

FIRST AMENDED DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR MEADOWLAKES SUBDIVISION,
BURNET COUNTY, TEXAS

PREAMBLE

This first Amended Declaration of Covenants, Conditions and Restrictions for Meadowlakes Subdivision, Burnet County, Texas, is made on the 9th day of October, 1999, at Meadowlakes, Texas, by the MEADOWLAKES PROPERTY OWNERS ASSOCIATION, INC., a nonprofit Texas corporation ("MEADOWLAKES POA") its mailing address being 177 Broadmoor, Meadowlakes, Texas 78654.

RECITALS

A. Meadowlakes Subdivision was created by Meadowlakes Company as the original Declarant in four (4) sections. Uniform Covenants and Restrictions were placed upon each section as they were platted. Section I's Declaration of Covenants, Conditions and Restrictions as last amended were recorded in Volume 204, Page 293, of the Deed Records of Burnet County, Texas. Subsequently, Section II's restrictions were recorded in Volume 221, Page 63, Section III's restrictions were recorded in Volume 232, Page 421, and Section 4's restrictions were recorded in Volume 248, Page 142, Volume 636, Page 627 (Re-Stated), Volume 666, Page 817 (Second Re-Stated), and Volume 668, Page 640 (Referendum Result), all of the Deed/Real Property Records of Burnet County, Texas. Each set of restrictions contained a common method of amendment.

B. During development of Meadowlakes Subdivision, the Meadowlakes Municipal Utility District was formed to provide water and waste water services to the residents of the subdivision. Most of Meadowlakes Subdivision was subsequently incorporated as the City of Meadowlakes, Texas. These covenants, conditions and restrictions attempt to recognize the duties and responsibilities of such governmental entities and avoid duplication of services between such governments and the property owners as represented by the Meadowlakes Property Owners Association, Inc. By way of example, but not limitation, the property owners own the parks, roads, and other common areas, but the City regulates street traffic enforced by ordinance. These covenants and restrictions provide for control of use of property by requiring aesthetic approval and maintenance of high property values. The City of Meadowlakes and the Meadowlakes Municipal Utility District assume the duty and responsibility of issuing permits and conducting inspections required by ordinance to see that improvements are constructed to insure adequate drainage, use of proper building materials and practices, and to otherwise provide for the health, safety and welfare of our residents. Accordingly, a property owner should not look solely to these restrictive covenants for fair notice of what is expected regarding use of such property, but should also consult such government entities.

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C. A committee was formed by the Meadowlakes POA to study the present restrictions encumbering each of the four sections of Meadowlakes Subdivision and per such committee's recommendation, all property owners of Meadowlakes Subdivision, Sections 1 through 4, were provided an opportunity to approve or reject the hereinafter stated covenants and restrictions. Such vote took place by written ballot. The votes were tabulated by section, and a majority of lot owners in each section, each lot having one vote, adopted this First Amended Declaration of Covenants, Conditions and Restrictions.

D. Because a majority of the votes for each section chose to adopt the herein stated Covenants, Conditions and Restrictions, Meadowlakes Subdivision, Sections 1 through 4 have a uniform set of covenants, conditions and restrictions which uniformly apply to all sections of Meadowlakes Subdivision. This general plan provides a common scheme of development design to protect and safeguard the property over a long period.

E. This general plan will benefit the property in general, the parcels and lots that constitute the property, the Meadowlakes POA, and each successive owner of an interest in the property.

THEREFORE, in accordance with both the doctrines of restrictive covenants and implied equitable servitude, the owners of real property within Meadowlakes Subdivision, by and through its Meadowlakes POA, desire to restrict all of the property according to these covenants, conditions, and restrictions in furtherance of this general development plan. Meadowlakes Subdivision is legally described in the Map or Plat Records for same in the Office of the Burnet County Clerk, Courthouse, Burnet, Texas. The Plat for Section I is recorded in Volume 2, Page 84, in Volume 3, Page 22, Section II in Volume 3, Page 84, Section III in Volume 3, Pages 110 and 110a, and Section 4 in Volume 3, Page 128, and Volume 4, Page 11, and Volume 4, Page 13, all of the Map or Plat Records of Burnet County, Texas, to which reference is here made for a legal description of the subdivision encumbered by these First Amended Covenants, Conditions and Restrictions.

NOW, THEREFORE, it is declared that all of the property shall be held, sold and conveyed subject to the following easements, restrictions, covenants and conditions.

ARTICLE 1 DEFINITIONS

Declarant

1.01. "Declarant" means Meadowlakes POA, its successors and assigns.

Lot

1.02. "Lot" means any of the plots of land shown on the plats, replats, and subdivision maps, above referenced, recorded in the Map or Plat Records of Burnet County, Texas (the "Maps"), on which there is or may be built a single-family dwelling, multi-family dwellings or a commercial building or buildings. The term "Lot" does not include the common areas, parks, country club with related facilities, including the golf course. BURNET COUNTY, TEXAS

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Owner

1.03. "Owner" means the record owner or owners of the fee simple title to any lot or portion of a lot in the property on which there is or will be built a detached single-family dwelling, multi-family dwelling, or commercial building or buildings. "Owner" includes contract sellers, but excludes persons having only a security interest

Common Area

1.04. "Common Area" means the entire property except the lots, Meadowlakes Golf & Country Club grounds and related facilities, and Meadowlakes Municipal Utility District plants and facilities, subject to all easements and rights described in this declaration.

Meadowlakes POA

1.05. "Meadowlakes POA" means the incorporated association known as Meadowlakes Property Owners Association, Inc., consisting of all owners, which have the duty of maintaining, operating, and managing the common area as provided in this declaration.

Board

1.06. "Board" means the Board of Directors of the Meadowlakes Property Owners Association, Inc.

City

1.07. "City" means the City of Meadowlakes, Texas, a General Law Municipality.

1.08. "Meadowlakes Golf & Country Club" means the golf course, tennis courts, club house, swimming pool and other recreational and social amenities. Membership in Meadowlakes Golf & Country Club is optional.

Architectural Control and Landscape Committee

2.01. Meadowlakes POA shall designate and appoint an Architectural and Landscape Control Committee (Architectural Control Committee) of not less than seven (7) persons, all residents of Meadowlakes, Texas, which shall serve at the pleasure of the Meadowlakes POA. Because all but Lot 1221 of Meadowlakes Subdivision is incorporated as a Class A Municipality under the laws of the State of Texas, and because the City has a seven (7) member Building Committee, the Meadowlakes POA will work with the City to the fullest extent possible. Members of the Architectural Control Committee may serve as members of the City Building Committee.

Approval of Plans and Specifications

2.02. The Architectural Control and Landscape Committee shall review and approve or reject in writing all of the following projects on the property:

- (a) construction of any building, fence, perimeter hedges or other structure:

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(b) Any exterior addition, change, or alteration in structure, fence wall, or other structure,

(c) Any grading of any lot or lots,

(d) Written variances as described in Paragraph 7.02, may be granted by a majority of the members of the Architectural Control Committee. Written approval of plans other than construction of a building or exterior alteration to an existing building, may be assigned to a member or members of the Architectural Control Committee. If such member or members refuse to approve such plans the property owner, his, her or its representatives may appeal such refusal to the entire Architectural Control Committee, a majority of which shall decide the issue.

Application for Approval

2.03. To obtain approval to do any of the work described in Paragraph 2.02, an Owner must submit an application and three (3) sets of plans and specifications to the Architectural Control Committee. Such plans shall consist of the following: (1) site plan showing the relationship of roof extremities to all property lines, (2) elevations with finished overhang, and (3) such other information as may be deemed necessary by the committee.

A road impact fee may be assessed to accompany the application for construction of single or multi-family homes and office buildings in an amount determined by the Meadowlakes POA Board from time to time to be sufficient to cover the wear and tear on Meadowlakes streets caused by construction vehicles and the hauling of building materials.

Standard for Review

2.04. The Architectural Control Committee shall review applications for proposed work in order to (1) insure conformity of the proposal with these Covenants, Conditions and Restrictions, and (2) insure harmony of external design in relation to surrounding structures and topography. The Architectural Control Committee shall consider all applicable ordinances of the City of Meadowlakes and Meadowlakes Municipal Utility District and may reject plans and applications for proposed work if same appear to be in violation of said Ordinances.

In addition to the ordinances of all governmental entities of the State and the Statutes of the State of Texas or the United States, the following minimum requirements shall be observed by the Architectural Control Committee in approving or rejecting applications for proposed work, to-wit:

- (a) only one structure may be built on any lot or replatted lot. A detached garage or separate living quarters shall be considered part of the main structure of the home if it is attached to the main structure by continuity of roof components of the same basic architectural design and materials as the main structure.
- (b) Lots 1 through 9 within Meadowlakes Subdivision shall contain a residence with a minimum heated area of 1,850 square feet. Other single-family residential lots

shall have built thereon residences with heated area of not less than 1,600 square feet. Multi-family residential lots shall contain residences of not less than 1,400 square feet of heated area.

(c) All commercial lots, being Lots 1231, 1232 and 1233, may have built thereon either single or multi-family private residences or office buildings. The same information needed for construction of residences shall also be required for office buildings.

(d) All residential dwellings and commercial buildings shall contain a minimum of seventy-five percent (75%) exterior wall masonry construction. Exterior doors and windows shall be considered to be included in the masonry requirement if they are located within a masonry wall and surrounded by masonry. Masonry construction shall mean stone or brick. Stucco or stucco appearance materials shall not be considered masonry construction. A variance for stucco or stucco appearance materials may be granted by the Architectural Control Committee on a case-by-case basis provided, however, that the type of material and its application are first approved by such committee.

(e) Compliance with all setbacks and utility easements shall be measured from the roof line of the structure.

(f) Exposed concrete foundations shall not exceed twelve inches (12") above finished grade.

(g) Each single family unit within a multi-family structure shall be subject to assessment as a single family residence.

(h) No residential structure shall exceed two (2) stories in height above the highest elevation on the lot.

(i) Each dwelling whether same be private single-family or multi-family shall provide an enclosed garage.

An application can be rejected for providing insufficient information. A permit can be cancelled for providing false information. The Architectural Control Committee shall have broad, discretionary authority to interpret and apply these standards. In rejecting an application, the committee should detail the reasons for rejection and suggest how the applicant could remedy the deficiencies.

Failure of Committee to Act

2.05. If the Architectural Control Committee fails to approve or reject an application for proposed work within sixty (60) days after submission, then the Applicant shall tender a reminder notice to the Architectural Control Committee by certified or registered mail. If the Architectural Control Committee fails to approve or reject an application within thirty (30) days from date of receipt of the reminder notice, then committee approval shall not be required and the Applicant shall be deemed to have fully complied with this Article.

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ARTICLE 3
EXTERIOR MAINTENANCE

3.01 If an owner of any lot fails to maintain the premises in a neat and orderly manner, the Meadowlakes POA shall have the right to notify the Owner that the undesirable condition must be remedied within ten days (10), or the POA through its agents and employees, will enter in the lot in order to repair, maintain, and restore the lot, including landscaping, and the exterior repair of any buildings or other improvements located on the lot, all at the expense of the Owner.

ARTICLE 4
USE RESTRICTIONS AND ARCHITECTURAL STANDARDS

Business and Residential Use Lots

4.01. Lots 1231, 1232 and 1233, Section 4, Meadowlakes Subdivision, may be used only for single, multi-family, private residential purposes, or the following purposes:

(a) Lots 1231, 1232 and 1233 may also be used for office building purposes. The plans for any such office building shall be approved by the Architectural Control Committee pursuant to Paragraph 2.02 herein;

(b) Such Lots 1231, 1232 and 1233, if used for single or multi-family private residential purposes only, shall continue to be subject to these restrictions;

(c) If Lots 1231, 1232 and 1233 are not used for single or multi-family private residential purposes only, the following sections of the herein stated restrictions SHALL NOT apply except as otherwise stated to such lots, to-wit:

(i) Number 4.03, except as stated herein;

(ii) Article 6 (6.01 through 6.05), "Property Owners Association Board of Directors";

(This means that such property owners will no longer be members of the Property Owners Association, or be required to have their lots subjected to a maintenance assessment. The Meadowlakes Property Owners Association, Inc., shall not be obligated to provide maintenance for the lots, including but not limited to maintenance of common areas, vacant lots or roadways and easements situated therein).

(iii) Such lots shall be subject to Architectural Control, shall be hooked up to sanitary sewage disposal and the prohibition against temporary outbuildings and structures shall continue to apply. Such lots shall further be subject to the maintenance terms of such paragraph 3.01 above.

(iv) Number 4.11, "Signs" is replaced with the following restrictions: Except for signs placed on the window or door of a business, no sign or signage shall be placed on any lot, building, pole or structure until the plans for same evidencing the sign's size, shape, location and whether it is lighted shall have been approved in

writing by the Architectural Control Committee, under the procedure stated above. In the event of a dispute between the property owner and the Meadowlakes POA, the City of Meadowlakes sign ordinance (or if there is no such sign ordinance), the City of Marble Falls sign ordinance as it relates to signs for commercial buildings, as then in existence, shall control.

Exclusion of Lot 1221 from these Subdivision Restrictions

4.02 Lot 1221, Section 4, of Meadowlakes Subdivision, has been annexed by the City of Marble Falls, Texas and is excluded from these covenants and restrictions.

Multi-Family Use Lots

4.03. The following lots may be used for single-family private residential purposes or multi-family private residential purposes, to-wit:

(a) As to Section I, Meadowlakes Subdivision, Lot 135, 136, 137 and 139 through 142, inclusive, shall be used for duplex or two-family private residential purposes. Lots 143 through 148, inclusive, and the improvements thereon may be used for 4-plex family private residential purposes. Lots 150 and 151 and the improvements thereon shall be used for multi-family purposes as private residential residences containing townhomes or condominiums.

Section II, Meadowlakes Subdivision, Lot 198 and the improvements thereon shall be used for multi-family private residential purposes, containing townhomes or condominiums.

Section 4, Meadowlakes Subdivision, Lots 1184, 1185 and 1186 may be resubdivided for either private single-family residential purposes or private multi-family residential purposes consisting of duplexes, triplexes, townhomes or condominiums.

Single-Family Residential Use Only

4.04. The balance of all other lots not enumerated above, in Sections I through 4, Meadowlakes Subdivision, shall be used or replatted with the written approval of Meadowlakes POA for private single-family residential purposes only.

Single-Family Use

4.05. As used herein, the term "single-family Use" consists of use as a dwelling by (i) one person living alone; (ii) by two or more natural persons who are related by marriage or kinship or (iii) by not more than four natural persons who are not related by marriage or kinship. Multi-family purposes, whether same be duplexes, triplexes, quadruplexes, townhomes or condominiums, shall mean that each living unit shall be occupied by a single family as defined herein.

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Rental of Residences

4.06. All residential dwelling units shall never be used as a commercial "time share" residence as defined by Texas Law.

Setbacks

4.07. No structure shall be located on any lot nearer than twenty-five feet (25') to any exterior lot line (i.e., on a street, or on a golf course), nor nearer than five feet (5') to any interior lot line, however, lots less than sixty feet (60') wide, with more than one twenty-five (25') set back may be granted a variance allowing a side or rear set back to be only ten feet (10') from a golf course exterior lot line. For purposes of this covenant, steps, open porches, eaves and roof overhangs shall be considered part of the building. This covenant shall not be construed to permit any portion of the building on any lot to encroach upon another lot.

Subdivision or Consolidation of Lots and Resulting Annual Maintenance and Special Assessments.

4.08. Except as specifically authorized herein, no lot shall be subdivided or split except as follows: Undeveloped Lots 1184, 1185 and 1186, Section 4, may be subdivided into single-family private home building sites. Said Lots 1184, 1185, and 1186 may also be divided into private multi-family home building sites, the plat of which shall be approved or rejected by the Meadowlakes Architectural Control Committee on a case by case basis. Should Lots 1184, 1185 or 1186 be subdivided into multiple building sites, each lot as so subdivided shall pay an annual maintenance assessment. No other private single-family lot may be subdivided to create a smaller building site. If one structure is constructed on a homesite consisting of more than one lot, the combined area, if replatted upon or subsequent to issuance of the building permit, shall be considered as one lot. Should Lots 1184, 1185, or 1186 Section 4, be subdivided into multiple building sites, each lot as so subdivided shall pay an annual maintenance assessment.

Easements

4.09. The Meadowlakes POA reserves a right-of-way and easement ten feet (10') wide from the property line adjacent to the street along the front lot line of each lot and five feet (5') on each side lot line from the property line to the rear property line for any and all utilities, drainage, television or communication cables. These perpetual easements as platted are reserved across the lots in the subdivision for the purpose of installing, repairing and maintaining or conveying to proper parties so that they may install, repair and maintain electrical power, water, sewage, gas, telephone and similar utility facilities and services for all the properties in the subdivision. No utility company, water district, political subdivision, or other authorized entity using these easements shall be liable for any damage done by them or their assigns, agents, employees, or servants, to shrubbery, trees, flowers, or other property of the owner located in the easement.

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Prohibited Residential Uses

4.10. No structure not approved for residential use by the Architectural Control Committee, including but not limited to trailers, mobile homes, manufactured homes, motor homes, basements, tents, shacks, garages, or other outbuildings and accessory structures, shall be used on any lot at any time as a residence, either temporarily or permanently.

Signs

4.11. Recognizing that municipal entities, such as the City of Meadowlakes, are prohibited by the Constitution from preventing certain types of signs, it is the contractual right of private property owners to restrict the use of signs within the subdivision. Accordingly, no signs of any type shall be allowed on any lot advertising such property for sale, lease or rent. Signs for private, non-commercial purposes whether expressing a political view, announcing such property as being the home of a "Fighting Mustang" or the like are permitted provided that same consists of not more than one sign of not more than five square feet. Political signs shall be removed from the premises within ten (10) days following the election.

During the course of construction a building site identification sign containing only the builder and or architect's name and the site address not larger than five square feet may be displayed.

Religious or holiday displays, decorative lights and the like, are not considered signs and are permitted provided that same shall not be displayed except during the period of observance. In the case of the Christmas Season, the period of observance means beginning November 25th through January 10th of the following year.

Oil Development and Mining Prohibited

4.12. No oil well drilling, development, or refining, and no mineral quarrying or mining operations of any kind shall be permitted on any lot. Lots may be leveled, but no topsoil may be removed from any lot. No oil well, tank, tunnel, mineral excavation, or shafts shall be permitted on any lot. No derrick or other structure designed for use in boring for oil, natural gas, or other minerals shall be erected, maintained or permitted on any lot.

Rubbish, Trash, and Garbage

4.13. No lot shall be used or maintained as a dumping ground for rubbish or trash. All garbage and other waste shall be kept in sanitary containers. There shall be no burning or incineration of trash, garbage, leaves, brush, building materials or other debris.

Prohibited Uses of Unimproved Lots

4.14. No unimproved lot shall at any time be used for storage of materials, building materials, vehicles, boats, trailers, motor homes or equipment. Building materials shall be kept within the lot lines of the lot being improved.

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Water Supply and Water Disposal

4.15. No individual potable or irrigation water-supply system except as permitted by Meadowlakes Municipal Utility District nor sewage disposal system shall be permitted on any lot. Only water and sewer services provided by Meadowlakes Municipal Utility District or its successor may provide water and sewer service, except as stated above.

Screening of Utility Outcroppings

4.16. A property owner may screen utility boxes and other utility outcroppings from street view provided that such screening is by planting of flowers, shrubs, and provided further, that same are harmless and otherwise non-injurious to persons desiring to read their electric utility meter or utility workmen. Such screening shall never be of such height or dimension as to cause a traffic hazard and must be designed with an opening for reading the meters. Permission for fencing of such utility outcroppings is governed by Section 2.02 herein.

Drainage Control Areas

4.17. Drainage control areas are reserved as shown on the maps. Affected lots, as shown on the maps, including drainage devises, shall never be impeded by construction of structures by planting, or other material being placed or permitted to remain, and no other activities shall be permitted to be undertaken that might damage or interfere with established slope ratios, create erosion or change the direction of flow of drainage channels, or obstruct or retard the flow of water through drainage channels. The drainage control areas of affected lots, and all improvements located in those areas, shall be maintained continuously by the owner of the affected lots, except those improvements for which a public authority or utility company is responsible.

Natural drainage patterns shall not be substantially changed or altered. The Meadowlakes POA or its Architectural Committee shall not be charged with responsibility to determine proper drainage or to provide diversion of surface run off. However, each owner is charged under Texas Law and ordinance of governmental entities not to direct surface water in such a way as to damage their neighbors. Drainage structures under private driveways shall have sufficient net opening size to permit the free flow of water without creating backwater. To provide positive drainage away from foundation walls, fill at the foundation wall shall be tapered down to natural ground level in the first four feet (4') away from the foundation.

Sight Distance at Intersections

4.18. No fence, wall, hedge, or shrub planting that obstructs sight lines at elevations between two and six feet above the roadway shall be placed or permitted to remain on any corner lot in a triangular area formed by the street property lines and the line connecting them at points twenty-five feet from the intersection of the street lines, or the line connecting the property corner, from the intersection of the street property lines as extended. The same sight-line limitation shall apply on any lot within ten feet from the intersection of a street property line with

the edge of a driveway or alley pavement. No tree shall be permitted to remain within such distances at intersections unless the foliage line is also maintained to meet the sight-line requirements set forth above

Use and Maintenance of Parks and Other Common Areas

4.19 For the use and enjoyment of property owners a waterfront park is provided which shall be maintained by the Meadowlakes POA. Other parks and common areas depicted on the maps of Meadowlakes Subdivision may be maintained by the Meadowlakes POA at their discretion. The Meadowlakes POA presently leases to resident lot owners a limited number of sites inside the subdivision for RV storage.

The Meadowlakes POA shall establish rules and regulations governing use of the property owner parks and RV storage areas. Such rules, regulations and curfews may be posted on signs within such property.

Animals

4.20. No animals, livestock, or poultry of any kind shall be raised, bred, or kept on any lot, except a reasonable number of dogs, cats or other household pets which may be kept, provided they are not kept, bred, or maintained for any commercial purpose. Cats must wear a collar with a bell attached. All such animals shall be vaccinated against rabies, and all pet owners shall comply with the ordinances of the City of Meadowlakes regarding control and registration of their pets.

Fences, Walls, and Hedges

4.21. No fence, wall, or shrubbery hedge shall be placed, or permitted to remain, on any lot nearer to the street or streets adjoining such lot than is permitted for the main residence on such lot, except screening of utility outcroppings permitted in Section 4.16 herein. No fence or hedge shall exceed six feet (6') and fences on or shrubbery hedges along lot lines bordering the golf course may not be more than four feet (4') in height and must extend along the side lot line at the four foot (4') height to the rear setback line. As heretofore stated in Paragraph 2.02 (a) & (b), the location, height and construction materials must first be approved by the Architectural Control Committee.

Prohibited Use of Weapons

4.22. The use or discharge of firearms, pellet guns, air rifles or bows and arrows is prohibited.

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Street and Off Street Parking

4.23 All residents' vehicles must be parked in their garage or driveway and not upon the street. No commercial truck (other than pickups), trailer, recreational vehicle, boat or boat trailer, may be stored or parked on any lot for more than seventy-two (72) hours in any seven day period unless it is placed in a garage by the owner. Trash receptacles used during construction are not considered a trailer for the purpose of this section provide that same shall be stored upon the lot under construction and removed immediately upon completion of the residence or other structure. To insure safe passage for emergency vehicles, no commercial truck trailer, recreational vehicle, boat or boat trailer, may be parked on the street between 10:00 o'clock P.M. and 7:00 o'clock A.M. The use of unimproved lots for parking vehicles is prohibited at all times.

Access to Use of Meadowlakes Streets and Traffic Regulations

4.24. All streets within the gated portion of Meadowlakes Subdivision are owned by the property owners and have been dedicated for such private versus public use. Accordingly, access to residential lots is controlled by a staffed security gate. Resident property owners and other permanent residents are issued an annual pass allowing them unimpeded use of the streets and roadways within Meadowlakes Subdivision. Nonresident property owners, guests and invitees of property owners, and guests and invitees of the Meadowlakes Golf and Country Club gain entry by temporary permit only. Rules and regulations governing the issuance of temporary passes to non-residents and said guests and invitees, may be established from time to time by the Meadowlakes POA, same may be published and made available to any resident, nonresident or such guests and invitees at the gate of the subdivision. Meadowlakes POA shall maintain the right to deny entry into Meadowlakes Subdivision of any guest or invitee if it cannot be established that such person or persons are in fact invited into the subdivision by a person having authority to grant such permission. Meadowlakes POA reserves the right to seek the prosecution of violators of this section.

Traffic Safety

4.25. Meadowlakes POA may delegate and assign traffic safety enforcement and the control of the street's use in a safe manner through traffic control devices, to the City of Meadowlakes, Texas, Burnet County Sheriff's Department or other governmental entity. The speed limit within Meadowlakes Subdivision shall never exceed thirty (30) miles per hour, and enforcement of such speed limit or violation of the rules of the road established by traffic control devices, may be punished as a violation of the other covenants and restrictions set out herein.

Prohibited Activities

4.26. No professional, business, or commercial activity to which the general public is invited shall be conducted on any lot. This prohibition includes but is not limited to "garage" and "estate" sales.

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Poles, Masts and Antennas

4.27. In keeping with Federal Law (Telecommunications Act of 1996, as amended from time to time) receiving equipment for broadcast to direct broadcast satellites (DBS), multichannel multi-point distribution providers (wireless cable) and television broadcast stations (TVBS) are permitted. Same shall not be visible from the street adjoining the residence or office building unless such location:

- 1) causes unreasonable delay or prevents installation, maintenance or use;
- 2) causes unreasonable increase in the cost of installation, maintenance or use; or
- 3) precludes reception of an acceptable quality signal.

The DBS and wireless cable dishes shall be thirty-nine inches (39") or less in diameter and if such dishes or TVBS antennae are attached to a pole, such pole or mast may not extend more than twelve feet (12') above the roof line. Dishes or TVBS antennae visible from the street adjoining the residence or office building shall be painted in a fashion that will not interfere with reception so that it blends into the background against which it is mounted.

Prohibition of Storage Tanks

4.28. Other than butane or propane tanks used typically for gas grills of thirty (30) pounds or less or gasoline cans for lawnmower or golf cart use of six (6) gallons or less, no butane, propane, or gasoline containers or tanks shall be kept or stored on any lot within the subdivision. Installation of buried butane or propane tanks must be approved by the Architectural Control Committee and the Meadowlakes POA Board of Directors. Installation of this equipment must be done by a supplier or technicians licensed by the State of Texas.

Landscaping

4.29. Each owner shall provide erosion protection in the form of sod, grass seeding, ground cover plantings, or stone cover within sixty (60) days after occupying a new residence.

ARTICLE 5 EASEMENTS

5.01. All easements for installation and maintenance of utilities and drainage facilities are reserved as shown herein (4.09) or on the maps of the subdivision. Except as expressly authorized in Paragraph 4.16, no shrubbery, fence, or other structure shall be placed in any easement.

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ARTICLE 6
PROPERTY OWNERS ASSOCIATION

Creation

6.01. Except for commercial lots, the owners shall constitute the association. Each owner of a residential lot shall automatically be a member of the association. Association membership shall be appurtenant to ownership to such lot. Ownership of such lot is the sole criteria for membership in the association.

Transfer of Membership

6.02. Association membership shall be transferred to the Grantee of a conveyance of a lot in fee. Membership shall not be assigned, pledged, or transferred in any other way. Any attempt to make a prohibited transfer shall be void.

Management of Association

6.03. The Association is incorporated under the Texas Non-Profit Corporation Act. The Association shall be managed by the Board pursuant to the procedure set forth in the Association's Articles of Incorporation and Bylaws, subject to this Declaration.

Membership Voting, Elections, and Meetings

6.04. Each residential lot shall have one (1) vote. There shall be at least one meeting of the membership each year. At that meeting, the owner shall elect a board consisting of not less than five (5) nor more than seven (7) members. For a person to serve on the Board of Directors such member must not be delinquent in paying their annual assessments. At such annual meeting, the members shall further vote on any other matters the Board chooses to place before the membership, and discuss any matter of association business that the Board wishes to bring before the entire membership.

Duties and Powers of Board

6.05. Through the Board, the Association shall have the following powers and duties:

(a) To adopt rules and regulations to implement this Declaration and the Association's Bylaws.

(b) To enforce this Declaration, the Bylaws, its Rules and Regulations.

(c) To elect officers of the Board and select members of the Architectural Control

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committee, and other association committees

(d) To delegate its powers to committees, officers, or employees.

(e) To prepare a balance sheet and operating income statement for the association and deliver a report to the membership at its annual meeting.

(f) To establish and collect annual assessments to defray expenses attributable to the Association's duties to be levied against each lot. Such assessment shall be payable annually in advance on the 30th day of September of each year and shall be secured by a lien on each lot.

(g) To establish and collect special assessments for capital improvements or other purposes.

(h) To file liens against lot owners because of non-payment of assessments duly levied and to foreclose on those liens.

(i) To receive complaints regarding violations of this Declaration, the Bylaws, or the Rules and Regulations.

(j) To hold hearings to determine whether to discipline owners who violate this Declaration, the Bylaws, or the Rules and Regulations.

(k) To give reasonable notice to all owners of all annual meetings of the membership and all discipline hearings.

(l) To hold regular meetings of the Board at least monthly.

(m) To manage and maintain all of the common area as stated.

(n) To pay taxes and assessments that are or could become a lien on the common area.

(o) To pay the cost of any liability insurance and casualty insurance on the common area and any liability insurance for members of the Board.

(p) All POA committee decisions are subject to review by appeal to the Meadowlakes POA Board of Directors.

ARTICLE 7 GENERAL PROVISIONS

Enforcement

7.01. The Meadowlakes POA or any owner shall have the right to enforce, by any

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proceeding at law or in equity, all restrictions, conditions, and reservations imposed by this instrument. Failure to enforce any covenant or restrictions shall not be deemed a waiver of the right of enforcement either with respect to the violation in question or any other violation.

Variances

7.02. The Architectural Control Committee may grant variances of these covenants and restrictions as they affect building locations, setbacks, type of materials used in construction, the temporary placement of building materials during times of construction, size and location of television antenna and dishes, and other matters directly under the jurisdiction and control of the Architectural Committee. The Meadowlakes POA may grant variances for other matters affecting the subdivision except they shall not have the authority to change the percentage of property owner approval required under Article 7.05 nor the residential use only restrictions affecting lots within Meadowlakes Subdivision so that same may be used for commercial or business uses. All variances must be in writing and signed by the party to be bound.

Severability

7.03. Invalidity of any of these covenants or restrictions by judgment or court order shall in no way affect any other provision, and all other provisions shall remain in full force and effect.

Covenants Running With the Land

7.04. These easements, restrictions, covenants and conditions are for the purpose of protecting the value and desirability of the property. Consequently, they will run with the real property and shall be binding on all parties having any right, title or interest in the property in whole or in part, and their heirs, successors and assigns. These easements, covenants, conditions and restrictions shall be for the benefit of the property, each lot, and each lot owner.

Duration and Amendment

7.05. The covenants, conditions and restrictions of this Declaration shall be effective through the year 2010, after which period the covenants, conditions and restrictions shall be automatically extended for successive periods of ten (10) years subject to termination by an instrument approved by more than seventy-five percent (75%) of the owners, each lot having one vote. The covenants, conditions and restrictions of this Declaration may be amended at any time, by an affirmative vote by more than fifty percent (50%) of the owners, each lot having one vote. Neither any amendment nor any termination shall be effective until recorded in the Official Public Records of Burnet County, Texas, and all required governmental approvals, if any, have been obtained. If a lot or lots have multiple owners, they shall designate one of such owners to vote such lot for or against termination or amendment.

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Liberal Interpretation

7.06 This Declaration shall be liberally construed to effectuate its purpose of creating a uniform plan for the property.

This Amended Declaration is executed this 9th day of October 1999,
at Meadowlakes, Texas.

Meadowlakes Property Owners Association, Inc.

BY Paul Melancon
Its President, PAUL MELANCON

ATTEST:

Kathy Bellard
Its Secretary, KATHY BELLARD

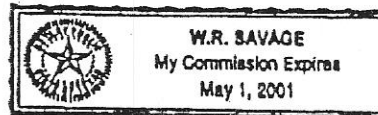
STATE OF TEXAS
COUNTY OF BURNET

This instrument was acknowledged before me this 9th day of October 1999, by PAUL MELANCON, President of Meadowlakes Property Owners Association, Inc., a Texas non-profit corporation, in behalf of such corporation.

W. R. Savage
Notary Public, State of Texas My commission
expires: May 1, 2001
W. R. SAVAGE

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STATE OF TEXAS
COUNTY OF BURNET

I hereby certify that this instrument was FILED on this date
and at the time stamped hereon by me and was duly
RECORDED in the OFFICIAL PUBLIC RECORDS
OF BURNET COUNTY, TEXAS in the volume
and Page as shown.



Janel Parker
County Clerk
Burnet County, Texas
By Janel Parker
DEPUTY

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.

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FILED

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JANEL PARKER
COUNTY CLERK
BURNET COUNTY, TEXAS

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