

**AMENDED AND SUPPLEMENTAL DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
LAKEWOOD RANCH HOMEOWNER'S ASSOCIATION, INC.
("Supplemental Declaration")**

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF BELL

§

§

LAKWOOD CLIFFS, LTD., a Texas limited partnership ("Lakewood") is the Declarant under that certain Declaration of Covenants, Conditions and Restrictions for Lakewood Ranch Homeowner's Association, Inc., a Texas non-profit corporation.

Lakewood has filed or caused to be filed certain instruments that affect the properties of the Lakewood Ranch Homeowner's Association, Inc. (the "Association"), specifically

1. 'Declaration of Covenants, Conditions and Restrictive Covenants of Lakewood Ranch Homeowner's Association, Inc.' (the "Declaration"), duly recorded in Volume 3133, Page 338, of the Official Public Records of Real Property of Bell County, Texas; and

2. Any 'Amendment to the Declaration of Covenants, Conditions and Restrictive Covenants of Lakewood Ranch Homeowner's Association, Inc.' (the "Amendment"), duly recorded in the Official Public Records of Real Property of Bell County, Texas,

(collectively the "Instruments").

Declarant has formed Lakewood Ranch Homeowner's Association, Inc., a Texas non-profit corporation (the "Association"), whose purpose is to exercise the functions of a property owners' association and to enforce the covenants of the Instruments, all in accordance with the terms and provisions of the Declaration.

KIELLA FAMILY, LTD., a Texas limited partnership, and KIELLA DEVELOPMENT, INC., a Texas corporation, are the owners and developers of land adjacent to the original Lakewood Ranch subdivision.

The Declaration provides that Declarant may (1) designate its successors and assigns, and (2) without the consent of any other Owner annex additional lands within the scheme of the Properties and make such additional lands subject to the terms and provisions of the Instruments.

This Supplemental Declaration is executed by the undersigned to:

1. Designate Lakewood's successors and assigns. Pursuant to Article I, Section 4 of the Declaration, Lakewood designates as its successors and assigns, KIELLA FAMILY, LTD., a Texas limited partnership, and KIELLA DEVELOPMENT, INC., a Texas corporation, jointly or severally, and transfers all of its rights as Declarant under the Declaration to KIELLA FAMILY,

**AMENDED AND SUPPLEMENTAL DECLARATION OF
LAKEWOOD RANCH HOMEOWNER'S ASSOCIATION, INC.**

152107/31593

LTD., a Texas limited partnership, and KIELLA DEVELOPMENT, INC., a Texas corporation, jointly and severally. As evidenced by its signatures below, KIELLA FAMILY, LTD., a Texas limited partnership, and KIELLA DEVELOPMENT, INC., a Texas corporation, assume all rights and obligations of Lakewood as Declarant under the Declaration.

2. Amend Article II, Annexation of Additional Property, Section 1. Additions of the Declaration as follows:

Article II, Section 1 of the Declaration is replaced in its entirety with the following language:

"Declarant shall have the right, without the consent of any other Owner, to annex and bring within the scheme of this Declaration additional property in future stages of the development, provided that the area covered by any such addition shall be contiguous to or immediately across the street or highway from the Property as existing at the time of any such annexation or addition."

3. Annex the property described in Exhibit "A" attached hereto and to be developed and known as the "Villas of Lakewood" ("Villas") within the scheme of the Properties. The consent and approval of the owner of the Villas to the annexation of the Villas within the scheme of the Declaration and Association, and its agreement to be governed by the Declaration and Association is evidenced by its signature below;

4. Subject the Villas to the terms and provisions of the Declaration, as amended by the Amendment;

5. Subject the Villas to the jurisdiction and assessments of the Association, and to the governing documents of the Association;

6. Cause every record Owner of a Lot within the Villas, whether one or more persons or entities, to be a member of the Association. Each member will be subject to all of the terms, conditions and provisions of the Instruments and other governing documents of the Association, and, by the acceptance of a deed or other instrument of conveyance to a Lot within the Villas, will agree to pay any annual, membership and special assessment, member charge, and fines and late fees assessed by the Association upon a Lot within the properties governed by the Declaration.

This Supplemental Declaration does not alter, change or modify any of the conditions, covenants, terms and provisions of the Declaration, as amended by the Amendment, except as specifically stated above. The remaining conditions, covenants, terms and provisions of the Declaration, as amended by the Amendment, will remain in full force and effect.

All words that are undefined in this Supplemental Declaration but which are defined under Article I of the Declaration and used in this Supplemental Declaration will have the same meaning as the words defined in the Declaration.

**AMENDED AND SUPPLEMENTAL DECLARATION OF
LAKEWOOD RANCH HOMEOWNER'S ASSOCIATION, INC.**

152107/31593

WITNESS THE EXECUTION HEREOF, on JANUARY 16, 2006.

Resigning Declarant:

**LAKEWOOD CLIFFS, LTD., a Texas
limited partnership**

**By: PK MANAGEMENT, L.C., a Texas
limited liability company, general partner**

By: 

JOHN R. KIELLA, President

Successor to Declarant:

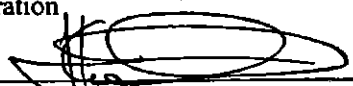
**KIELLA FAMILY, LTD., a Texas
limited partnership**

**By: KIELLA MANAGEMENT, L.C., a Texas
limited liability company, general partner**

By: 

JOHN R. KIELLA, President

**KIELLA DEVELOPMENT, INC., a Texas
corporation**

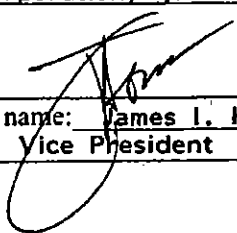
By: 

JOHN R. KIELLA, President

Owner of Villas:

FIRST OMEGA PARTNERS, LTD., a Texas limited partnership

**By: OMEGA ENTERPRISES, INC., a Texas
corporation, general partner**

By: 

Printed name: James I. Howe
Title: Vice President

**AMENDED AND SUPPLEMENTAL DECLARATION OF
LAKEWOOD RANCH HOMEOWNER'S ASSOCIATION, INC.**

152107/31593

(ACKNOWLEDGMENT)

STATE OF TEXAS §
COUNTY OF BELL §

This instrument was acknowledged before me on January 16th, 2006, by JOHN R. KIELLA, in his capacity as President of PK MANAGEMENT, L.C., a Texas limited liability company, in its capacity as general partner of LAKEWOOD CLIFFS, LTD., a Texas limited partnership, on behalf of said limited liability company and limited partnership.



Kim Godin
NOTARY PUBLIC

(ACKNOWLEDGMENT)

STATE OF TEXAS §
COUNTY OF BELL §

This instrument was acknowledged before me on January 16th, 2006, by JOHN R. KIELLA, in his capacity as President of KIELLA MANAGEMENT, L.C., a Texas limited liability company, in its capacity as general partner of KIELLA FAMILY, LTD., a Texas limited partnership, on behalf of said limited liability company and limited partnership.



Kim Godin
NOTARY PUBLIC

(ACKNOWLEDGMENT)

STATE OF TEXAS §
COUNTY OF BELL §

This instrument was acknowledged before me on January 16th, 2006, by JOHN R. KIELLA, in his capacity as President of KIELLA DEVELOPMENT, INC., a Texas corporation, on behalf of said corporation.



Kim Godin
NOTARY PUBLIC

AMENDED AND SUPPLEMENTAL DECLARATION OF
LAKEWOOD RANCH HOMEOWNER'S ASSOCIATION, INC.

152107/31593

(ACKNOWLEDGMENT)

STATE OF TEXAS §
COUNTY OF BELL §

This instrument was acknowledged before me on January 17, 2006, by JAMES I. HOWE, in his capacity as VICE PRESIDENT of OMEGA ENTERPRISES, INC. on behalf of said corporation and limited partnership.



Kim Godin

NOTARY PUBLIC

PREPARED IN THE LAW OFFICE OF:

crm

BAIRD, CREWS, SCHILLER & WHITAKER, P.C.

ATTN: THOMAS C. BAIRD

15 North Main Street

Temple, Texas 76501

www.bcswlaw.com

AFTER RECORDING, RETURN TO:

FIRST OMEGA PARTNERS, LTD.

ATTN: JAMES I. HOWE

PO Box 1908

Temple, Texas 76503-1908

AMENDED AND SUPPLEMENTAL DECLARATION OF
LAKEWOOD RANCH HOMEOWNER'S ASSOCIATION, INC.

152107/31593

G. E. WALKER & ASSOCIATES, L.L.C.
ENGINEERS ★ SURVEYORS

15.130 ACRES
LOCATED IN THE GEORGE LINDSEY SURVEY, ABSTRACT 513
TEMPLE, BELL COUNTY, TEXAS

FIELD NOTES FOR A 15.130 ACRE TRACT OF LAND LOCATED IN THE GEORGE LINDSEY SURVEY, ABSTRACT 513, IN THE CITY OF TEMPLE, BELL COUNTY, TEXAS AND BEING ALL OF A TRACT OF LAND DESCRIBED IN A DEED TO GEORGE E. ELLIOTT AS TRUSTEE OF THE ELLIOTT TRUST RECORDED IN VOLUME 4510, PAGE 639 OF THE OFFICIAL PUBLIC RECORDS OF BELL COUNTY, TEXAS (O.P.R.B.C.T.). SAID 15.130 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 1/2" IRON ROD FOUND IN THE EAST LINE OF FARM-TO-MARKET HIGHWAY 2271 MARKING THE SOUTHWEST CORNER OF LOT 3, BLOCK 1 OF LAKEWOOD WEST AT LAKEWOOD RANCH RECORDED IN CABINET C, SLIDE 125-D OF THE PLAT RECORDS OF BELL COUNTY, TEXAS (P.R.B.C.T.) ALSO MARKING THE NORTHWEST CORNER OF THE ABOVE MENTIONED ELLIOTT TRUST TRACT AND HEREIN DESCRIBED TRACT, FROM WHICH A 1/2" IRON ROD FOUND MARKING THE SOUTHEAST INTERSECTION OF F.M. 2271 AND TEXOMA DRIVE BEARS N 19°21'40" E - 426.31';

THENCE S 70°08'00" E - 877.98' (DIRECTIONAL CONTROL LINE - DEED CALL VOLUME 4510, PAGE 639) WITH THE SOUTH LINE OF LAKEWOOD WEST AT LAKEWOOD RANCH AND THE NORTH LINE OF THE ELLIOTT TRUST TRACT TO A 3/4" IRON ROD FOUND IN THE WEST LINE OF LOT 5, BLOCK 4 OF THE BLUFFS AT LAKEWOOD RANCH RECORDED IN CABINET C, SLIDE 65-B OF THE P.R.B.C.T. MARKING THE SOUTHEAST CORNER OF LOT 9 OF SAID BLOCK 1 AND THE NORTHEAST CORNER OF THE HEREIN DESCRIBED TRACT;

THENCE S 19°43'25" W - 249.94' WITH THE WEST LINE OF THE BLUFFS AT LAKEWOOD RANCH TO A 3/4" IRON ROD FOUND MARKING AN ANGLE POINT OF BLOCK 4 AND THE HEREIN DESCRIBED TRACT;

THENCE S 18°26'43" W - 484.26' CONTINUING WITH THE WEST LINE OF BLOCK 4 TO A 1/2" IRON ROD WITH CAP STAMPED "RPLS 4636" FOUND FOR THE PLATTED AND PRESENTLY OCCUPIED SOUTHWEST CORNER OF LOT 8, BLOCK 4 OF THE BLUFFS AT LAKEWOOD RANCH, SAME BEING THE PRESENTLY OCCUPIED NORTHWEST CORNER OF A CALLED 136.71 ACRE TRACT DESCRIBED IN A DEED TO ED MILLER RECORDED IN VOLUME 1702, PAGE 800 OF THE DEED RECORDS OF BELL COUNTY, TEXAS AND AN ANGLE POINT IN THE EAST LINE OF THE HEREIN DESCRIBED TRACT;

THENCE S 44°22'43" W - 6.43' WITH THE WEST LINE OF THE 136.71 ACRE TRACT TO A 1/2" IRON ROD WITH CAP STAMPED "CTS 4029" FOUND MARKING THE PLATTED AND PRESENTLY OCCUPIED NORTHEAST CORNER OF LOT 14, BLOCK 1 OF WASKOW ACRES FIRST SUBDIVISION RECORDED IN CABINET A, SLIDE 163-A OF THE P.R.B.C.T. AND THE SOUTHEAST CORNER OF THE HEREIN DESCRIBED TRACT;

THENCE N 70°08'00" W - 873.81' WITH THE NORTH LINE OF WASKOW ACRES TO A POINT IN THE EAST LINE OF F.M. 2271 FOR THE NORTHWEST CORNER OF LOT 20, BLOCK 1 OF WASKOW ACRES AND THE SOUTHWEST CORNER OF THE HEREIN DESCRIBED TRACT, FROM WHICH A 1/2" IRON DOWEL ROD FOUND FOR REFERENCE BEARS N 63°01'44" W - 1.67';

THENCE WITH THE EAST LINE OF F.M. 2271 ALONG A CURVE TO RIGHT AN ARC LENGTH OF 131.13', HAVING A RADIUS OF 1106.00' AND WHOSE CHORD BEARS N 15°57'53" E - 131.05' TO A POINT OF TANGENCY IN THE WEST LINE OF THE HEREIN DESCRIBED TRACT;

THENCE N 19°21'40" E - 819.16' CONTINUING WITH THE EAST LINE OF F.M. 2271 TO THE POINT OF BEGINNING.

SURVEYED: NOVEMBER, 2005


KEVIN R. HESSEL, R.P.L.S. 5344

PROJ NO. 1-00828
PLAT NO. N/A
FIELD NOTE NO. 1-00828-FN-04
MAP CHECKED BY MPP



FILED FOR RECORD
2006 MAR 13 AM 9:31
VANCE SUTTON
CLERK, BELL COUNTY
DEPUTY

010549