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FIRST AMENDMENT
to
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
for
AUBURN LAKES ESTATES

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 Estates" dated November 9, 2005 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. Y889494 (the "Declaration"), Declarant did subject all of the property in Auburn Lakes Estates, Section One (1), a subdivision in Harris County, Texas, according to the map or plat thereof recorded under Film Code No. 591094 and re-platted under Film Code No. 632096 of the Map Records of Harris County, Texas ("Auburn Lakes Estates, Section One (1)") to those certain easements, covenants, restrictions and conditions described in 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. 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. ...

WHEREAS, the Declaration was supplemented by that certain document entitled "Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions for Auburn Lakes Estates, Section Two (2) a Subdivision in Harris County, Texas" filed in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File No. 20100177800 (the "Supplemental Declaration") which instrument annexed the following described real property:

Auburn Lakes Estates, Section Two (2), a subdivision in Harris County, Texas according to the map or plat thereof filed of record under Film Code No. 633201 of the Map Records of Harris County, Texas ("Auburn Lakes Estates, Section Two (2)" and Auburn Lakes Estates, Section One (1) and Auburn Lakes Estates, Section Two (2) hereinafter collectively referred to as the "Subdivision");

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WHEREAS, the Supplemental Declaration was amended by that certain instrument entitled "First Amendment to Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions for Auburn Lakes Estates, Section Two (2) a Subdivision in Harris County, Texas" filed of record in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File No. 20110535406;

WHEREAS, Article VIII, Section 8.1 of the Declaration entitled "**AMENDMENT**" of the Declaration provides:

So long as Declarant owns a Lot in the Subdivision, Declarant shall have the authority to amend this Declaration, without the joinder or consent of any other party, so long as an amendment is not in contradiction of the residential character of the Subdivision. ...

WHEREAS, in accordance with Article VIII, Section 8.1 of the Declaration: (i) Declarant still owns a Lot in the Subdivision; and (ii) this amendment is not inconsistent with the residential character of the Subdivision.

NOW, THEREFORE, the Declarant amends the Declaration as follows:

1. Article II, Section 2.6 of the Declaration entitled "**RESERVATIONS AND EASEMENTS**" is amended to add a new Section 2.6.9 entitled "**PRIVATE STREETS**" as follows:

2.6.9. PRIVATE STREETS.

a) Private Streets. The streets in the Subdivision will be operated as private streets maintained by the Association. The costs incurred by the Association in maintaining, repairing and/or reconstructing the streets in the Subdivision shall be paid out of the Estates Assessment defined in Section 5.10 of the Declaration, as amended.

b) Owners Easement for Access. There is hereby declared, granted and reserved for the benefit of the Owners of the Lots within the Subdivision, their successors and assigns, invitees, lessees, guests and agents, a non-exclusive and perpetual easement for the purpose of vehicular and pedestrian ingress and egress between the Lots and the dedicated public street(s) adjacent to the Subdivision. This easement is for the benefit of and appurtenant to each Lot in the Subdivision and shall run with the land. Each Owner of a Lot in the Subdivision shall have the right to use such private Streets in a manner that does not unreasonably interfere with or prevent the use thereof by any other Owner or any other party which may have the right to use same pursuant to the terms hereof. The access easement hereby created is subject to the right of the Association to operate and maintain an entry gate as a privacy oriented system which requires as a condition of entry such identification cards, passes, keys, or similar devices as may be established from time to time by the Association's Board of Directors. The access easement hereby created is further subject to the right of the Association's Board of Directors to promulgate rules and regulations regarding access to and use of the private Streets within the Subdivision.

The Association's Board of Directors, in its sole judgment, will determine when the entry gate and privacy oriented system will be made operational.

c) Easements for Utilities and Public Services.

(1) The Association, Harris County, and to any other public authority or agency, utility district, or utility company, is hereby granted a perpetual easement upon, over, under, and across the streets within the Subdivision for the purpose of installing, replacing, repairing, and maintaining all utilities, including, but not limited to, storm sewers, electrical, gas, telephone, water, and sewer lines, street lights, street signs and traffic signs. To the extent possible, utility lines and facilities shall be located underground. By virtue of any such easement, it shall be expressly permissible for the providing utility company or other supplier or servicer (i) to erect and maintain pipes, lines, manholes, pumps, and other necessary equipment and facilities, (ii) to cut and remove any trees, bushes, or shrubbery, (iii) to excavate or fill, or (iv) to take any other similar action reasonably necessary to provide economical and safe installation, maintenance, repair, replacement, and use of such utilities and systems.

(2) There is also hereby granted to Harris County and to such other governmental authority or agency as shall from time to time have jurisdiction over the Subdivision (or any portion thereof) with respect to law enforcement, fire protection and emergency medical services, the perpetual, non-exclusive right and easement upon, over and across all of the Subdivision for purposes of performing duties and activities related to law enforcement, fire protection and emergency medical services.

d) Easements for Association. There is hereby granted a general right and easement to the Association, its directors, officers, agents, and employees, including, but not limited to, any manager employed by the Association and any employees of such manager, to enter upon the streets and any Lot in the Subdivision in the performance of their respective duties pursuant to the Declaration, as amended. Except in the event of emergencies, this easement is to be exercised only during normal business hours and then, whenever practicable, only upon advance notice to and with permission of the Owner or Occupant of the residence directly affected thereby.

2. Article V, Section 5.1 of the Declaration entitled "**CREATION OF THE LIEN AND PERSONAL OBLIGATION OF ASSESSMENT**" is hereby amended to include "Estates Assessment" and "Deficit Estates Assessment" (as those terms are defined in Article V, Section 5.10 of the Declaration, as amended) in the definition of "Assessments."

3. Article V of the Declaration is amended to add a new Section 5.10 entitled "**ESTATES ASSESSMENTS**" to read as follows:

SECTION 5.10. ESTATES ASSESSMENTS. Due to the additional costs associated with the amenities exclusive to the Subdivision, the

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Owners of Lots in the Subdivision must pay an additional assessment to the Association ("Estates Assessment"), which Estates Assessment is due annually the same as the annual maintenance charge set forth in Section 5.3 hereof. The Estates Assessment will pay for the costs associated with the following items located in the Subdivision: any private streets and limited access gates; Lakes; and, landscaping located inside the limited access gates of the Subdivision ("Estates Amenities") the costs will include the costs of maintenance and any replacement costs of Estates Amenities ("Estates Amenities Costs"). By way of illustration, but not limitation, the Estates Assessment will not include the costs for services provided to the Subdivision, which are generally also provided to the remainder of the Properties, e.g., street lights, landscaping outside the limited access gates of the Subdivision, constable patrol, mosquito control, insurance and management fees, etc. The Estates Assessment will commence January 1, 2013 at the rate of \$775.00 per Lot. Every year after 2013, the Board of Directors of the Association will set the Estates Assessment at an amount sufficient to cover the Estates Amenities Costs. Should the Estates Assessment ever be insufficient to cover the Estates Amenities Costs in any given year, the Owners of Lots will be billed the deficit ("Deficit Estates Assessment"), which Deficit Estates Assessment will be due within thirty (30) days from the date of invoice by the Association. Any portion of the Estates Assessments not needed in a given year to cover the actual Estates Amenities Costs in that year will be held in a reserve account for replacement costs of Estates Amenities in future years.

The amendment to the Declaration set forth above shall be deemed to be a part of and shall be interpreted in accordance with the Declaration. All provisions of the Declaration not amended hereby are hereby ratified and confirmed in each and every particular, and shall continue in full force and effect pursuant to the terms of the Declaration.

IN WITNESS WHEREOF, the Declarant hereby executes this Amendment evidencing its approval of this amendment to the Declaration.

DATED this 30th day of April, 2013.

PERAMCO, INC.,
a Florida corporation

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By: 
Gonzalo Velazchaga, Vice President

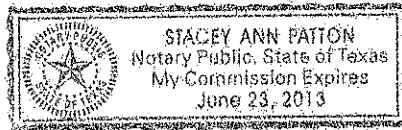
THE STATE OF TEXAS
COUNTY OF HARRIS

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BEFORE ME, the undersigned notary public, on this th 30 day of April, 2013 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 acknowledged to me that he executed the same for the purpose and in the capacity therein expressed.

Stacey Ann Patton
Notary Public in and for the State of Texas

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e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
STAN STANART
COUNTY CLERK
Fees 32.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

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.



Stan Stanart

COUNTY CLERK
HARRIS COUNTY, TEXAS