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J289061

068-85-2490

FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR GREENS CROSSING, SECTION ONE
A SUBDIVISION IN HARRIS COUNTY, TEXAS

100

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

WHEREAS, under date of February 17, 1982, FRIENDSWOOD DEVELOPMENT COMPANY (the "Declarant"), the owner of land described as "Greens Crossing" in the W.C.R.R.Co. Survey, Section 17, A-889; the W.C.R.R.Co. Survey, A-925; and the B.B.B. & C.R.R.Co. Survey, A-175; Harris County, Texas; and which is more particularly described as Greens Crossing, Section One, recorded in Volume 303, page 103, of the Map Records of Harris County, Texas, executed and filed for record a Declaration of Covenants, Conditions and Restrictions (the "Declaration") under File No. H339048, Film Code No. 007-92-0653, in the Official Public Records of Harris County, Texas, to which reference is here made for all purposes; and

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WHEREAS, by Annexation Instrument dated December 13, 1982, executed by Declarant, and recorded under File No. H732057, Film Code No. 032-94-0321, of the Official Public Records of Harris County, Texas (the "Annexation"), Declarant subjected approximately 117.620 acres of land, more or less, being all of Greens Crossing, Section Five, according to the map or plat thereof recorded in Volume 311, page 69, of the Map Records of Harris County, Texas (the "Property"), to the covenants, conditions and restrictions contained in the Declaration, and as modified by the Annexation; and

WHEREAS, Declarant has entered into a Sale and Purchase Agreement with Nasher/Paragon Joint Venture ("Nasher/Paragon"), for the sale and purchase of a portion of the Property for use as a mixed-use, multi-level regional shopping center; and

WHEREAS, a deed (the "Deed") for the conveyance of such portion of the Property from Declarant to Nasher/Paragon will contain certain covenants, conditions, and restrictions necessary to the development of a mixed-use, multi-level regional shopping center development which are inconsistent with and are intended to modify and change the Declaration; and

WHEREAS, it is and was, at the time of the execution and filing of the Annexation, Declarant's desire and intent that the Property should be utilized in part as a mixed-use, multi-level regional shopping center development and to modify and change the Declaration as it affects such portion of the Property for such

RETURN TO
WILLIAM D. CLEVELAND
1700 WEST LOOP SOUTH #230
HOUSTON, TEXAS 77057

50400 (3)

068-85-2491

WHEREAS, Declarant and Houston Paragon Center Associates, Ltd. being all the owners of the Property amended the Annexation to include those modifications and changes that were not included originally in the Annexation by that instrument entitled Amendment of Annexation Instrument for Greens Crossing, Section 5, a subdivision in Harris County, Texas, dated August 8, 1983, and recorded under File No. J105398, Film Code No. 056-92-2197, in the Official Public Records of Harris County, Texas (the "Amendment of Annexation"), which Amendment of Annexation provided that if such portion of the Property is conveyed by Declarant to Nasher/Paragon, the covenants, conditions, and restrictions contained in the Deed would, from and after the date of its recordation in the Official Public Records of Harris County, Texas, modify and change the covenants, conditions, and restrictions contained in the Declaration as it affects the Property and further provided that if Nasher/Paragon thereafter enters into an operating agreement (the "Operating Agreement") with certain department and specialty stores for the development of a portion of the Property, the covenants, conditions, and restrictions contained in the Operating Agreement shall, from and after the date of its recordation, or memorandum thereof, together with recordation of an instrument executed by Declarant evidencing its approval of the Operating Agreement, would modify and change the covenants, conditions, and restrictions contained in the Declaration, as it affects the Property, and in the Deed; and

WHEREAS, Article VI, Section 3, of the Declaration provides that the Declaration may be amended during the first twenty (20) year period by an instrument signed by not less than seventy-five percent (75%) of the Voting Units as defined in said Declaration; and

WHEREAS, Declarant and the undersigned record owners of property subject to the Declaration, representing more than seventy-five percent (75%) of the Voting Units (as defined in the Declaration) necessary to amend the Declaration, desire to ratify, confirm, and amend the Declaration as expressed in the Amendment of Annexation:

NOW, THEREFORE, Declarant and undersigned owners hereby execute this FIRST AMENDMENT TO DECLARATION to provide that if such portion of the Property is conveyed by Declarant to Nasher/Paragon, the covenants, conditions, and restrictions contained in the Deed shall, from and after the date of its recordation in the Official Public Records of Harris County,

Texas, modify and change the covenants, conditions, and restrictions, contained in the Declaration as it affects such portion of the Property. Declarant and other undersigned owners further further consent and agree that if Nasher/Paragon thereafter enters into the Operating Agreement, the covenants, conditions, and restrictions contained in the Operating Agreement shall, from and after the date of its recordation, or memorandum thereof, together with a recordation of an instrument executed by Declarant only, evidencing its approval of the Operating Agreement (which approval shall not be unreasonably withheld or delayed), each in the Official Public Records of Harris County, Texas, modify and change the covenants, conditions, and restrictions in the Declaration, as it affects such portion of the Property, and in the Deed.

The Declaration shall remain in full force and effect in accordance with its terms, except as specifically amended herein, and the covenants, conditions, restrictions, and terms thereof and the Declaration, as modified hereby, shall be covenants running with the land.

IN WITNESS WHEREOF, the undersigned, being Declarant and other owners of property subject to the Declaration, together representing more than seventy-five percent (75%) of the Voting Units necessary to amend the Declaration, have hereunto executed, ratified, confirmed, consented, and adopted this FIRST AMENDMENT TO DECLARATION as of the dates of the respective acknowledgments hereinafter set forth, but made effective as of the 8th day of August, 1983.

(Declarant)
FRIENDSWOOD DEVELOPMENT COMPANY

ATTEST:

Doris R. Breeland
Assistant Secretary

By J. J. Thompson
Vice President

STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on August 13, 1983 by J. J. Thompson, Vice President of Friendswood Development Company, an Arizona corporation, on behalf of said corporation.

Kathleen L. Cummings
Notary Public, State of Texas
Notary's name printed:
KATHLEEN L. CUMMINGS
My commission expires: 07-26-84

068-85-2493

ATTACHED TO AND MADE PART OF THAT CERTAIN FIRST AMENDMENT TO DECLARATION OF COVENANT, CONDITIONS AND RESTRICTIONS FOR GREENS CROSSING, SECTION ONE, A SUBDIVISION IN HARRIS COUNTY, TEXAS, SAID DECLARATION BEING RECORDED UNDER FILE NO. H339048, FILM CODE NO. 007-92-0653 OF THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

* * * *

THE UNDERSIGNED, being an owner of record of a portion of the property subject to the Declaration described above which, together with Declarant and the other owners consenting to said First Amendment to Declaration, represent more than seventy-five percent (75%) of the Voting Units (as defined in the Declaration) necessary to amend the Declaration, joins in the execution hereof for the purpose of ratifying, confirming, consenting, and adopting this First Amendment to Declaration made effective the 8th day of August, 1983.

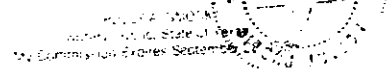
Folsom-Stone Houston II Joint Venture

By [Signature]
Name: _____
Title: _____

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on _____, 1983, by _____, partner(s) on behalf of _____, a partnership.

Notary Public, State of Texas
Notary's name printed: _____
My commission expires: _____



F-174

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.

068-85-2494

ATTACHED TO AND MADE PART OF THAT CERTAIN FIRST AMENDMENT TO DECLARATION OF COVENANT, CONDITIONS AND RESTRICTIONS FOR GREENS CROSSING, SECTION ONE, A SUBDIVISION IN HARRIS COUNTY, TEXAS, SAID DECLARATION BEING RECORDED UNDER FILE NO. H339048, FILM CODE NO. 007-92-0653 OF THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

* * * *

THE UNDERSIGNED, being an owner of record of a portion of the property subject to the Declaration described above which, together with Declarant and the other owners consenting to said First Amendment to Declaration, represent more than seventy-five percent (75%) of the Voting Units (as defined in the Declaration) necessary to amend the Declaration, joins in the execution hereof for the purpose of ratifying, confirming, consenting, and adopting this First Amendment to Declaration made effective the 8th day of August, 1983.

Folsom-Stone Houston III Joint Venture /r

By: [Signature]
Name: FOLSON-STONE
Title: Partner

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on 10-1-83 by [Signature], partner(s) on behalf of Folsom-Stone Houston III Joint Venture, a partnership.

Notary Public, State of Texas
Notary's name printed: [Signature]
My commission expires: 10-1-83
SMOCH
Notary Public, State of Texas
My Commission Expires: 10-1-83

F-174

RECORDER'S MEMORANDUM:
At the time of recording, 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.

068-85-2495

ATTACHED TO AND MADE PART OF THAT CERTAIN FIRST AMENDMENT TO DECLARATION OF COVENANT, CONDITIONS AND RESTRICTIONS FOR GREENS CROSSING, SECTION ONE, A SUBDIVISION IN HARRIS COUNTY, TEXAS, SAID DECLARATION BEING RECORDED UNDER FILE NO. H339048, FILM CODE NO. 007-92-0653 OF THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

* * * *

THE UNDERSIGNED, being an owner of record of a portion of the property subject to the Declaration described above which, together with Declarant and the other owners consenting to said First Amendment to Declaration, represent more than seventy-five percent (75%) of the Voting Units (as defined in the Declaration) necessary to amend the Declaration, joins in the execution hereof for the purpose of ratifying, confirming, consenting, and adopting this First Amendment to Declaration made effective the 8th day of August, 1983.

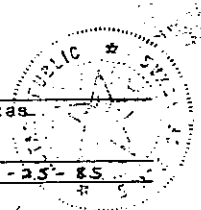
HOUSTON PARAGON CENTER ASSOCIATES, LTD. /

By: Steven A. Means
Steven A. Means
General Partner

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on December 15, 1983 by Steven A. Means, General Partner on behalf of Houston Paragon Center Associates, Ltd., a Texas limited partnership.

Rosemary Kenne
Notary Public, State of Texas
Notary's name printed:
ROSEMARY KENNE
My commission expires: 6-25-85



AC104

ATTACHED TO AND MADE PART OF THAT CERTAIN FIRST AMENDMENT TO DECLARATION OF COVENANT, CONDITIONS AND RESTRICTIONS FOR GREENS CROSSING, SECTION ONE, A SUBDIVISION IN HARRIS COUNTY, TEXAS, SAID DECLARATION BEING RECORDED UNDER FILE NO. H339048, FILM CODE NO. 007-92-0653 OF THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

* * * *

THE UNDERSIGNED, being an owner of record of a portion of the property subject to the Declaration described above which, together with Declarant and the other owners consenting to said First Amendment to Declaration, represent more than seventy-five percent (75%) of the Voting Units (as defined in the Declaration) necessary to amend the Declaration, joins in the execution hereof for the purpose of ratifying, confirming, consenting, and adopting this First Amendment to Declaration made effective the 8th day of August, 1983.

HAYDN CUTLER COMPANY,
a Texas general partnership

By: [Signature]
Haydn Cutler, Partner

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on December 16, 1983 by HAYDN CUTLER, partner on behalf of HAYDN CUTLER COMPANY, a Texas general partnership.

Rita A. Singleton
Notary Public, State of Texas
Notary's name printed: RITA A. SINGLETON
My commission expires: 12-15-84

068-85-2498

ATTACHED TO AND MADE PART OF THAT CERTAIN FIRST AMENDMENT TO DECLARATION OF COVENANT, CONDITIONS AND RESTRICTIONS FOR GREENS CROSSING, SECTION ONE, A SUBDIVISION IN HARRIS COUNTY, TEXAS, SAID DECLARATION BEING RECORDED UNDER FILE NO. H339048, FILM CODE NO. 007-92-0653 OF THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

* * * *

THE UNDERSIGNED, being an owner of record of a portion of the property subject to the Declaration described above which, together with Declarant and the other owners consenting to said First Amendment to Declaration, represent more than seventy-five percent (75%) of the Voting Units (as defined in the Declaration) necessary to amend the Declaration, joins in the execution hereof for the purpose of ratifying, confirming, consenting, and adopting this First Amendment to Declaration made effective the 8th day of August, 1983.

Bayou Crossing Land Joint Venture

By: TRAVIS INVESTMENT GROUP III

By: David Buelow
Name: David Buelow
Title: TREASURER - JAGGER Investments Inc
Gomeny Jagger Associates Inc.

STATE OF TEXAS §
COUNTY OF TRAVIS §
~~HARRIS~~ §

This instrument was acknowledged before me on 12-15-83 by DAVID L. BUELOW, partner(s) on behalf of L I G II, a partnership.

Terri McCrory
Notary Public, State of Texas
Notary's name printed: TERRI MCCRORY
My commission expires 5-18-84

F-174

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.

068-85-2499

AC102

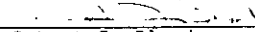
ATTACHED TO AND MADE PART OF THAT CERTAIN FIRST AMENDMENT TO DECLARATION OF COVENANT, CONDITIONS AND RESTRICTIONS FOR GREENS CROSSING, SECTION ONE, A SUBDIVISION IN HARRIS COUNTY, TEXAS, SAID DECLARATION BEING RECORDED UNDER FILE NO. H339048, FILM CODE NO. 007-92-0653 OF THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

* * * *

THE UNDERSIGNED, being an owner of record of a portion of the property subject to the Declaration described above which, together with Declarant and the other owners consenting to said First Amendment to Declaration, represent more than seventy-five percent (75%) of the Voting Units (as defined in the Declaration) necessary to amend the Declaration, joins in the execution hereof for the purpose of ratifying, confirming, consenting, and adopting this First Amendment to Declaration made effective the 8th day of August, 1983.

GREENS CROSSING CONDOMINIUMS VENTURE

By BLAND DEVELOPMENT CORPORATION

By: 
Robert F. Bland
President

By HRI DEVELOPMENT CORPORATION

By: 
C. Daniel Jones
Vice President

31

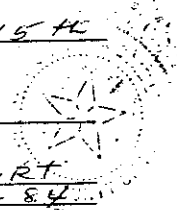
068-85-2500

STATE OF TEXAS §
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COUNTY OF HARRIS §

BEFORE ME the undersigned authority, on this day personally appeared ROBERT F. BLAND, known to me to be the person whose name is subscribed to the foregoing instrument as President of BLAND DEVELOPMENT CORPORATION and acknowledged to me that he executed the same for the purpose and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 15th day of December, 1983.

Joan H. Burt
Notary Public, State of Texas
Notary's name printed: Joan H. Burt
My commission expires: 6-30-84

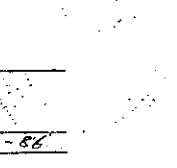


STATE OF TEXAS §
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COUNTY OF HARRIS §

BEFORE ME the undersigned authority, on this day personally appeared C. DANIEL JONES, known to me to be the person whose name is subscribed to the foregoing instrument as Vice President of HRI DEVELOPMENT CORPORATION and acknowledged to me that he executed the same for the purpose and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 16th day of December, 1983.

Sally L. Bouce
Notary Public, State of Texas
Notary's name printed: Sally L. Bouce
My commission expires: 12-07-86



AC102

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

DEC 21 1983



Annita Redden
COUNTY CLERK,
HARRIS COUNTY, TEXAS