

Seabrook Island, Section Three Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions.

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This Declaration of Covenants, Conditions and Restrictions and Annexation (hereinafter sometimes "Annexation Declaration") is made this 6 day of July, 2004, by Seabrook Partners LTD (hereinafter sometimes "Section One Declarant"), by and through its general partner, Newcor Capital L.L.C., which purchased all development rights for Section One in Seabrook Island from Taylor Lake Holdings, Inc. (hereinafter sometimes "former Section One Declarant"), a Texas Corporation and Impac Partners, Inc., a Nevada Corporation doing business in Texas, (hereinafter sometimes "Section Three Declarant").

Whereas, on the 21st day of June 1999, Taylor Lake Holdings, Inc. executed that certain Declaration of Covenants, Conditions, and Restrictions (hereinafter "Declaration") applicable to Seabrook Island, Section One, a subdivision in the city of Seabrook, Harris County, Texas, according to the plat thereof recorded under Clerk's File No. T428191 in the Map Records of Harris County, Texas, which Declaration is recorded under Clerk's File No. T810119 in the Real Property Records of Harris County, Texas;

Whereas, Seabrook Partners, LTD purchased from Taylor Lake Holdings, Inc. all of its assets, which included the development and/or Declarant rights for Seabrook Island, Section One;

Whereas, by the terms of said Declaration, property subject to the Declaration is placed within the jurisdiction of the Seabrook Island Homeowner's Association, Inc. (hereinafter "Association");

Whereas, Seabrook Island, Section Two was previously annexed according to that document entitled "Seabrook Island, Section Two Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions" filed of record in the Harris County Property Records under Clerk's File No. U065075 and under microfilm number 529-01-2121 et seq. and further, said Section Two Declarations have been supplemented or amended by additional instruments filed of record in the Harris County Property Records.

Whereas, Article II, Section 2 of the Declaration allows for additional land to be annexed into the jurisdiction of the Association by Section One Declarant during the development period and made subject to the Declaration with such additions and modifications of the provisions of the Declaration as the Declarant may determine to be necessary to reflect the different character of Section Three;

Whereas, the development period has not ended;

Whereas, Impac Partners, Inc., the developer and sole owner of Seabrook Island, Section Three, a subdivision in Harris County, Texas according to the plat thereof recorded under Clerk's File No. 5442120 of the Map Records of Harris County, Texas

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HARRIS COUNTY CLERK
HARRIS COUNTY, TEXAS

desires that Section Three be placed within the jurisdiction of the Association and made subject to the Declaration with some additions and modifications; and

Whereas, Section One Declarant desires that Section Three be placed within the jurisdiction of the Association and made subject to the Declaration with some additions and modifications.

NOW THEREFORE, Section One Declarant joins Section Three Declarant and they both hereby declare that:

1. Seabrook Island, Section Three (hereinafter Section Three") is hereby added and annexed into the boundaries of the land covered by the Declaration and is hereby subjected to the authority of the Association in accordance with the terms and conditions of the Declaration.

2. Article I of the Declaration defines the terms used in the Declaration. The annexation of Section Three necessitates the creation of the Section Three committee and the addition of the definition of that term which definition is as follows:

"Section Three Committee" shall mean and refer to a three person committee elected biannually by the Owners of Lots in Section Three, which, after the end of the Development Period, shall be charged with serving as the Architectural Review Committee for Section Three, publishing Design Guidelines for Section Three.

3. Article VIII of the Declaration provides for architectural and design review by an Architectural Review committee appointed by the Declarant during the Development period and composed of the members appointed by the Board of Directors after the Development Period. The architectural and design review process for Section Three will be a separate but parallel process. The Declarant appointed committee will control during the Development Period but the Section Three committee will serve as the Architectural Control Committee for Section Three after the Development Period. The Section Three Committee, when serving as the Architectural Review Committee for Section Three, shall have all powers and duties specified in Article VII.

4. Article VIII, Section 2 of the Declaration provides that no Residence or other Improvements shall be erected, placed or maintained on any Lot until approval is received from the Architectural Review Committee. Paragraph 3 hereinabove provides that the Section Three Committee will serve as the Architectural Review Committee for Section Three after the end of the Development Period.

Nothing herein contained is intended or shall be construed to amend the Declaration other than (i) to add and annex Seabrook Island, Section Three as stated above and (ii) to add to the Declaration certain restrictions with regard to Section Three to reflect the different character of Section Three.

IN WITNESS WHEREOF, the undersigned, being the Declarant and Lender herein set forth, have set their hands and seals this 6 day of July, 2004

(Handwritten initials)

Section One Declarant: Seabrook Partners, LTD
Newcor Capital LLC, General Partner

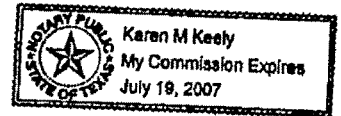
Attest:

By: Romy Rodriguez By: Phil Newton
Phil Newton, President

THE STATE OF TEXAS S
S
COUNTY OF HARRIS S

This instrument was acknowledged before me by Phil Newton, President of Newcor Capital LLC, General Partner for Seabrook Partners, LTD, in his respective capacity, on this 6 day of July, 2004, on behalf of said entities.

Karen M. Keely
Notary Public - State of Texas



Section Three Declarant: Impac Partners, Inc.

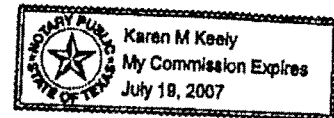
Attest:

By: Romy Rodriguez By: Phil Newton
Phil Newton, President

THE STATE OF TEXAS S
S
COUNTY OF HARRIS S

This instrument was acknowledged before me by Phil Newton, President of Impac Partners, Inc., a Nevada Corporation doing business in Texas, on this 6 day of July, 2004, on behalf of said corporation.

Karen M. Keely
Notary Public - State of Texas



Lienholder:

Encore Bank, A Federal Savings Association

By: jaclarke

John A. Clarke

Senior Vice President

(Print Name and Title)

589-21-2422

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 herein by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

JUL 14 2004



Dorely B. Kayman

COUNTY CLERK
HARRIS COUNTY, TEXAS

Jun May. 31. 2007 10:53AM

281-474-499 No. 4752 P. 1P-2

Seabrook Island, Section Four Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions.

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This Declaration of Covenants, Conditions and Restrictions and Annexation (hereinafter sometimes "Annexation Declaration") is made this 6 day of July, 2004, by Seabrook Partners LTD (hereinafter sometimes "Section One Declarant"), by and through its general partner, Newcor Capital L.L.C., which purchased all development rights for Section One in Seabrook Island from Taylor Lake Holdings, Inc. (hereinafter sometimes "former Section One Declarant"), a Texas Corporation and Impac Partners, Inc., a Nevada Corporation doing business in Texas. (hereinafter sometimes "Section Four Declarant").

Whereas, on the 21st day of June 1999, Taylor Lake Holdings, Inc. executed that certain Declaration of Covenants, Conditions, and Restrictions (hereinafter "Declaration") applicable to Seabrook Island, Section One, a subdivision in the city of Seabrook, Harris County, Texas, according to the plat thereof recorded under Clerk's File No. T428191 in the Map Records of Harris County, Texas, which Declaration is recorded under Clerk's File No. T810119 in the Real Property Records of Harris County, Texas;

Whereas, Seabrook Partners, LTD purchased from Taylor Lake Holdings, Inc. all of its assets, which included the development and/or Declarant rights for Seabrook Island, Section One;

Whereas, by the terms of said Declaration, property subject to the Declaration is placed within the jurisdiction of the Seabrook Island Homeowners' Association, Inc. (hereinafter "Association");

Whereas, Seabrook Island, Section Two was previously annexed according to that document entitled "Seabrook Island, Section Two Annexation and Supplemental Declaration of Covenants, Conditions and Restrictions" filed of record in the Harris County Property Records under Clerk's File No. U065075 and under microfilm number 529-01-2121 et seq. and further, said Section Two Declarations have been supplemented or amended by additional instruments filed of record in the Harris County Property Records.

Whereas, Article II, Section 2 of the Declaration allows for additional land to be annexed into the jurisdiction of the Association by Section One Declarant during the development period and made subject to the Declaration with such additions and modifications of the provisions of the Declaration as the Declarant may determine to be necessary to reflect the different character of Section Four;

Whereas, the development period has not ended;

Whereas, Impac Partners, Inc., the developer and sole owner of Seabrook Island, Section Four, a subdivision in Harris County, Texas according to the plat thereof recorded under Clerk's File No. Y449117 of the Map Records of Harris County, Texas

desires that Section Four be placed within the jurisdiction of the Association and made subject to the Declaration with some additions and modifications; and

Whereas, Section One Declarant desires that Section Four be placed within the jurisdiction of the Association and made subject to the Declaration with some additions and modifications.

NOW THEREFORE, Section One Declarant joins Section Four Declarant and they both hereby declare that:

1. Seabrook Island, Section Four (hereinafter Section Four") is hereby added and annexed into the boundaries of the land covered by the Declaration and is hereby subjected to the authority of the Association in accordance with the terms and conditions of the Declaration.

2. Article I of the Declaration defines the terms used in the Declaration. The annexation of Section Four necessitates the creation of the Section Four committee and the addition of the definition of that term which definition is as follows.

"Section Four Committee" shall mean and refer to a three person committee elected biannually by the Owners of Lots in Section Four, which, after the end of the Development Period, shall be charged with serving as the Architectural Review Committee for Section Four, publishing Design Guidelines for Section Four.

3. Article VIII of the Declaration provides for architectural and design review by an Architectural Review committee appointed by the Declarant during the Development period and composed of the members appointed by the Board of Directors after the Development Period. The architectural and design review process for Section Four will be a separate but parallel process. The Declarant appointed committee will control during the Development Period but the Section Four committee will serve as the Architectural Control Committee for Section Four after the Development Period. The Section Four Committee, when serving as the Architectural Review Committee for Section Four, shall have all powers and duties specified in Article VII.

4. Article VIII, Section 2 of the Declaration provides that no Residence or other improvements shall be erected, placed or maintained on any Lot until approval is received from the Architectural Review Committee. Paragraph 3 hereinabove provides that the Section Four Committee will serve as the Architectural Review Committee for Section Four after the end of the Development Period.

Nothing herein contained is intended or shall be construed to amend the Declaration other than (i) to add and annex Seabrook Island, Section Four as stated above and (ii) to add to the Declaration certain restrictions with regard to Section Four to reflect the different character of Section Four.

IN WITNESS WHEREOF, the undersigned, being the Declarant and Lender herein set forth, have set their hands and seals this 6 day of July 2004

Section One Declarant: Scabrook Partners, LTD
Newcor Capital LLC, General Partner

Attest:
By: Romy Rodriguez
By: Phil Newton, President

THE STATE OF TEXAS S
COUNTY OF HARRIS S

This instrument was acknowledged before me by Phil Newton, President of Newcor Capital LLC, General Partner for Scabrook Partners, LTD, in his respective capacity, on this 6 day of July, 2004, on behalf of said entities.



Karen M. Keely
Notary Public - State of Texas

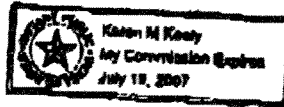
Section Four Declarant: Impac Partners, Inc.

Attest:
By: Romy Rodriguez
By: Phil Newton, President

THE STATE OF TEXAS S
COUNTY OF HARRIS S

This instrument was acknowledged before me by Phil Newton, President of Impac Partners, Inc., a Nevada Corporation doing business in Texas, on this 6 day of July, 2004, on behalf of said corporation.

Karen M. Keely
Notary Public - State of Texas



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Lienholder:

None

By: _____

(Print Name and Title)

ANY INSTRUMENT WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY IN VIOLATION OF FEDERAL OR STATE LAWS OR VIOLATION OF FEDERAL LAWS OF THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that the instrument was FILED by the Recorder of Deeds on the 20th day of June 2005 at the time and place herein stated, and was duly RECORDED, in the Public Public Records of said County of Harris, Texas on

JUN 20 2005



Barbara L. Hoffman
COUNTY CLERK
HARRIS COUNTY, TEXAS

Return to: _____

AMERICAN TITLE COMPANY
DEER PARK
5009 COLLEGE PARK
DEER PARK, TEXAS 77635

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, certain additions and changes were present at the time the instrument was filed and recorded.

TOTAL P.09