



FIRST AMENDMENT
to
**DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS**
for
**RIVER RUN AT THE BRAZOS, SECTION ONE (1)
A SUBDIVISION IN FORT BEND COUNTY, TEXAS**

THE STATE OF TEXAS

§

COUNTY OF FORT BEND

§

KNOW ALL PERSONS BY THESE PRESENTS:

WHEREAS, VENTANA DEVELOPMENT READING, LTD., a Texas limited partnership (the "Developer"), was the sole owner of that certain real property commonly known as River Run at the Brazos, Section One (1) (the "Subdivision") according to the plat recorded in the Official Public Records of Real Property Fort Bend County, Texas under County Clerk's File No. 2005053901.

WHEREAS, Developer by that certain instrument entitled "Declaration of Covenants, Conditions and Restrictions for River Run at the Brazos, Section One (1), a Subdivision in Fort Bend County, Texas" filed of record in the Official Public Records of Real Property of Fort Bend County, Texas, under County Clerk's File No. 2005099777, (the "Declaration"), imposed on the Subdivision all those certain covenants, conditions, restrictions, easements, charges, and liens therein set forth;

WHEREAS, Article IX, Section 9.6 of the Declaration provides:

This Declaration may be amended during the first twenty (20) year period by an instrument signed by those Owners owning not less than seventy-five percent (75%) of the Lots within the Subdivision, and thereafter by an instrument signed by those Owners owning not less than sixty-seven percent (67%) of the Lots within the Subdivision; and

WHEREAS, the Developer owns not less than seventy-five percent (75%) of the Lots within the Subdivision.

NOW, THEREFORE, the Developer amends the Declaration as set forth below.

Article V, Section 5.2 of the Declaration entitled "Voting Classes" is amended to read as follows:

Class A. Class A members shall be all Owners, with the exception of the Developer and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no even shall more than one (1) vote be cast with respect to any Lot holders of future interests not entitled to present possession shall not be considered as Owners for the purposes of voting hereunder.

Class B. The Class B member(s) shall be the Developer or their successors or assigns and shall be entitled to seven (7) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (including duly annexed areas); and
- (2) on January 1, 2030.

NOTWITHSTANDING THE FOREGOING PROVISIONS OF THIS SECTION 5.2, AND FOR THE BENEFIT AND PROTECTION OF THE LOT OWNERS AND ANY FIRST MORTGAGES OF RECORD, FOR THE SOLE PURPOSE OF ENSURING A COMPLETE AND ORDERLY BUILDOUT OF THE PROPERTIES, AS WELL AS A TIMELY SELLOUT, THE DEVELOPER WILL RETAIN CONTROL OF AND OVER THE ASSOCIATION UNTIL THE END OF THE DEVELOPER CONTROL PERIOD. FOR THE PURPOSES OF THIS SECTION 5.2, THE TERM "DEVELOPER CONTROL PERIOD" SHALL MEAN THE LATER OF THE DATES WHEN (A) THE LAST VACANT LOT IN THE PROPERTIES IS SOLD TO AN OWNER, OTHER THAN THE DEVELOPER OR A BUILDER, OR; (B) JANUARY 1, 2030. DEVELOPER MAY ALSO END THE DEVELOPER CONTROL PERIOD BY WRITTEN NOTICE TO THE BOARD NOTIFYING THE BOARD OF ITS DECISION TO END THE DEVELOPER CONTROL PERIOD. AT THE FIRST ANNUAL MEETING OF THE ASSOCIATION AFTER THE END OF THE DEVELOPER CONTROL PERIOD, THE MEMBERS WILL ELECT THE DIRECTORS OF THE ASSOCIATION AS PROVIDED IN THE BY-LAWS.

Article IX, Section 9.6 of the Declaration entitled "Amendment" is amended to read as follows:

This Declaration shall run with and bind the land for a term of forty (40) years from the date this Declaration is recorded, after which time they shall be automatically extended for successive periods of ten (10) years. This Declaration may be amended during the first twenty (20)-year period by an instrument signed by those Owners owning not less than seventy-five percent (75%) of the Lots within the Property, and thereafter by an instrument signed by those Owners owning not less than sixty-seven percent (67%) of the Lots within the Property. This Declaration may also be amended by the Developer without the joinder of any other party as long as Developer owns a Lot, so long as any such amendment is not inconsistent by the residential character of the Property. No person shall be charged with notice of or inquiry with respect to any amendment until and unless it has been filed for record in the Official Public Records of Real Property of Fort Bend County, Texas. Prior to the end of the Developer Control Period, any amendments to the Declaration must be

approved in writing by the Developer, which written approval must be filed of record with the amendment to the Declaration.

The Amendment 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 to be effective upon its filing of record in the Official Public Records of Real Property of Fort Bend County, Texas.

DATED this 30th day of January, 2006.

DEVELOPER:

VENTANA DEVELOPMENT READING, LTD.
a Texas limited partnership

By: Ventana Reading Road, L.L.C.,
General Partner

By: [Signature]
James B. Grover, Co-Manager

STATE OF TEXAS

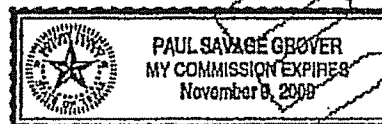
§
§
§

COUNTY OF HARRIS

Before me, a notary public, on this day personally appeared James B. Grover, 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 30 day of January, 2006.

[Signature]
NOTARY PUBLIC, STATE OF TEXAS

Return To:
Butler & Hailey, P.C.
1616 S. Voss Rd., Suite 400
Houston, Texas 77057



112497

Lots 22 through 34, Block 1; Lots 1 through 33, and 40 through 44, Block 2; Lots 1 through 18, Block 3; Lots 1 through 33, Block 4; Lots 1 through 26, Block 5; and Lots 1 through 22, Block 6 of RIVER RUN AT THE BRAZOS, Section 1, according to the plat recorded under Fort Bend County Clerk's Plat File No. 20050087 of the Official Records of Fort Bend County, Texas.

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dr. Dianne Wilson

2005 Feb 15 01:20 PM

2005018278

CK \$21.00

Dianne Wilson, Ph.D. COUNTY CLERK
FT BEND COUNTY TEXAS