

ANNEXATION AND SUPPLEMENTAL DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS

for

AUBURN LAKES RESERVE, SECTION TWO (2)
A SUBDIVISION IN HARRIS COUNTY, TEXAS

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

WHEREAS, by that certain instrument entitled "Declaration of Covenants, Conditions and Restrictions for Auburn Lakes Reserve" dated October 13, 2006 and executed by Peramco, Inc., a Florida corporation ("Declarant"), which was filed of record in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File No. 20060120160 and was re-filed under County Clerk's File No. 20060162866 (the "Declaration"), Declarant did subject all of the property in:

Auburn Lakes Reserve, Section One (1), a subdivision in Harris County, Texas according to the map or plat thereof recorded under Harris County Clerk's File No. 20060087620 and Film Code No. 604294 of the Map Records of Harris County, Texas.

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to those certain easements, covenants, restrictions and conditions described in the Declaration;

WHEREAS, the Declaration was amended by that certain instrument entitled "First Amendment to Declaration of Covenants, Conditions and Restrictions for Auburn Lakes Reserve" filed of record in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File No. 20070234119 (the Declaration as amended hereinafter still referred to as the "Declaration");

WHEREAS, Article VIII, Section 8.3 of the Declaration entitled "ANNEXATION" provides:

SECTION 8.3. ANNEXATION. Additional land may be annexed and subjected to the provisions of this Declaration by Declarant, without the consent of the Members, within ten (10) years of the date that this Declaration is recorded in the Official Public Records of Real Property of Harris County, Texas. Thereafter, additional land may be annexed and subjected to the provisions of this Declaration only with the consent of not less than two-thirds (2/3) of the Members of the Association present and voting, in person or by proxy, at a meeting of

the Members called for that purpose at which a quorum is present. The annexation of additional land shall be effective upon filing of record an annexation instrument in the Official Public Records of Real Property of Harris County, Texas. Provided that, no land made subject to this Declaration shall be deannexed within ten (10) years of the date this Declaration is recorded without the written consent of Declarant. Additionally, the Declarant, its successors and assigns, shall have the right to create a master association, which may include other homeowners associations and other properties (the "Master Association"), and place the Association within the jurisdiction of such Master Association.

WHEREAS, Declarant is the owner of all that certain property known as Auburn Lakes Reserve, Section Two (2), a subdivision in Harris County according to the map or plat thereof filed of record under County Clerk's File No. 20070379873 of the Official Public Records of Harris County, Texas ("Auburn Lakes Reserve, Section Two (2)"); and

WHEREAS, Declarant desires Auburn Lakes Reserve, Section Two (2) to be annexed into Auburn Lakes Homeowners Association, Inc. (the "Association") pursuant to the terms of Article VIII, Section 8.3 of the Declaration as evidenced by the signatures below.

NOW, THEREFORE, Auburn Lakes Reserve, Section Two (2) is hereby annexed into the jurisdiction of the Association and subjected to all those certain easements, covenants, restrictions and conditions described in the Declaration, which shall run with the Auburn Lakes Reserve, Section Two (2) and be binding on all subsequent purchasers thereof, save and except the following provisions of the Declaration, which provisions of the Declaration as to Auburn Lakes Reserve, Section Two (2), shall be amended as follows:

Article I, Section 1.18 of the Declaration entitled "**PLAT or PLATS**" as to Auburn Lakes Reserve, Section Two (2) is amended to include the Plat of Auburn Lakes Reserve, Section Two (2).

Article I, Section 1.20 of the Declaration entitled "**PROPERTIES**" as to Auburn Lakes Reserve, Section Two (2) is amended to include Auburn Lakes Reserve, Section Two (2).

Article I, Section 1.24 of the Declaration entitled "**SUBDIVISION**" as to Auburn Lakes Reserve, Section Two (2) is amended to include Auburn Lakes Reserve, Section Two (2).

Article II, Section 2.5.1 of the Declaration entitled "LOCATION AND MATERIALS" as to Auburn Lakes Reserve, Section Two (2) is amended to add the following text at the end thereof:

Notwithstanding anything contained in the Declaration to the contrary, no Subdivision Perimeter Fence is located in Auburn Lakes Reserve, Section Two (2). Provided, however, the fence on the most westerly side Lot line of Lot One (1) in Block Three (3) of Auburn Lakes Reserve, Section Two (2) ("Lot One (1)") adjacent to Reserve A must:

- (i) have the pickets facing Reserve A and the supports on the inside of the fence away from Reserve A; and
- (ii) the fence must extend from the rear of Lot One (1) to five feet (5') behind the front plane of the Residential Dwelling on Lot One (1).

This fence may never be altered or removed without the express written permission of the Architectural Control Committee.

EXECUTED by the respective parties on the dates set forth below to be effective the date this document is filed of record in the Official Public Records of Real Property of Harris County, Texas.

PERAMCO, INC.,
a Florida corporation

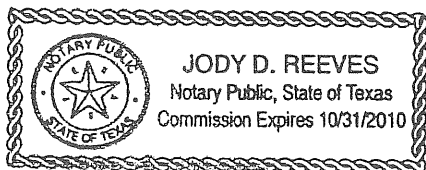
By: _____
Gonzalo Velaochaga, Vice President

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THE STATE OF TEXAS §
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COUNTY OF HARRIS §

This instrument was acknowledged before me on the 28th day of August, 2007, by Gonzalo Velaochaga, Vice President of Peramco, Inc., a Florida Corporation, for the consideration and in the capacities stated therein.

Jody D. Reeves
Notary Public in and for the State of Texas



APPROVAL OF ANNEXATION OF ADDITIONAL PROPERTY
into
AUBURN LAKES HOMEOWNERS ASSOCIATION, INC.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

KNOW ALL PERSONS BY THESE PRESENTS:

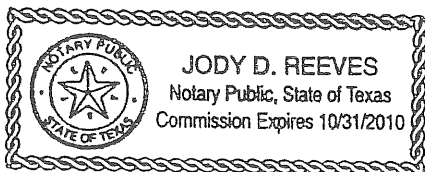
Peramco, Inc., a Florida Corporation, joins in the execution of this "Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions for Auburn Lakes Reserve, Section Two (2) a Subdivision in Harris County, Texas", to evidence its approval of the annexation of Auburn Lakes Reserve, Section Two (2) into the jurisdiction of the Auburn Lakes Homeowners Association, Inc., a Texas non-profit corporation. Such right was established in Article VII, Section 1 of that certain document entitled "Declaration of Covenants, Conditions and Restrictions for Village Auburn Lakes, Section 1" filed of record in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File No. X202143 ("Auburn Lakes Declaration"). For the purpose of complying with Article IV, Section 1 of the Auburn Lakes Declaration, this Supplemental Declaration and the Declaration shall also be known as the "Declaration of Covenants, Conditions and Restrictions and an Annexation Agreement" referenced therein.

PERAMCO, INC.,
A Florida Corporation

By: _____
Gonzalo Velaochaga, Vice President

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

Before me, a notary public, on this day personally appeared Gonzalo Velaochaga, Vice President of Peramco, Inc., a Florida Corporation known to me to be the person whose name is subscribed to the foregoing instrument and, being by me first duly sworn and declared that he executed same in the capacity and consideration therein expressed. Given under my hand and seal of office this the 28th day of August, 2007.



NOTARY PUBLIC - STATE OF TEXAS

CONSENT AND SUBORDINATION OF LENDER

The undersigned, being the owner and holder of a lien(s) against the Subdivision hereby consents to Declarant's adoption of this "Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions for Auburn Lakes Reserve, Section Two (2) a Subdivision in Harris County, Texas" ("Supplemental Declaration") and joins in to subordinate its lien(s) to the Supplemental Declaration so that the Supplemental Declaration shall hereafter be considered the superior in title to all lien(s) in favor of the undersigned against Auburn Lakes Reserve, Section Two (2); and hereby further agrees that a foreclosure of any or all of its lien(s) shall not affect the foregoing reservations, restrictions, covenants and conditions.

This consent and joinder shall not be construed or operate as a release of any mortgage or liens owned or held by the undersigned, or any part thereof, but the undersigned agrees that its lien(s) shall hereafter be upon and against Auburn Lakes Reserve, Section Two (2), subject to the foregoing Supplemental Declaration (except that no provision hereof shall be construed to subordinate lien(s) of the undersigned to any lien(s) reserved or referred to in the foregoing Supplemental Declaration).

Executed as of August 28, 2007.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED. In the Official Public Records of Real Property of Harris County, Texas on

LENDER

RBC CENTURA BANK

By: [Signature] VP
Name: DAVID J. BORG
Title: Vice President

AUG 28 2007



[Signature]

COUNTY CLERK
HARRIS COUNTY, TEXAS

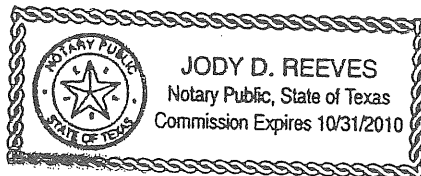
STATE OF TEXAS §
COUNTY OF HARRIS §

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. All blockouts additions and changes were present at the time the instrument was filed and recorded.

On August 28, 2007, before me, personally appeared David J. Borg, Vice President of RBC Centura Bank personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same.

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

Return to:
Butler & Hailey, P.C.
1616 S. Voss, Suite 500
Houston, Texas 77057



2007 AUG 28 AM 10:29
COUNTY CLERK
HARRIS COUNTY, TEXAS
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FILED