

**SUPPLEMENTAL DECLARATION  
OF COVENANTS, CONDITIONS, AND RESTRICTIONS  
FOR  
SPRING PLACE  
(ANNEXATION)**

THIS SUPPLEMENTAL DECLARATION ("Annexation") is made on the date hereinafter set forth by GATEWAY HOMES LTD., a Texas limited partnership, (hereinafter sometimes called "Declarant"); and BIRNAM WOOD - FAIRFAX HOMEOWNERS ASSOCIATION, INC.

**WITNESSETH:**

WHEREAS, Treschwig, Inc. as the original declarant, executed that one certain Declaration of Covenants, Conditions, and Restrictions for Birnam Wood, Section One on January 28, 1972, which was recorded under Harris County Clerk's File No. D510816, which was amended by Correction of Declaration of Covenants, Conditions and Restrictions recorded under Harris County Clerk's File No. D671461; (the "Declaration"); and

WHEREAS, Gateway Homes Ltd., as the declarant under this Supplemental Declaration ("Declarant"), is the owner of certain real property and wishes to annex such real property so that it is also covered by the Declaration and becomes part of the Birnam Wood-Fairfax Homeowners Association, Inc. (the "Association"); and

WHEREAS, the real property that the Declarant wishes to annex is described in Article 2, Section 1 of this Supplemental Declaration (the "Property"); and

WHEREAS, Declarant desires to subject the Property to the provisions of the Declaration and this Supplemental Declaration to enlarge an existing residential community of single-family housing; and

WHEREAS, the Property may be annexed by the Association;

NOW, THEREFORE, Declarant and the Association hereby declare that the Property, including the improvements constructed or to be constructed thereon, is hereby subjected to the provisions of the Declaration and this Supplemental Declaration and shall be held, sold, transferred, conveyed, used, occupied, and mortgaged or otherwise encumbered subject to the covenants, conditions, restrictions, easements, assessments, and liens, hereinafter set forth, which are for the purpose of protecting the value and desirability of, and which shall run with the title to, the Property hereby or hereafter made subject hereto, and shall be binding on all persons having any right, title, or interest in all or any portion of the Property now or hereafter made subject hereto, their respective heirs, legal representatives, successors, successors-in-title, and assigns and shall inure to the benefit of each and every owner of all or any portion thereof.

ARTICLE 1.  
Definitions

All capitalized terms herein shall have the meanings set forth in the Declaration, unless defined otherwise herein.

ARTICLE 2.  
Property Subject to This Supplemental Declaration and to the Declaration

Section 1. The Property which is, by the recording of this Supplemental Declaration, subject to the covenants and restrictions hereafter set forth and set forth in the Declaration and which, by virtue of the recording of this Supplemental Declaration, shall be held, transferred, sold, conveyed, used, occupied and mortgaged or otherwise encumbered subject to this Supplemental Declaration and the Declaration, as heretofore or hereafter amended, is the Property described in Exhibit "A" attached hereto and made a part hereof.

Section 2. The Declarant named herein is only the Declarant under the Declaration for the Property described on Exhibit "A" hereto and not for any other real property covered by the Declaration.

ARTICLE 3.  
Annexation

Section 1. The Association warrants and represents that pursuant to the Declaration, Declarant may annex additional real property that it owns into the Declaration and into the Association by recordation of a Supplemental Declaration which evidences the consent of the owner of such real property and with the affirmative vote of the Board of Directors of the Association, and without the approval or consent of 2/3 of each class of membership.

This Supplemental Declaration is intended to comply with and does comply with the Declaration and Declarant, by execution and recordation of this Supplemental Declaration and the Association, by vote of the Board of Directors of the Association, has annexed the Property and the Owners of the Property into the Declaration and into the Association. Such Property shall be developed, held, used, sold and conveyed in accordance with and subject to the provisions of the Declaration.

All Owners of the Property shall have the same rights in and to the Common Areas of the real property originally covered by the Declaration as if such Owners were Owners thereunder. All Owners originally under the Declaration shall have the same rights in and to the Common Areas of the Property as if such Owners were Owners hereunder.

Except as set forth below, all provisions of the Declaration shall apply to the Property and the Owners of the Property with the same force and effect as if said Property were originally included in the Declaration as part of the Property described therein.



WANC  
Notary Public  
My Commission Expires 9/1/2004  
443053.1W SAP 311085-159



A vendor's lien is reserved herein in favor of the Association, in the same manner as provided in the Declaration, to secure collection of the assessments provided for, authorized or contemplated in the Declaration.

ARTICLE 4.  
Amended Terms

The following amendments to the Declaration apply only to the Property described on Exhibit "A" attached hereto and do not apply to any other real property covered by the Declaration:

The following sections of the Declaration are hereby amended only for Spring Place (described on Exhibit "A" hereto), which amendments shall not be applicable to any other real property covered by the Declaration:

1. Article IV, Section 3 is hereby amended by the addition of subparagraph (d) as follows:

"(d) The annual assessment for the Lots shall be levied at a fifty (50%) percent rate of the annual assessment then in effect for the period of time such Lots are owned by Declarant, and prorated from the date of Declarant's purchase for the calendar year of such purchase. Upon Declarant's transfer to a Class A member, the annual assessment then in effect shall go to 100%."

2. Article VII, Section 2 is hereby deleted in its entirety and is replaced with the following:

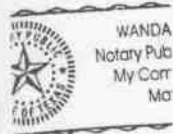
"2. Any residence constructed on said Lots must have a ground floor area of not less than 1,000 square feet exclusive of open or screened porches, terraces, driveways, carports and garages. The construction of any residence will involve the use of not less than fifty-one (51%) percent masonry product around the outside perimeter of the building."

3. The last grammatical clause of Article VII, Section 4, beginning with the word "provided" is hereby deleted in its entirety and replaced with the following:

"All Lots in Spring Place Subdivision are approved as shown on the recorded Plat."

4. A second grammatical paragraph is added to Article V as follows:

"The Board of Directors of the Association hereby appoints the following architectural control committee for new construction only in Spring Place: Tom Walker, Peggy Slussler and Kirk Baker. After new construction is completed on any Lot in Spring Place, any modification or alteration of



the improvements located on any Lot shall be governed by the same individuals, and/or entity under the same terms and conditions as all other Lots in the Birnam-Fairfax Homeowners Association, Inc., except that the amended provisions of the Declaration set forth in this Supplemental Declaration shall govern as to the Lots in Spring Place."

ARTICLE 5.

General

This Supplemental Declaration may be executed in multiple counterparts all of which shall be considered one instrument.

The Association, by its execution hereof, hereby represents and warrants that the Board of Directors of the Association have approved the terms, conditions and provisions hereof, and have the requisite authority to execute this instrument without additional votes, consents or approvals, which representation and warranty has been relied upon by Declarant.

Executed this 2 day of September, 2004.

DECLARANT:

GATEWAY HOMES, LTD., a Texas limited partnership

By: T. WALKER LLC, a Texas limited liability company, its general partner

By: 

Name: Tom Walker

Title: Managing Member

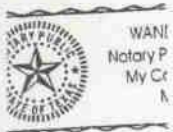
THE ASSOCIATION:

BIRNAM WOOD-FAIRFAX HOMEOWNERS ASSOCIATION, INC.

By: 

Name: Donald F. Orahood

Title: President



STATE OF Texas  
COUNTY OF Harris

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§  
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This instrument was acknowledged before me on the 2nd day of September, 2004, by Tom Walker, Managing Member of T. WALKER LLC, a Texas limited liability company, as general partner of GATEWAY HOMES, LTD., a Texas limited partnership, on behalf of said partnership.



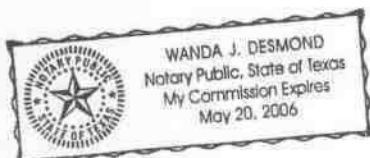
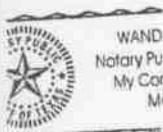
Margaret S. Slussler  
Notary Public, State of Texas

STATE OF Texas  
COUNTY OF Harris

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This instrument was acknowledged before me on the 2nd day of September, 2004, by Donald E Orghoud, President of BIRNAM WOOD-FAIRFAX HOMEOWNERS ASSOCIATION, INC., on behalf of said association.

WANDA J. DESMOND  
Notary Public, State of Texas  
My Commission Expires  
May 20, 2006



Wanda J. Desmond  
Notary Public, State of Texas



Exhibit "A" to  
Supplemental Declaration of Covenants, Conditions and Restrictions  
Spring Place (Annexation)

DESCRIPTION

17.090 acres of land situated in the Ambrose Mays Survey, Abstract Number 543, Harris County Texas, being all of that certain called 2.754 acres of land described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number M320407, all of that certain called 2.774 acres of land described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number M320406 and all of that certain called 11.562 acres of land described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number N753562, also being a portion of Unrestricted Reserve "A" of Birnam Wood Section One, a subdivision as shown on map or plat recorded under Volume 174, Page 96 of the Map Records of Harris County, Texas, said 17.090 acres of land being more particularly described by metes and bounds as follows:

BEGINNING at a 3/4 inch galvanized iron pipe found for the Northerly end of a cut-back line between the Southwesterly right-of-way line of Birnam Wood Boulevard (called 100 feet wide) and the Northwesterly right-of-way line of Treschwig Road (width varies);

Thence, S 10° 57' 48" W, along said cut-back line, a distance of 14.06 feet to a 3/4 inch galvanized iron pipe found for the Southerly end of said cut-back line;

Thence, S 56° 18' 26" W, along the Northwesterly right-of-way line of said Treschwig Road, a distance of 795.44 feet to a 5/8 inch iron rod with cap set for the most Southerly corner of Unrestricted Reserve "A" of said Birnam Wood Section One;

Thence, N 33° 40' 27" W, along the Southwesterly line of Unrestricted Reserve "A" of said Birnam Wood Section One, the Northeasterly line of that certain called 2.381 acres of land described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number U555491, the Northeasterly line of that certain called 1.000 acre of land (Tract 1) described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number R347788, the Northeasterly line of that certain called 1.000 acre of land described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number H545613, the Northeasterly line of that certain called 0.9643 of one acre of land (Tract 2) described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number R750884, the Northeasterly line of that certain called 0.1871 of one acre of land (Tract 1) described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number R750884 and the Northeasterly line of that certain called 0.1844 of one acre of land described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number R024450, at 13.16 feet pass a 5/8 inch iron rod found for the most Easterly corner of said 2.381 acre tract, in all a total distance of 1,107.91 feet to a 3/4 inch galvanized iron pipe found in the Northeasterly right-of-way line of Whittaker Way (called 60 feet wide) for the most Southerly corner of Block 3 of Sandpiper Section One, a subdivision as shown on map or plat and recorded under Volume 262, Page 91 of the Map Records of Harris County, Texas;

Thence, N 56° 11' 11" E, with the Southeasterly line of Block 3 of said Sandpiper Section One, a distance of 480.27 feet to a 1 inch galvanized iron pipe found for the most Westerly corner of that certain called 3.1871 acres of land described in deed and recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number P253504;

Thence, S 33° 48' 49" E, with the Southwesterly line of said 3.1871 acre tract, a distance of 448.96 feet to a 1 inch galvanized iron pipe found for the most Southerly corner of said 3.1871 acre tract;

Thence, N 56° 18' 26" E, with the Southeasterly line of said 3.1871 acre tract, a distance of 315.94 feet to a 1 inch galvanized iron pipe found in the Southwesterly right-of-way line of said Birnam Wood Boulevard, for the most Easterly corner of said 3.1871 acre tract;

A. J. DESMOND  
Notary Public, State of Texas  
My Commission Expires  
July 20, 2006



Thence, S 34° 22' 50" E, along the Southwesterly right-of-way line of Birnam Wood Boulevard, a distance of 650.00 feet to the POINT OF BEGINNING and containing 17.090 acres of land.

BEARING ORIENTATION BASED ON BIRNAM WOOD SECTION ONE. A SUBDIVISION RECORDED IN VOLUME 174, PAGE 96 OF THE MAP RECORDS OF HARRIS COUNTY, TEXAS.

TRACT BEING SHOWN ON MAP (SEE HSC 01072-E-4)

HOVIS SURVEYING COMPANY

BY: 

DATE: May 12, 2003  
Job No.: 03-022-00  
Dwg No.: HSC 01072-E-4  
File No.: D03-022.00D



[SEE ATTACHMENT 1 ATTACHED HERETO]





## Attachment I to

[illegible][illegible]

SPRING PLACE SUBDIVISION  
77 LOTS, 5 RESERVES, 1 BLOCK  
A SUBDIVISION OF 17.090 ACRES  
OF LAND OUT OF THE  
AMERSON HAYS SURVEY, ABSTRACT  
543, MARSH COUNTY, TEXAS  
AND BEING A PARTIAL REPLY OF  
UNRESTRICTED RESERVE "A"  
OF BIRNALL WOOD, SECTION ONE  
VOLUME 174, PAGE 96 H.C.M.R.  
SECTION 1706 THE REPLY TO CREATE 77 SINGLE FAMILY LOTS

AUSTIN/VIOLATION INVESTORS, INC.

PREPARED BY

**HOVIS SURVEYING COMPANY**  
Land Surveys - Computer Mapping  
New Castle - 3100 East 17th  
(212) 337-6311  
Survey - Design - Estimate - Construction

TABLE 1