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DECLARATION OF ANNEXATION

FOR

VILLA DEL LAGO AT LAKE OLYMPIA

SECTION ONE

THE STATE OF TEXAS

COUNTY OF FORT BEND

THIS DECLARATION OF ANNEXATION is made by Lake Olympia Development N.V., a Netherlands Antilles corporation, doing business as AFG LAKE OLYMPIA, INC. ("Declarant");

WITNESSETH:

WHEREAS, Declarant is the owner of all or a portion of the properties described on

Exhibits "A", "B", and "C" which are attached hereto and incorporated by reference for all

purposes (the "Property") upon which Declarant is in the process of developing a

residential/mixed use commercial community known as Lake Olympia pursuant to a common or

uniform plan or scheme of development;

AND, WHEREAS, by virtue of Declaration of Covenants, Conditions, and Restrictions

("Declaration") recorded in Volume 1355 at Page 709 of the Deed Records of Fort Bend County,

Texas, Declarant has created, out of the portion of the Property which is more particularly

described in the Declaration, a subdivision known as PALMER PLANTATION AT LAKE

OLYMPIA, SECTION ONE and has imposed upon such subdivision the covenants, conditions,

and restrictions described in the Declaration;

AND, WHEREAS, as contemplated by the Declaration, Declarant now desires to create,

out of that portion of the Property, more particularly described in Exhibit "D" which is attached

hereto and incorporated herein by reference for all purposes, a subdivision to be known as VILLA

DEL LAGO AT LAKE OLYMPIA SECTION ONE, (the "Subdivision") and to impose upon the

property constituting the Subdivision, the covenants, conditions, and restrictions described in the

Declaration, except to the extent that the same are modified or amended herein, all as a part of

Declarant's uniform plan or scheme for development of the Property.

NOW, THEREFORE, Declarant hereby declares that all of the Subdivision shall be held,

sold, and conveyed subject to all of the easements, restrictions, covenants, and conditions

described in the Declaration, which is incorporated herein by reference for all purposes, except

to the extent that the Declaration is specifically amended herein, all of which easements,

restrictions, covenants, and conditions shall be binding upon any person or entity owning or

claiming any right, title, or interest in or to any portion of the property constituting the

Subdivision, and their heirs, successors and assigns, and all of which shall inure to the benefit of,

and be enforceable by, Declarant and each Owner (as defined in the Declaration); provided,

however, that the easements, covenants, and conditions of the Declaration, so far as they affect

the Subdivision, are amended as follows:

1. The Subdivision shall constitute, and the restrictions, covenants, and conditions of this Declaration of Annexation shall only cover and affect the following described

property:

Lots One (1) through Three (3), inclusive in Block One (1); Lots One (1) through Sixteen (16), inclusive in Block Two (2); and Lots One (1) through Fourteen (14), inclusive in Block Three (3). And all in Villa del Lago at Lake Olympia Section One, a subdivision in Fort Bend County, Texas according to the map or plat thereof, recorded on Slide No. 1744B, in the Plat Records of Fort Bend County, Texas.

2. Article V, Section Four, "Approval of Plans" is hereby amended to the following

extent, and to the following extent only:

(a) Plans for landscaping and lighting of a particular Lot need not be submitted to the Architectural Control Committee for approval until such time as the Builder or Owner of such lot is ready, or is obligated, to proceed with installation of landscaping and lighting.

(b) The final working plans and specifications need not include details of interior mechanical, electrical, and plumbing fixtures, systems or installations, but shall include details of any exterior mechanical, electrical and plumbing structures; and

(c) in the case of a Builder, the Architectural Control Committee may approve a partial preliminary site plan which reflects the exterior elevation, size, and configuration of the proposed Living Unit and ancillary buildings, and reasonably identifies and describes all exterior colors and materials, provided that the actual preliminary plan, and final plan, for such Lot, comply with, and follow, such partial preliminary site plan.

(d) All plans submitted to the Architectural Control Committee, including partial preliminary, and final plans shall show the location of the proposed foundation or slab upon each Lot. The Architectural Control Committee shall have the right to require that the slab or foundation be located within the Lot and/or that a tree preservation technology be used to the extent that the Architectural Control Committee believes that this may help to preserve the maximum number of trees upon the Lot or within the subdivision.

3. The following Sections of Article VII are amended as follows:

Section 2. Improvement on Lots. No building or other structure of any kind or type shall be constructed, maintained, or allowed on any Lot other than: (i) one detached single-family dwelling, which shall not exceed two and one-half (2 1/2) stories in height; (ii) no more than one (1) private garage for no less than two (2) nor more than three (3) passenger cars and servant's quarters for household and domestic employees actually employed by the Owner or resident of the Lot, which garages shall open to the front of the Lot unless specifically approved in writing by the Architectural Control Committee and (iii) a greenhouse to grow plants solely for family or household purposes of the Owner or resident of the Lot, which greenhouse must not be visible from the street or adjacent property unless agreed to in writing by the Architectural Control Committee, and plans for construction and location of which must be approved by the Architectural Control Committee prior to construction of such greenhouse. No carports (which shall not include porte-cocheres) shall be allowed on any Lot unless specifically approved in writing by the Architectural Control Committee.

Section 6. Frontage. All improvements shall be constructed on Lots so as to front the street upon which the Lot faces. A corner Lot shall be deemed to face toward the street which is furthest from the building setback line for such Lot. The front exterior wall of a dwelling shall be constructed so as to be either parallel to the street upon which the Lot faces, or at an angle thereto which does not exceed Forty-five (45) degrees.

Section 7. Size. Each Living Unit constructed upon a Lot within the Subdivision shall contain not less than 2,000 square feet and not more than 3,400 square feet of living area if a one-story Living Unit and not less than 2,600 square feet and not more than 4,000 square feet of living area if a two-story Living Unit. All computations of living

- area shall be exclusive of opened or screened porches, terraces, patios, driveways, garages, servant's quarters and/or greenhouses. Measurements shall be made to the face of the outside walls of the living area.
- Section 8. Roofing Material.** The roof of any Living Unit (including any garage or servant's quarters) shall be constructed or covered with (i) wood shingles which have been treated with fire retardant as prescribed by the ordinances of the City of Missouri City as then in existence or (ii) asphalt or composition type shingles of a minimum of 240 pound dimensional type, comparable in color to aged or weathered wood shingles. The decision of such comparison shall rest exclusively with the Architectural Control Committee. Any other type of roofing materials shall be permitted only at the sole discretion of the Architectural Control Committee and shall not be deemed approved until approved in writing.
- Section 9. Garages.** Unless the Architectural Control Committee specifically agrees otherwise in writing, each Living Unit shall have a detached enclosed private garage, but in no event more than one (1) garage for not less than two (2) nor more than three (3) passenger cars. Each owner or resident of a Lot shall keep all doors to the private garage shut at all times when it is not necessary to keep such doors open. Garages shall be used only for passenger cars and other vehicles, including boats or trailers, of a type and size as will allow the door or doors of the garage to be shut completely with such vehicle or trailer inside. All garage doors shall open to the front of the Lot unless specifically approved in writing by the Architectural Control Committee.
- Section 10. Fences.** The provisions of Article VII, Section 10 of the original Declaration shall control and be applicable of all Lots of the Subdivision. Unless otherwise specifically agreed in writing by the Architectural Control Committee, no building, fence, or other structure shall be placed or built on any Lot nearer to the front lot line or nearer to a side street line than the building setback lines shown on the subdivision plat nor in any front yard. No building or other structure (except for a fence) shall encroach on any easement reflected on the Subdivision plat.
4. There is added to Article VII new Sections 33, and 35 as follows:
- Section 33. Window Coverings.** Each Owner and occupant of a Living Unit shall provide drapes, blinds, or window coverings, the exterior of which, when such window coverings are closed, shall be of white or neutral color.
- Section 35. Tree Preservation.** The following shall apply to all lots containing existing trees:
- (a) For the purposes of tree preservation the term "tree" shall mean those that are more than six (6) inches in diameter at a height of five (5) feet from the existing ground except as noted
 - (b) Every effort must be made to locate all improvements, drives, trenches, and other structures to be placed upon the Lot in such a way as to minimize the number of trees which must be cut or removed.
 - (c) A site plan reflecting the location of all existing trees and their species, and the proposed location of all improvements including houses, garages, driveways, walkways, patios, decks, fill, and any other improvement, structure, or facility to be placed upon the Lot shall be submitted and shall require the approval of the Architectural Control Committee prior to the commencement of construction.
 - (d) A tree preservation plan reflecting the steps to be taken to protect and preserve existing trees during construction and as a result of proposed improvements shall be submitted and shall require approval by the Architectural Control Committee prior to the commencement of construction.
 - (e) The Architectural Control Committee shall have the right to require the installation of a tree or trees of the species and size not exceeding eight (8) inches in diameter at a height of five (5) feet from existing ground, to compensate for losses and/or damages due to construction or improvements to be placed on the Lot.
6. There is added to Article X a new Section 12 as follows:
- Section 12. FHA/VA Approval.** As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration of the Veterans Administration: annexation of additional properties, dedication of Common Area and amendment of the Declaration.
7. The Declaration is further amended by substitution of the Exhibits "E" and "F" which are attached hereto and incorporated herein by reference for all purposes, for the

Exhibits "E" and "F" which are attached to the Declaration.

8. Except to the extent that the Declaration is specifically amended herein, all of the covenants, conditions, restrictions, and reservations contained in the Declaration shall be and remain in full force and effect.

9. All words, phrases, or terms used herein shall have the same meaning as contained in the Declaration, unless a contrary definition is given herein.

IN WITNESS WHEREOF, the undersigned being the Declarant herein, has hereunto set

its hand and seal this 14th day of JULY, 1998.

LAKE OLYMPIA DEVELOPMENT, N.V.,
a Netherlands Antilles Corporation
D/B/A AFG LAKE OLYMPIA, INC.

BY: [Signature]
ANDREW CHOY, President

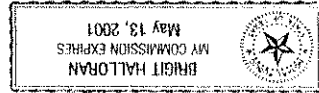
THE STATE OF TEXAS

COUNTY OF FORT BEND

This instrument was acknowledged before me on the 14th day of JULY 1998 by ANDREW CHOY, President of LAKE OLYMPIA DEVELOPMENT, N.V., a Netherlands Antilles Corporation, d/b/a AFG LAKE OLYMPIA, INC. on behalf of said corporation.

[Signature]

NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS
NAME: Bright Halloran
MY COMMISSION EXPIRES: May 13, 2001



STREET TREE PLANTING

ALL LOTS WILL RECEIVE STREET TREES. TWO (PLANTING 2) STREET TREES WILL BE PLACED PER FRONT LOT, SPACED EQUALLY ALONG THE ROADWAY UNLESS OTHERWISE APPROVED BY THE ARCHITECTURAL CONTROL COMMITTEE. ALL TREES WILL BE PLACED THREE (3) FEET BACK OF SIDEWALK.

IN CORNER LOT SITUATIONS, THREE (3) STREET TREES WILL BE PLACED ALONG THE SIDE OF THE LOT ADJACENT TO THE STREET, UNLESS OTHERWISE APPROVED BY THE ARCHITECTURAL CONTROL COMMITTEE. THESE TREES SHALL HAVE A SPACING EQUIVALENT TO THE FRONT OF THE LOT SPACING AND SHALL BE PLACED THREE (3) FEET BACK OF SIDEWALK.

FOR WOODED LOTS, STREET TREES WILL NOT BE REQUIRED UNLESS EXISTING TREES IN THE FRONT OF THE LOT ARE REMOVED OR DIE EITHER DURING CONSTRUCTION OF THE HOME OR AT A LATER TIME. THE ARCHITECTURAL CONTROL COMMITTEE RESERVES THE RIGHT TO REQUIRE STREET TREES ON ANY WOODED LOT IT DEEMS NECESSARY.

STREET TREE PLANTING SPECIFICATIONS

1. QUALITY ASSURANCE
 - A. REFERENCE STANDARDS: AMERICAN ASSOCIATION OF NURSERMEN, INC. (AAN); HORTICULTURE STANDARDS
 - B. THE SELLER SHALL WARRANT THAT THE REQUIRED TREES ARE IN PLACE AND IN A VIABLE CONDITION
 - C. THE BUILDER SHALL PROVIDE THE PURCHASER WITH THE APPROPRIATE INFORMATION TO MAINTAIN THE STREET TREES IN A VIABLE CONDITION
 - D. THE SELLER SHALL ADVISE THE PURCHASER OF THE RESTRICTIONS GOVERNING THE TYPES AND LOCATION OF THE REQUIRED STREET TREES.
2. PRODUCT AND SPECIFICATIONS
 - A. ALL TREES SHALL BE A MINIMUM 2 1/2 INCH CALIPER WITH HEIGHT AND WIDTH CONFORMING TO AAN STANDARDS.
 - B. SEE CHART "AA" FOR TREE TYPES AND STREET LOCATION
 - C. ALL TREES SHALL BE PLANTED BY A QUALIFIED CONTRACTOR IN SUCH A MANNER TO INSURE THE VIABILITY OF THE TREE.
 - D. THE CONTRACTOR SHALL BE RESPONSIBLE FOR ANY DAMAGE TO EXISTING UNDERGROUND UTILITIES, SIDEWALKS, ROADWAYS, OR ADJACENT PROPERTY.

Return To 2700 Lake Olympia Development
Lake Olympia Parkway
~~2700 La~~
Mo. City, TX 77459

STREET NAME	TREE TYPE	BOTANICAL NAME
VILLA DEL LAGO	LIVE OAK	QUERCUS VIRGINIANA
PALMERA COURT	SOUTHERN MAGNOLIA	MAGNOLIA GRANDIFLORA
CASA DEL MAR	LIVE OAK	QUERCUS VIRGINIANA
CORONA DEL MAR	LIVE OAK	QUERCUS VIRGINIANA

CHART AA

7-15-98 11:44 AM 9855173
FD \$51.00
DIANNE WILSON, County Clerk
FORT BEND COUNTY, TEXAS

Dianne Wilson

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS