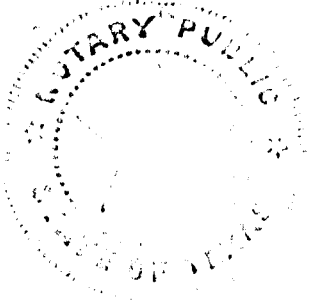
Printed Name of Notary: JENNIFER M. RICHMOND

My Commission Expires: 2-3-89



THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 12th day of March, 1985, by Ronald J. Kacel of Champions Point National Bank, a national banking association, President



Dian Alexander
Notary Public, State of TEXAS

Printed Name of Notary: Dian Alexander

My Commission Expires: 2/17/88

THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 12th day of March, 1985, by Lee Ball of Santa Rosa International, Inc./Texas, a Texas corporation, President



Dian Alexander
Notary Public, State of TEXAS

Printed Name of Notary: Dian Alexander

My Commission Expires: 2/17/88

DESCRIPTION

2.000 acres of land in the W. H. Mowrey Survey, Abstract 1419, Harris County, Texas, and being a portion of that certain 320 acre tract of land recorded in deed under Volume 3165, Page 313 of the Deed Records of Harris County, Texas, the subject 2,000 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING at a 1 inch galvanized iron pipe found for the Westerly corner of said 320 acre tract and being in the Northeasterly right-of-way line of Bourgeois Road (based on a 60 foot width);

Thence, S 34° 01' 38" E, with a common line between said Bourgeois Road and said 320 acre tract, a distance of 85.44 feet to a point in the Southerly right-of-way line of Richey Road (based on a 100 foot width) (Tract 110) as recorded under County Clerk's File No. H580487 and Film Code No. 022-95-0890 of the Official Public Records of Real Property of Harris County, Texas;

Thence, N 55° 43' 17" E, with the Southerly right-of-way line of said Richey Road, a distance of 321.71 feet to a 5/8 inch iron rod set for the POINT OF BEGINNING;

Thence, N 55° 43' 17" E, with the Southerly right-of-way line of said Richey Road, a distance of 179.17 feet to a 5/8 inch iron rod set for a point of tangency;

Thence, in an Easterly direction continuing with the Southerly right-of-way line of said Richey Road along a curve to the right, having a central angle of 05° 58' 15", a radius of 1100.00 feet and an arc length of 114.63 feet to a 5/8 inch iron rod set for corner;

Thence, S 34° 16' 43" E, 366.51 feet to a 5/8 inch iron rod set for corner;

Thence, S 64° 52' 09" W, a distance of 176.51 feet to a 5/8 inch iron rod set in a curve and from which the center of curvature bears S 38° 07' 06" W, 570.00 feet;

Thence, in a Northwesterly direction with a curve to the left, having a central angle of 13° 45' 06", a radius of 570.00 feet and an arc length of 136.81 feet to a 5/8 inch iron rod set for a point of reverse curvature;

Thence, in a Northwesterly direction, with a curve to the right, having a central angle of 30° 53' 01", a radius of 430.00 feet and an arc length of 231.78 feet to the POINT OF BEGINNING and containing 2.000 acres of land.

RUSS/HINSHAW SURVEYING COMPANY

BY:

Date: June 3, 1984

Job No.: 79-052-71

Dwg No.: R/H 0453-C



DESCRIPTION

009-69-2562

2.743 acre tract of land in the W.C.R.R. Co. Survey, Abstract 1145 and the W.H. Mowrey Survey, Abstract 1419, Harris County, Texas, said tract also being portions of that certain 68.20 acre tract recorded in deed under County Clerk's File No. C945041 and Film Code No. 107-22-1414, that certain abandonment of Bourgeois Road recorded in deed under County Clerk's File No. J107545 and Film Code No. 056-95-1565 and that certain Houston Lighting and Power Company easement recorded in deed under Film Code No. 142-39-0570 of the Official Public Records of Real Property of Harris County, Texas, the subject 2.743 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING at a point in the intersection of the Westerly line of Bammel-North Houston Road (80 foot width) and the Northerly line of said Houston Lighting and Power Company easement, from which a 5/8 inch iron rod found in the intersection of the Northerly line of said abandoned Bourgeois Road and the Westerly line of Bammel-North Houston Road bears S 03° 24' 00" E, 75.75 feet;

Thence, S 55° 41' 54" W, with the Northerly line of said Houston Lighting and Power Company easement a distance of 11.65 feet to a 5/8 inch iron rod set for the POINT OF BEGINNING of the herein described tract;

Thence, S 03° 24' 00" E, a distance of 69.76 feet to a 5/8 inch iron rod set for an angle point;

Thence, S 03° 20' 53" E, a distance of 655.28 feet to a 5/8 inch iron rod set in the intersection of the Westerly line of Bammel-North Houston Road and the Northwesterly line of proposed Bourgeois Road;

Thence, S 41° 39' 07" W, with the Northwesterly line of proposed Bourgeois Road a distance of 14.14 feet to a 5/8 inch iron rod set for corner;

Thence, S 86° 39' 07" W, with the Northerly line of proposed Bourgeois Road a distance of 89.11 feet to a 5/8 inch iron rod set for a point of tangency;

Thence, Southwesterly, with a curve to the left, having a central angle of 04° 47' 03", a radius of 910.00 feet and an arc length of 75.98 feet to a 5/8 inch iron rod set for corner;

Thence, N 03° 20' 53" W, a distance of 633.29 feet to a 5/8 inch iron rod set in the Northerly line of said Houston Lighting and Power Company easement;

Thence, N 55° 41' 54" E, with the Northerly line of said Houston Lighting and Power Company easement a distance of 203.99 feet to the POINT OF BEGINNING and containing 2.743 acres of land.

SAVE AND EXCEPT The following 0.304 acre tract of land

0.304 acre (119,390 square feet) tract of land in the W.H. Mowrey Survey, Abstract 1419, Harris County, Texas and being a portion of that certain Houston Lighting and Power Company easement recorded in deed under Film Code No. 142-39-0570 of the Official Public Records of Real Property of Harris County, Texas, the subject 0.304 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING at a point in the intersection of the Northerly line of said Houston Lighting and Power Company easement and the Westerly line of Bammel-North Houston Road (80 foot wide) from which a 5/8 inch iron rod found in the intersection of the Westerly line of Bammel-North Houston Road and the Northerly line of Bourgeois Road abandoned in deed recorded under County Clerk's File No. J107545 and Film Code No. 056-95-1565 of the Official Public Records of Real Property of Harris County, Texas;

Thence, S 55° 41' 54" W, with the Northerly line of said Houston Lighting and Power Company easement a distance of 11.65 feet to a 5/8 inch iron rod set for the POINT OF BEGINNING;

Thence, S 03° 24' 00" E, a distance of 69.76 feet to a 5/8 inch iron rod set for an angle point;

Thence, S 03° 20' 53" E, a distance of 5.99 feet to a 5/8 inch iron rod set in the common line between said Houston Lighting and Power Company easement to the North and the said abandonment of Bourgeois Road to the South;

Thence, S 55° 41' 54" W, with said common line a distance of 204.06 feet to a 5/8 inch iron rod set for corner;

Thence, N 03° 20' 53" W, a distance of 75.79 feet to a 5/8 inch iron rod set for corner in the Northerly line of said Houston Lighting and Power Company easement;

Thence, N 55° 41' 54" E, with the Northerly line of said Houston Lighting and Power Company easement a distance of 203.99 feet to the POINT OF BEGINNING and containing 0.304 acre (119,390 square feet) of land.

RECORDER'S MEMORANDUM
AT THE TIME OF RECORDATION, THIS
INSTRUMENT WAS FOUND TO BE INADEQUATE
FOR THE BEST PHOTOGRAPHIC REPRODUCTION
BECAUSE OF ILLEGIBILITY, CARBON OR
PHOTO COPY, DISCOLORED PAPER, ETC.

EXHIBIT "B"

PG 2 OF 6

009-69-2564

DESCRIPTION

1.644 acre tract of land situated in the W.C.RR. Co. Survey, Abstract 1145, Harris County, Texas and being a portion of that certain 68.20 acre tract of land described in the Official Public Records of Real Property of Harris County, Texas under Film Code No. 107-22-1414 and County Clerk's File No. C945041, the subject 1.644 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING at the Northeast corner of said 68.20 acre tract of land and being in the Westerly right-of-way line of Bammel North Houston Road (based on 80 foot width) at its intersection with the Southerly right-of-way line of Bourgeois Road (based on 50 foot width);

Thence, S 55° 46' 18" W, with the Southerly right-of-way line of said Bourgeois Road a distance of 11.65 feet to a point for corner;

Thence, S 03° 20' 53" E, parallel and 10 feet perpendicular to the Westerly right-of-way line of said Bammel North Houston Road a distance of 691.00 feet to a set 5/8 inch iron rod for the true POINT OF BEGINNING in the proposed Southerly right-of-way line of Bourgeois Road (based on 80 foot width);

Thence, S 03° 20' 53" E, continuing parallel and 10 feet perpendicular to the Westerly right-of-way line of said Bammel North Houston Road a distance of 400.00 feet to a set 5/8 inch iron rod for corner;

Thence, S 86° 39' 07" W, a distance of 175.00 feet to a set 5/8 inch iron rod for corner;

Thence, N 03° 20' 53" W, a distance of 406.52 feet to a set 5/8 inch iron rod for corner in the proposed Southerly right-of-way line of said Bourgeois Road and being in a curve from which the center of curvature bears S 08° 35' 40" E, 830.00 feet;

Thence, with the proposed Southerly right-of-way line of said Bourgeois Road in a Northeasterly direction with a curve to the right, having a central angle of 05° 14' 47", a radius of 830.00 feet, an arc length of 76.00 feet to a set 5/8 inch iron rod for a point of tangency;

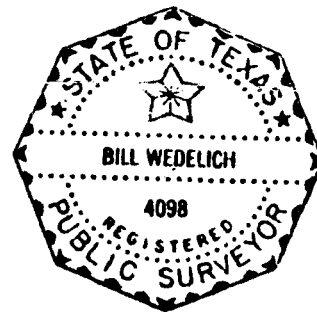
Thence, N 86° 39' 07" E, with the proposed Southerly right-of-way line of said Bourgeois Road a distance of 89.11 feet to a 5/8 inch iron rod for the Northerly corner of a 10 foot cut-back set line for proposed Bourgeois Road and Bammel North Houston Road;

Thence, S 48° 20' 53" E, with said cut-back line a distance of 14.14 feet to the POINT OF BEGINNING and containing 1.644 acres of land.

RUSS/HINSHAW SURVEYING COMPANY

BY:

Bill Wedelich



Date: September 12, 1983

Job No.: 79-052-71

Dwg No.: R/H 357-A-1

Revised October 3, 1983 to add 10' to the south property line.

EXHIBIT "B"

DESCRIPTION

009-69-2565

3.000 acres of land in the W. H. Mowrey Survey, Abstract 1419, Harris County, Texas, and being a portion of that certain 320 acre tract of land recorded in Deed under Volume 3165, Page 313 of the Deed Records of Harris County, Texas, the subject 3.000 acre tract of land being more particularly described by metes and bounds as follows:

COMMENCING at a 1 inch galvanized iron pipe found for the Westerly corner of said 320 acre tract and being in the Northeasterly right-of-way line of Bourgeois Road (based on a 60 foot width);

Thence, S 34° 01' 38" E, with a common line between said Bourgeois Road and said 320 acre tract, a distance of 85.44 feet to a point in the Southerly right-of-way of Richey Road (based on a 100 foot width) (Tract 110) as recorded under County Clerk's File Number H580487 and Film Code Number 022-95-0890 of the Official Public Records of Real Property of Harris County, Texas;

Thence, N 55° 43' 17" E, with the Southerly right-of-way line of said Richey Road, a distance of 500.88 feet to a point of tangency;

Thence, in an Easterly direction, continuing with the Southerly right-of-way line of said Richey Road along a curve to the right, having a central angle of 05° 58' 15", a radius of 1100.00 feet and an arc length of 114.63 feet to a 5/8 inch iron rod set for the true POINT OF BEGINNING;

Thence, continuing in the Easterly direction with the Southerly right-of-way line of said Richey Road along a curve to the right having a central angle of 19° 01' 45", a radius of 1100.00 feet and an arc length of 365.34 feet to a 5/8 inch iron rod set for a point of tangency;

Thence, N 80° 43' 17" E, with the Southerly right-of-way line of said Richey Road, a distance of 38.01 feet to a 5/8 inch iron rod set for the most Northerly point of curvature at the intersection of said Richey Road and Champion Forest Drive (based on a 100 foot width) (Tract 118) as recorded under County Clerk's File Number H580487 and Film Code Number 022-95-0890 of the Official Public Records of Real Property of Harris County, Texas;

Thence, in a Southeasterly direction with a curve to the right, having a central angle of 78° 37' 08", a radius of 25.00 feet and an arc length of 34.30 feet to a 5/8 inch iron rod set for a point of tangency in the Westerly right-of-way line of said Champion Forest Drive;

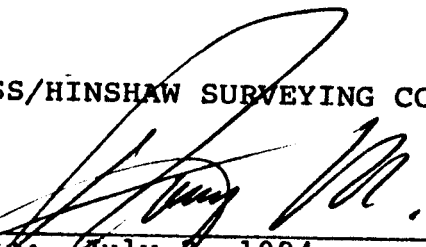
Thence, S 20° 39' 35" E, with the Westerly right-of-way line of said Champion Forest Drive, a distance of 196.28 feet to a 5/8 inch iron rod set for a point of tangency;

Thence, in a Southeasterly direction with the Westerly right-of-way line of said Champion Forest Drive along a curve to the left, having a central angle of 04° 28' 16"; a radius of 1150.00 feet and an arc length of 89.74 feet to a 5/8 inch iron rod set for corner;

Thence, S 64° 52' 09" W, a distance of 339.02 feet to a 5/8 inch iron rod set for corner;

Thence, N 34° 16' 43" W, a distance of 366.51 feet to the POINT OF BEGINNING and containing 3.000 acres of land.

RUSS/HINSHAW SURVEYING COMPANY

BY: 
Date: July 2, 1984
Job No.: 79-052-71
Dwg No.: R/H 453-C-2



DESCRIPTION

009-69-2567

7.100 acre tract of land in the L.A. Hargrave Survey, Abstract 999 and the W.H. Mowrey Survey, Abstract 1419, Harris County, Texas and being portions of that certain 34.0579 acre tract of land recorded in deed under County Clerk's File No. D641502 and Film Code No. 147-30-2542 of the Official Public Records of Real Property of Harris County, Texas and that certain 320 acre tract of land recorded in deed under Volume 3165, Page 313 of the Deed Records of Harris County, Texas, the subject 7.100 acre tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a 5/8 inch iron rod set for corner at the intersection of the Northerly right-of-way line of Richey Road (Tract 110) as recorded under County Clerk's File No. H580487 and Film Code No. 022-95-0890 of the Official Public Records of Real Property of Harris County, Texas and the projection of the Northeasterly line of that certain 8.0933 acre tract of land recorded in deed under County Clerk's File No. F560028 and Film Code No. 192-13-2330 of the Official Public Records of Real Property of Harris County, Texas;

Thence, N 34° 18' 45" W, at 7.74 feet pass a 2 1/2 inch axle found for the most Easterly corner of said 8.0933 acre tract of land, continuing with the Northeasterly line of said 8.0933 acre tract for a total distance of 567.18 feet to a 5/8 inch iron rod set for corner;

Thence, N 55° 41' 15" E, a distance of 576.90 feet to a 5/8 inch iron rod set in the Southwesterly right-of-way line of Champion Forest Drive (based on a 100 foot width) as recorded under (Tracts 114, 116, 118) County Clerk's File No. H580487 and Film Code No. 022-95-0890, (Tract 115) County Clerk's File No. H464198 and Film Code No. 015-91-2191, (Tract 117) County Clerk's File No. H464199 and Film Code No. 015-91-2194 of the Official Public Records of Real Property of Harris County, Texas;

Thence, S 20° 39' 35" E, with the Westerly right-of-way line of said Champion Forest Drive, at 128.24 feet pass a 1 inch iron rod found for the most Westerly corner of that certain 14.6761 acre tract of land recorded in deed under County Clerk's File No. F893145 and Film Code No. 115-81-1505 of the Official Public Records of Real Property of Harris County, Texas and continuing for a total distance of 678.25 feet to a 5/8 inch iron rod set for a point of tangency at the Northwesterly intersection of said Champion Forest Drive right-of-way and said Richey Road right-of-way;

Thence, in a Southwesterly direction, with a curve to the right, having a central angle of 101° 22' 52", a radius of 25.00 feet and an arc length of 44.24 feet to a 5/8 inch iron rod set for corner;

Thence, S 80° 43' 17" W, with the Northerly right-of-way line of said Richey Road a distance of 7.82 feet to a 5/8 inch iron rod set for a point of tangency;

Thence, in a Westerly direction, with a curve to the left, having a central angle of 18° 40' 26", a radius of 1200.00 feet and an arc length of 391.11 feet to the POINT OF BEGINNING and containing 7.100 acres of land.

RUSS/HINSHAW SURVEYING COMPANY

BY: *Bill Wedelich*

Date: October 23, 1983
Job No.: 79-052-71
Dwg No.: R/H 0452-C

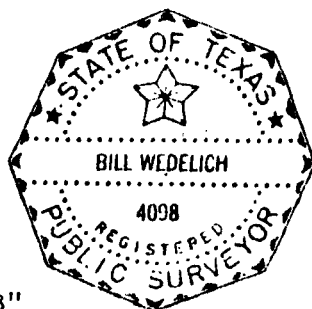


EXHIBIT "B"