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**FIRST AMENDED DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR HERITAGE VILLAGE, SECTION 5**

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Heritage Village, Section 5 (the "Declaration"), dated February 10, 2003 and recorded in the Official Public Records of Harris County, Texas under Clerk's File No. W417003, *et seq.*; and

WHEREAS, the Declaration states at Article VII, Section 1, that it may be amended by a majority of the owners of the Lots within Heritage Village, Section 5; and

WHEREAS, the undersigned, PERAMCO, INC., a Florida corporation, CANDLEWOOD HOMES, INC., a Texas corporation, and SUPREME BUILDERS, LTD., a Texas limited partnership, acting by and through Supreme Builders Management Corporation, a Texas corporation, its general partner, are the Owner of in excess of a majority of the lots within Heritage Village, Section 5; and

WHEREAS, it is the desire of the undersigned to amend the Declaration,
NOW, THEREFORE, the undersigned hereby add Article III, Section 17a of the Declaration, as follows:

Section 17a. Subdivision Perimeter Fencing. Subdivision Perimeter Fencing is defined as (i) those fences that run along Walters Road located on Lots 1 through 10, inclusive, in Block 1, as shown on the recorded Subdivision Plat.

The Association shall have the exclusive right to maintain the Subdivision Perimeter Fencing and the Owners of Lots, which have Subdivision Perimeter Fencing shall not alter such fences in any way. Without limitation, Owners shall be prohibited from repairing, painting, staining, replacing, decorating or altering the fences in any way, and shall not hang anything from the fences or attach anything to the fences. The purpose of the provision of the Declaration is to keep the Subdivision Perimeter Fencing as completely uniform as possible.

The Association shall have such access as it deems reasonably necessary to perform its maintenance of the fences and each Owner grants the Association an access easement to do so. The Association, or its agents, contractors or employees, shall not be liable to any Owner in trespass or otherwise for its actions in maintaining the fences.

Owner releases the Association from all bodily injury, death and property claims (the "Claims") arising in any way in connection with the Association's or its contractor's maintenance or inspection of the fences or otherwise connected in any way with activities relating to the fences. The Claims include any and all claims by Owner, Owner's family, guests, invitees or employees without limit and without regard to the cause or causes thereof or the negligence of any party or parties.

IN WITNESS WHEREOF, this Declaration is executed this 8th day of December, 2003.

107

PERAMCO, INC.,
a Florida corporation

By: [Signature]
Gonzalo Velaschaga,
Vice - President

SUPREME BUILDERS, LTD.,
a Texas limited partnership,
Supreme Builder Management
Corporation, its general partner

By: [Signature]
Greg Hawk,
President

(4)
207

107

CANDLEWOOD HOMES, INC.,
a Texas corporation

By: [Signature]
Gregg Lawler,
President

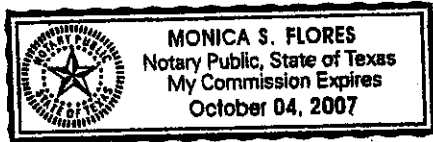
[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS

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FILED

STATE OF TEXAS §
COUNTY OF HARRIS §

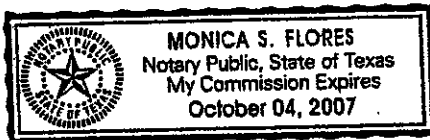
This instrument was acknowledged before me on December 8, 2003 by Gonzalo Velaochaga, Vice - President of PERAMCO, INC., a Florida corporation.



[Signature]
Notary Public, State of Texas

STATE OF TEXAS §
COUNTY OF HARRIS §

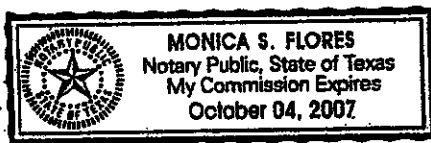
This instrument was acknowledged before me on December 8, 2003 by Gregg Lawler, President of CANDLEWOOD HOMES, INC., a Texas corporation.



[Signature]
Notary Public, State of Texas

STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on December 8, 2003 by Greg Hawk, President of Supreme Builders Management Corporation, a Texas corporation, general partner, on behalf of SUPREME BUILDERS, LTD., a Texas limited partnership.



[Signature]
Notary Public, State of Texas

After recording, please
Return to: Peramco, Inc.
10497 Town & Country Way,
Suite 430
Houston, Texas 77024

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

DEC - 8 2003



[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS

PERAMCO Inc.

February 18, 2003

Tally Jenkins
Chaparral Management
P.O. Box 681007
Houston, Texas 77268-1007

Master

REF: Heritage Village, Section 5

Dear Tally:

Our developments continue at a fast pace, please find attached a recorded copy of the Deed Restrictions for Heritage Village, Section 5. We are also attaching the Annexation Agreement for its execution.

We will forward you a copy of the plat upon receiving it.

Should you need more information or if we can be of any assistance, please contact us at your earliest convenience at (713) 467-6868.



Gonzalo Velazquez
Vice - President

Enclosures

**HERITAGE VILLAGE, SECTION 5
ANNEXATION AGREEMENT**

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This ANNEXATION AGREEMENT is made as of the date hereinafter stated by PERAMCO HERITAGE, LTD. (the "Declarant"), a Texas limited partnership and HERITAGE VILLAGE HOMEOWNERS ASSOCIATION, INC. (the "Association"), a Texas non-profit corporation;

WITNESSETH:

WHEREAS, Peramco N.V. Incorporated ("Peramco, N.V."), now the limited partner of Peramco Heritage, Ltd., the Declarant, executed that certain Declaration of Covenants, Conditions and Restrictions for Heritage Village, Section One, dated February 2, 1983, which is filed under Clerk's File No. H809410 in the Official Public Records of Real Property of Harris County, Texas (the "Declaration"), which imposed covenants, conditions and restrictions on certain property described therein;

WHEREAS, as contemplated by the Declaration, and pursuant to the applicable provisions thereof, Peramco N.V. caused the Association to be formed, the purposes of which are to collect, administer and disburse the maintenance assessments described in the Declaration and to provide for the maintenance, preservation and architectural control of the land affected by the Declaration and any additions thereto which may be subsequently brought within the jurisdiction of Association;

WHEREAS, Article VII, Section 8 of the Declaration provides that future sections may be annexed into the jurisdiction of the Association by recorded Restrictions so stating and that "such additional stages of development may be annexed by Declarant (whether or not Declarant owns title to the land constituting the additional stage of development at the time of annexation) without such approval by the membership";

WHEREAS, Declarant is the owner of the property described on Exhibit "A" attached hereto (the "Annexed Tract") which is being developed as Heritage Village, Section Five, and Declarant has subjected the Annexed Tract to that certain Declaration of Covenants, Conditions and Restrictions for Heritage Village, Section Five (the "Section Five Declaration"), dated February 10th, 2003 and recorded under Clerk's File No. W-417003, et seq., in the Official Public Records of Real Property of Harris County, Texas and thereby impressed such property with and subjected it to the annual maintenance charge and assessment of the Association; and

WHEREAS, Declarant and the Association desire to include the Annexed Tract within the boundaries of the Association and to subject the Annexed Tract to the authority and jurisdiction of the Association, as contemplated and provided for in the Section Four Declaration.

NOW, THEREFORE, for and in consideration of the premises and in furtherance of the general plan of development for the property subject to the Declaration and the Annexed Tract, Declarant and the Association hereby declare the following:

ANNEXATION

1. The Annexed Tract is hereby included and annexed within the boundaries of the Association and subjected to the authority and jurisdiction of the Association, as provided in and contemplated by the Section Five Declaration.
2. Properties within the Annexed Tract shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, conditions and restrictions, easements, charges and liens set forth in the Section Five Declaration, as it may hereafter be amended, which shall run with the land and be binding on all parties having any right, title or interest in the Annexed Tract or any part thereof, their heirs, successors and assigns, and which shall inure to the benefit of each owner thereof.
3. The Association joins in the execution of this instrument to evidence its consent to and acceptance of the annexation and inclusion of the Annexed Tract to the jurisdiction of the Association.

IN WITNESS WHEREOF, this Annexation Agreement is executed on this the _____ day of _____, 2003.

PERAMCO HERITAGE, LTD.
a Texas limited partnership

By: Eibsen & Associates, Inc. a Texas
corporation, general partner of Peramco
Heritage, Ltd.



By: Douglas J. Eibsen
Title: President of Eibsen & Associates, Inc.

ATTEST:

By: _____

Name: Gonzalo Velaochaga

Title: Vice-President, Peramco Inc., a
Florida corporation, limited partner
of Peramco Heritage, Ltd.

HERITAGE VILLAGE HOMEOWNERS ASSOCIATION, INC.
a Texas non-profit corporation

By: Judge Caston III
Name: Judge Caston III
Title: President

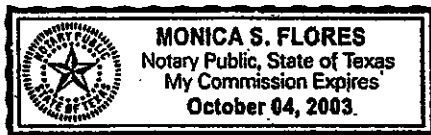
ATTEST:

By: Tally Jenkins
Name: Tally JENKINS
Title: MANAGING AGENT

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on this 20th day of February, 2003, by Douglas J. Eibsen, President of Eibsen & Associates, Inc., a Texas corporation, on behalf of said corporation.

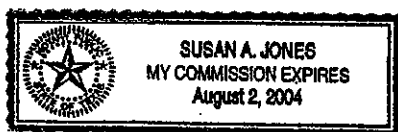


[Signature]
Notary Public, State of Texas

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on this 5th day of March, 2003, by Judge Caston III, President of HERITAGE VILLAGE HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.



[Signature]
Notary Public, State of Texas

EXHIBIT "A"

PROPERTY DESCRIPTION

Heritage Village, Section Five, being a subdivision in Harris County, Texas, according to the map or plat thereof filed February 6, 2003, and recorded under File No. _____ and Film Code No. 529112 of the Map Records of Harris County, Texas.

**After recording, please return to:
Peramco Heritage, Ltd.
10497 Town & Country Way, Suite 430
Houston, Texas 77024**