

022629

**RESTRICTIVE COVENANTS
FOR
THE ERWIN RANCH
SOMERVELL COUNTY, TEXAS**

VOL 0055 PAGE 413

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

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COUNTY OF SOMERVELL

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THAT 2800 DEVELOPMENT CORPORATION, INC., Owner of all the tracts in The Erwin Ranch described as follows:

TRACT 1:

All that certain 18.14 acre tract of land out of the J. Lee Carlisle Survey, sometimes known as the WM. Martin Survey, Abstract No. 180, in Somervell County, Texas, and being part of that certain 17.27 acre tract described as first tract in deed from John Coleman Rogers et al to Brooks R. Erwin, dated August 29, 1977 and recorded in Volume 69, Page 308 of the Deed Records of Somervell County, Texas and described as follows:

BEGINNING at an iron rod found at a fence corner post at the NW corner of the J.L. Carlisle Survey, being the NW corner of the Brooks R. Erwin 17.27 acre tract and a NE corner of a 136.80 acre tract described as tract one in deed from Eddalee Squires to Michael Keith Hutyra et ux, dated November 20, 1991 and recorded in Volume 18, Page 500 of the Real Records of Somervell County, Texas, for the NW corner of this tract, from which a set stone marked A. King at the SE corner of the A King Survey, A-57 bears S 62 deg. 08' 11" W, 60.42';

THENCE N 59 deg. 45' 42" E along an old fence line along the South line of a 295.83 acre tract described in deed from David B. Morrow, trustee to Deborah Hammon, dated March 4, 1994 and recorded in Volume 35, Page 189 of the Real Records of Somervell County, Texas, 1898.72' to an iron rod set at the NE corner of said 17.27 acre tract, being the NE Corner of the J.L. Carlisle Survey, for the NE corner of this tract;

THENCE S 31 deg. 13' 32" E along the East line of the J.L. Carlisle Survey, 81.83' to an iron rod set at the SE corner of said 17.27 acre tract, being in the curved Northwest right of way line of Somervell County road no. 1006, for the SE corner of this tract;

THENCE in a westerly direction along the Northwest line of said Somervell County road no. 1006 and the South lines of said 17.27 acre tract as follows, being along a curve to the right, radius = 1115.92', long chord = S 34 deg. 30' 28" W, 883.47', along a curve distance of 908.34' to an iron rod set at the end of said curve, S 57 deg. 49' 36" W, 812.46' to an iron rod set at the beginning of a curve, continuing along a curve to the left, radius = 984.93', long chord = S 51 deg. 01' 23" W, 233.37', along a curve distance of 233.92' to an iron rod set for the SW corner of this tract, from which an iron rod found at the SW corner of said 17.37 acre tract and SE corner of the Hutyra 136.80 acre tract bears S 42 deg. 46' 40" W, 49.56';

THENCE N 41 deg. 15' 17" W along a new fence line, 279.16' to an iron rod found in fence line, being in the West line of said 17.27 acre tract and the most southerly East line of said 136.80 acre tract, for a corner of this tract;

THENCE N 31 deg. 25' 06" W along remains of old fence line, 247.66' to the PLACE OF BEGINNING and containing 18.14 acres of land. (Surveyed by Wayne Graham, registered

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professional land surveyor, registration no. 1529, October 8, 1997.)

TRACT 2:

All that certain 154.11 acre tract of land, being 0.16 acres out of the L.O. Parham Survey, Abstract No. 191, 12.50 acres out of the Joseph Strickland Survey, Abstract No. 160, 81.78 acres out of the Daniel Shipman Survey, Abstract No. 117, and 59.07 out of the J. L. Carlisle Survey, sometimes known as the W.M. Martin, Abstract No. 180, in Somervell County, Texas and being the same 60.41 acre tract described as Second Tract and 91.977 acre tract as Third Tract in deed from John Coleman Rogers et al to Brooks R. Erwin, dated August 29, 1977 and recorded in Volume 69, Page 308 of the Deed Records of Somervell County, Texas and described as follows:

BEGINNING at an iron rod found at a fence corner post at the NE corner of the Daniel Shipman Survey, being the NE corner of the Brooks Erwin 91.977 acre tract and inner corner of a 77.287 acre tract described in deed from Team Bank to Burl D. White et ux, dated November 12, 1991 and recorded in Volume 18, Page 368 of the Deed Records of Somervell County, Texas, for the most southerly NE corner of this tract;

THENCE S 30 deg. 37' 59" E along a fence line, 445.81' to an iron rod found at a fence corner post at the SW corner of the White 77.287 acre tract and the SE corner of said 91.977 acre tract, being in the Northwest right of way line of U.S. Highway No. 67, for the SE corner of this tract;

THENCE in a southwesterly direction along the Northwest line of U.S. Highway No. 67 and the Southeast lines of said 91.977 acre tract as follows, S 21 deg. 55' 59" W, 438.44' to a concrete monument, S 10 deg. 37' 23" W, 203.96' to a concrete monument, S 21 deg. 55' 59" W, 294.75' to a concrete monument at the beginning of a curve, continuing along a curve to the right, Radius = 1849.86', Long Chord = S 42 deg. 38' 16" W, 1307.79', along a curve distance of 1336.68' to a concrete monument at the end of said curve and S 63 deg. 21' 35" W, 981.26' to an iron rod set at the SE corner of a 0.264 acre tract described as Parcel No. 1 in deed from C.A. Rogers et ux to G.C. Gibbs, Jr., dated January 11, 1969 and recorded in Volume 54, Page 621 of the Deed Records of Somervell County, Texas, for a corner of this tract;

THENCE N 50 deg. 36' 38" W along a fence line, 251.98' to a fence corner post in concrete at the NW corner of said 0.264 acre tract and the NE corner of a 1.02 acre tract described in deed from G.P. Davis to G.C. Gibbs et ux, dated August 8, 1957 and recorded in Volume 47, Page 142 of the Deed Records of Somervell County, Texas, for a corner of this tract;

THENCE S 72 deg. 01' 12" W along a fence line, 176.04' to a fence corner post in concrete at the NW corner of said 1.02 acre tract and the NE corner of a 0.639 acre tract described as Parcel No. II in deed recorded in Volume 54, Page 621 of the Deed Records of Somervell County, Texas, for a corner of this tract;

THENCE along a fence line along the West lines of said 0.639 acre tract as follows, S 14 deg. 06' 19" W, 272.72' to an iron pipe fence corner post and S 26 deg. 56' 29" E, 50.14' to an iron rod set at the SW corner of said 0.639 acre tract and in the North line of U. S. Highway No. 67, for a corner of this tract;

THENCE S 63 deg. 21' 35" W along the North line of U. S. Highway No. 67, 975.52' to an iron rod set at the SW corner of said 91.977 acre tract, for the SW corner of this tract, from which a concrete monument at the beginning of a curve bears S 63 deg. 21' 35" W, 2.83';

THENCE N 30 deg. 38' W, 112.24' to an iron rod set in the Southeast right of way line of Somervell County Road No. 1006, being the old Stephenville-Glen Rose Highway, at the most southerly NW corner of said 91.977 acre tract, for a corner of this tract;

THENCE in a northeasterly direction along the Southeast right of way of Somervell County Road No. 1006 and Northwest lines of said 91.977 acre tract as follows, N 34 deg. 03' 36" E, 557.63' to an iron rod set at the beginning of a curve, continuing along a curve to the left, Radius = 984.93', Long Chord = N 20 deg. 38' 36" E, 457.07', along a curve distance of 461.27' to an iron rod set at the end of said curve, N 07 deg. 13' 36" E, 106.44' to an iron rod set at the beginning of a curve, continuing along a curve to the left, Radius = 602.96', Long Chord = N 04 deg. 07' 08" W, 237.23', along a curve distance of 238.79' to an iron rod set at the NW corner of said 91.977 acre tract and SW corner of a 26.40 acre tract described in deed from Mollie Beatrice Dowell to J. C. Smith, dated October 10, 1977 and recorded in Volume 69, Page 640 of the Deed Records of Somervell County, Texas, for a corner of this tract;

THENCE N 51 deg. 33' 13" E along a fence line, 1230.30' to an iron rod found at the SE corner of said 26.40 acre tract, in the North line of said 91.977 acre tract and the SW corner of the Brooks R. Erwin 60.41 acre tract, for an inner corner of this tract;

THENCE N 31 deg. 25' 06" W, 1398.08' to an iron rod set at the NE corner of said 26.40 acre tract and the NW corner of said 60.41 acre tract, being in the South right of way line of Somervell County Road No. 1006, for the NW corner of this tract, from which an iron rod found at a fence corner post at the NW corner of the J.L. Carlisle Survey bears N 31 deg. 25' 06" W;

THENCE in an easterly direction along the South line of Somervell County Road No. 1006 and North lines of said 60.41 acre tract as follows, being along a curve to the right, Radius = 924.93', Long Chord = N 49 deg. 00' 09" E, 283.78', along a curve distance of 284.90' to an iron rod set at the end of said curve, N 57 deg. 49' 36" E, 312.46' to an iron rod set at the beginning of a curve, continuing along a curve to the left, Radius = 1175.92', Long Chord = N 36 deg. 03' 45" E, 872.04', along a curve distance of 893.37' to an iron rod set at the NE corner of said 60.41 acre tract and the NW corner of the Burl D. White 77.287 acre tract, for the NE corner of this tract, from which an iron rod set at the NE corner of the J.L. Carlisle Survey bears N 31 deg. 13' 32" W, 168.22', from the NE corner of said 60.41 acre tract a found iron rod bears N 31 deg. 13' 32" W, 0.72';

THENCE S 31 deg. 13' 32" E along or near a fence line, 1665.20' to an iron rod found at a fence corner post at the SE corner of said 60.41 acre tract and in the North line of said 91.977 acre tract, for an inner corner of this tract;

THENCE N 58 deg. 44' 13" E along a fence line, 233.14' to the PLACE OF BEGINNING and containing 154.11 acres of land. (Surveyed by Wayne Graham, Registered Professional Land Surveyor, Registration No. 1529, on October 8, 1997.)

TRACT 3:

All that certain 113.72 acre tract of land, being 2.69 acres out of the L.O. Parham Survey, Abstract No. 191, 15.52 acres out of the Joseph Strickland Survey, Abstract No. 160, 1.53 acres out of the E.D. McCoy Survey, Abstract No. 109 and 93.98 acres out of the Daniel Shipman Survey, Abstract No. 117, in Somervell County, Texas and being the same 114.25 acre tract described as fifth tract in deed from John Coleman Rogers et al to Brooks R. Erwin, dated August 29, 1977 and recorded in Volume 69, Page 308 of the Deed Records of Somervell County, Texas and described as follows:

BEGINNING at an iron rod set in the Southeast right of way line of U.S. Highway No. 67, being the NE corner of the Brooks Erwin 114.25 acre tract, for the NE corner of this tract, from which an iron rod found at a fence corner post at NE corner of the Daniel Shipman Survey bears N 30 deg. 40' 34" W, 251.73' to an iron rod found at a fence corner and N 30 deg. 37' 59" W, 445.81';

THENCE S 30 deg. 45' 07" E along a fence line, 1418.56' to an iron rod found at a fence corner post

at an external corner of said 114.25 acre tract, for a corner of this tract;

THENCE S 01 deg. 23' 17" E along a fence line, 568.70' to an iron rod found at a fence corner post at the SE corner of said 114.25 acre tract, for the SE corner of this tract, from which U.S.G.S. Survey Monument Chalk bears S 35 deg. 14' 53" E, 3485.27', from said station chalk its azimuth marker bears N 89 deg. 28' 58" W, 3636.87';

THENCE S 58 deg. 22' 23" W along a fence line, 2963.82' to an iron rod found at an external corner of said 114.25 acre tract, being at an East corner of a 44.90 acre tract described in deed from Stacy Bright et ux to Ricky Mills et ux, dated December 30, 1992 and recorded in Volume 24, Page 96 of the Real Records of Somervell County, Texas, for a corner of this tract;

THENCE N 31 deg. 20' 23" W along a fence line, 495.59' to an iron rod found at a fence corner post at the NE corner of the Ricky Mills 44.90 acre tract and inner corner of said 114.25 acre tract, for a corner of this tract;

THENCE along a fence line along the North lines of said 44.90 acre tract and South lines of said 114.25 acre tract as follows, S 65 deg. 35' 49" W, 489.41' to an iron rod found, S 64 deg. 29' 27" W, 393.72' to a railroad spike found at a fence corner, S 62 deg. 27' 19" W, 221.51' to an iron rod found and S 60 deg. 35' 44" W, 209.26' to an iron rod found at a fence corner post at the NW corner of said 44.90 acre tract, being in the East line of Somervell County road no. 2013, for the SW corner of this tract, from which a cedar stake in stone mound at the SW corner of the L.O. Parham Survey bears S 56 deg. 40' 59" W, 63.76';

THENCE along a fence line along the East line of Somervell County road no. 2013 as follows, N 20 deg. 35' 39" W, 359.52' to an iron rod set at a fence corner, N 11 deg. 33' 13" W, 195.68' to an iron rod set at a fence corner and N 20 deg. 19' 55" W, 154.98' to an iron rod set in the curved South right of way line of U.S. Highway No. 67, for the NW corner of this tract;

THENCE in a easterly and northeasterly direction along the South right of way line of U. S. Highway No. 67 and North line of said 114.25 acre tract as follows, being along a curve to the right, radius = 1372.40', long chord = N 63 deg. 03' 10" E, 13.57', along a curve distance of 13.57' to a concrete monument at the end of said curve, N. 63 deg. 21' 35" E, 2413.75' to a concrete monument at the beginning of a curve, continuing along a curve to the left, radius = 1969.86', long chord = N 42 deg. 38' 16" E, 1392.68', along a curve distance of 1423.45' to a concrete monument at the end of said curve, N 21 deg. 55' 59" E, 294.75' to a concrete monument N 33 deg. 14' 35" E, 203.96' to a concrete monument and N 21 deg. 55' 59" E, 285.58' to the PLACE OF BEGINNING and containing 113.72 acres of land. (Surveyed by Wayne Graham, registered professional land surveyor, registration no. 1529, October 8, 1997.)

TRACT 4:

All that certain 10.87 acre tract of land, being 0.83 acres out of the L.O. Parham Survey, Abstract No. 191, and 10.04 acres out of the Joseph Strickland Survey, Abstract No. 160, in Somervell County, Texas and being the same 10.49 acre tract described as fourth tract in deed from John Coleman Rogers et al to Brooks R. Erwin, dated August 29, 1977, and recorded in Volume 69, Page 308 of the Deed Records of Somervell County, Texas and described as follows;

BEGINNING at an iron rod set at a fence corner post at the NW corner of Brooks R. Erwin 10.49 acre tract, being an inner corner of a 40.60 acre tract described in deed to Venece Smith and recorded in Volume 17, Page 363 of the Real Records of Somervell County, Texas, for the NW corner of this tract, from which an iron rod found at a fence corner post at NE corner of the Daniel Shipman Survey bears S 30 deg. 38' E, 932.34', N 63 deg. 21' 35" E, 2410.92', N 42 deg. 38' 16" E, 1507.79', N 21

deg. 55' 59" E, 294.75', N 10 deg. 37' 23" E, 203.96', N 21 deg. 55' 59" E, 438.44', and N 30 deg. 37' 59" W, 445.81';

THENCE along a fence line along the North line of said 10.49 acre tract as follows, N 64 deg. 49' 28" E, 43.67' to an iron rod set at a fence corner post at the most easterly SW corner of a 165.16 acre tract described as Tract One in deed from Mollie Beatrice Dowell to J. C. Smith, dated October 10, 1977, and recorded in Volume 69, Page 650 of the Deed Records of Somervell County, Texas, continuing along a South line of said 165.16 acre tract, N 64 deg. 37' 39" E, 79.37' to an iron rod set, N 55 deg. 28' 37" E, 670.09' to an iron rod set and N 71 deg. 37' 37" E, 161.00' to an iron rod set at the NE corner of said 10.49 acre tract and in the West line of Somervell County Road No. 1006, for the NE corner of this tract;

THENCE in a southerly direction along the West line of Somervell County Road No. 1006 as follows, being along a curve to the right, Radius = 522.96', Long Chord = S 02 deg. 55' 07" E, 183.63', along a curve distance of 184.59' to an iron rod set at the end of said curve, S 07 deg. 13' 36" W, 46.80' to an iron rod set, S 82 deg. 46' 24" E, 20.00' to an iron rod set, S 07 deg. 13' 36" W, 59.64' to an iron rod set at the beginning of a curve, continuing along a curve to the right, Radius = 924.93', Long Chord = S 20 deg. 38' 36" W, 429.22', along a curve distance of 433.17' to an iron rod set at the end of said curve and S 34 deg. 03' 36" W, 529.26' to an iron rod found at the SW corner of said 10.49 acre tract and the SE corner of a 40.60 acre tract described in deed to Venece Smith and recorded in Volume 17, Page 364 of the Real Records of Somervell County, Texas, for the SW corner of this tract;

THENCE N 30 deg. 38' W along a fence line along a East line of said 40.60 acre tract, 753.73' to the PLACE OF BEGINNING and containing 10.87 acres of land. (Surveyed by Wayne Graham, registered professional land surveyor, registration no. 1529, on October 8, 1997.)

Said property is being subdivided per informational plat filed at Volume 55, Page 412, of the Plat Records of Somervell County, Texas, to which reference is hereby made for all purposes, being desirous of placing certain restrictive covenants on said Erwin Ranch, do hereby restrict said addition and all tracts in same as follows:

These covenants shall be deemed covenants running with the land and they shall be binding on each and all of the owners of the tracts and property contained within the above designated subdivision, and shall be binding upon all present and subsequent owners of any tract or parcel within said subdivision, and the acceptance of any person of title to any one of said tracts is made with and for the benefit of the owners and future owners of tracts; and if any party hereto or any present or subsequent owner of any tract or parcel within said subdivision shall violate any of the covenants contained herein, the said Developer shall have the exclusive right to file and prosecute any proceedings at law or in equity against the person or persons violating, threatening to violate or attempting to violate any of such covenants, and shall have the further right to prosecute an Injunction, Restraining Order or other equitable process, and to also proceed to recover damages for such violations; or said Developers may, if they elect, in writing authorize any other owner or owners within the subdivision to bring all such actions in their own name to the same extent as could the Developers themselves, or the Developers may, if they desire, and they hereby expressly reserve unto themselves, the right to relieve and forgive any violation of the covenants which in its exclusive discretion it determines will not substantially depreciate or materially lower the desirable character of the addition as a whole. The Developers reserve the right at any time or times to assign any, each,

or all of its rights, limitations or privileges under these restrictive covenants to any other persons, firm or corporation.

These covenants shall be binding on all of the owners of the lots and property contained within The Erwin Ranch, and shall be binding on all subsequent owners of any tract or property within said subdivision for a period of thirty (30) years from the date hereof, and shall be automatically extended for ten (10) years unless an instrument executed by owners of seventy-five (75) percent of the tracts has been recorded in the Deed Records of Somervell County, Texas, agreeing to abolish these Restrictive Covenants.

Invalidation of any one of the covenants by judgment or court order shall in no wise affect any of the other provisions which shall remain in full force and effect.

1. No primary residential building shall be permitted on any tract or subdivision thereof within the area restricted which contains within the first and second floors less than 1,600 square feet on two floors of floor space exclusive of porches and stoops, closed carports or garages. Such square footage is meant to be only that amount of area contained in the dwelling space. All construction shall be new, and no used structures will be moved in. All garages or carports, barns and outbuildings, including any guest house or secondary residential building, whether detached or not, shall be painted, stained or masonry. The existing residence shall be updated and shall have min. 65% masonry exterior, or log cabin.
2. No house trailers, mobile homes, tents, temporary structures or other similar structures may be erected or moved onto any part of the premises. Prefab and modular homes or storage buildings must be approved by the Developer or his designee whether used as a major house or as a support or outbuilding. (Log Homes are acceptable).
3. No dwelling or other structure erected on any tract shall be constructed with less than 65% (sixty-five) brick, stone, stucco, without the specific written approval of the Developer or his designee.
4. No building shall be erected, placed or altered on any tract until the construction plans and specifications and a site plan showing the location of the structure have been approved by the Developer or his designee as to the quality of workmanship and materials, type and kind of materials, harmony of external design with existing structures, and as to location with respect to topography and finished grade location.
5. Other than for an office or studio occupancy within a building on said property, no business or commercial pursuits, shall be permitted on the premises, and no advertising signs may be displayed in conjunction with same.
6. Each habitable structure on the premises shall be equipped with sanitary plumbing and toilet facilities connected to a septic system of sufficient size and capacity to meet all requirements of Somervell County Health Department, latest revision.

7. All residences are to be single family dwellings only. No residence shall be subdivided and rented for dual tenants.
8. No automobiles, trucks, boats, trailers, tractors, implements or other vehicles of any nature shall be stored on any tract for a period of more than seven days, unless enclosed in a building or out of site behind a fence at least six (6) feet high and constructed of materials that cannot be seen through.
9. No noxious or offensive trade shall be carried on upon any tract, nor shall anything be done thereon which may be or become a nuisance to the other owners.
10. All culverts shall be of a size to fit the specifications of the county or state highway department.
11. One head of livestock may be kept or maintained on the lot per acre or part thereof and no dangerous animal shall be permitted. The term livestock shall mean horses, mules, donkeys, cows, goats, emus, and ostriches. No chickens, fowl, rodents or swine of any and all kinds shall be permitted.
12. A fifty (50) foot easement for egress and ingress is reserved for the benefit of the owners of Tracts 15 - 19. Said easement runs along the front or highway side of the tracts and is shown on the informational plat. The easement is for the benefit of all the owners of said Tracts 15 - 19 inasmuch as the individual owners of the tracts may not be able to obtain an entry permit onto Highway 67.
13. A thirty (30) foot easement for egress and ingress is reserved for the benefit of the owners of Tracts 9, 10, 11 & 13. Said easement runs along the front or highway side of the tracts and is shown on the informational plat. The easement is for the benefit of all the owners of said Tracts 9, 10, 11 & 13 inasmuch as the individual owners of the tracts may not be able to obtain an entry permit onto Highway 67.
14. With the exception of Tracts 13, 16, 17 and 18, each tract may be subdivided one (1) time into two (2) substantially equal portions with one (1) residence on each portion. In the event of subdivision, each portion of said tract shall be treated as a single tract for the purpose of these restrictions. Tracts 16, 17 & 18 shall count as a single lot for purposes of this paragraph and may be subdivided into no more than five (5) tracts with no tract being less than 4.5 acres in size. Tract 15 shall not be subdivided; said tract to have one (1) house only and remain the size as platted. Tract 16 may only have one (1) residence.
15. One (1) conference center shall be allowed on either Tract 17 or Tract 18, but not both. Said conference center shall take the place and be in lieu of the single family residence allowed on such tract or subdivision of said tract. This structure shall, in all respects, conform to the

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requirements of a residence as set out herein.

16. There shall be observed a twenty-five (25) foot set back line for all buildings and other structures. This set back line shall apply to the front and side lot lines of all tracts or subdivision thereof.
17. The violation of any restriction set forth in this instrument shall not affect the validity of any mortgage or lien at any time now or hereafter placed on the described property or any part thereof.
18. Enforcement of these restrictions shall be by proceeding at law or in equity against any person or persons violating or attempting to violate any covenant, either to restrain violation or to recover damages and said proceeding may be filed by the Developers or any tract owner.

EXECUTED this 15th day of December 1997.

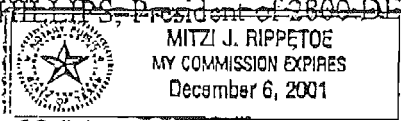
2800 DEVELOPMENT CORP., INC.

BY: Britt Phillips President

(Corporate Acknowledgment)

STATE OF TEXAS
COUNTY OF SOMERVELL

This instrument was acknowledged by me on the 24th day of December, 1997, by BRITT PHILLIPS, President of 2800 DEVELOPMENT CORP., INC. on behalf of said corporation.



Mitzi J. Rippetoe
Notary Public, State of Texas

AFTER RECORDING RETURN TO:
TIMOTHY L. (TIM) RUDOLPH
PO BOX 1395
GLEN ROSE, TEXAS 76043

PREPARED IN THE OFFICE OF:
TIMOTHY L. (TIM) RUDOLPH
PO BOX 1395
GLEN ROSE, TEXAS 76043

STATE OF TEXAS
COUNTY OF SOMERVELL

I hereby certify that this instrument was filed on the date and at the time stamped herein by me, and was duly RECORDED on 12-30-97 in the name RECORDS at SOMERVELL COUNTY, TEXAS, in the Volume and Page as shown herein.

29

2:40
Dec 1997

Restrictive Covenants for The Ervin Ranch - Somervell County, TEXAS
SOMERVELL COUNTY, TEXAS

**AMENDED RESTRICTIVE COVENANTS
FOR
THE ERWIN RANCH
SOMERVELL COUNTY, TEXAS**

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF SOMERVELL

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2800 DEVELOPMENT CORPORATION, INC., is the Owner/Developer of all the tracts in The Erwin Ranch which is fully described in the original Restrictive Covenants recorded at Volume 55, Page 413, of the Real Records, Somervell County, Texas.

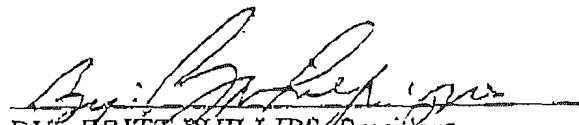
The Purchaser of Tracts 15, 16, 17 & 18 has requested certain amendments to the Restrictive Covenants, and Developer is in agreement that the amendments should be effected. By their signatures below, all current owners of tracts within the Erwin Ranch and subject to the original Restrictive Covenants, consent to the amendments presented herein.

Paragraphs 2., 14. and 15. are deleted in their entirety, and the following is substituted in lieu of the original Restrictive Covenants;

2. No house trailers, mobile homes (to include prefab or modular homes), tents, temporary structures or other similar structures may be erected or moved onto any part of the premises. (Log Homes are acceptable).
14. With the exception of Tracts 13, 16, 17 and 18, each tract may be subdivided one (1) time into two (2) substantially equal portions with one (1) residence on each portion. In the event of subdivision, each portion of said tract shall be treated as a single tract for the purpose of these restrictions. Tracts 16, 17 & 18 shall count as a single lot for purposes of this paragraph and may be subdivided into no more than six (6) tracts with no tract being less than 4.5 acres in size. Tract 15 shall not be subdivided and Tract 15 may have only one (1) residence. Tract 15 will have an easement reserved for the benefit of the owner of Tract 16, to be determined at a later date by owner of Tract 16.
15. One (1) conference center shall be allowed on Tract 16. Said conference center shall take the place and be in lieu of the single family residence allowed on such tract or subdivision of said tract. This structure shall, in all respects, conform to the building requirements of a residence as set out herein.

EXECUTED this 7th day of May, 1997.

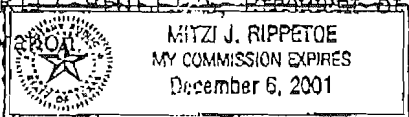
2800 DEVELOPMENT CORP., INC.


BY: BRITT PHILLIPS, President

APPROVED:

Britt Phillips
BRITT PHILLIPSJames R. Summers
JAMES R. SUMMERSWallace Wayne McKethan
WALLACE WAYNE MCKETHANAlan Rogers
ALAN ROGERSEugene Marshall Campbell
EUGENE MARSHALL CAMPBELLJohn Pruitt
JOHN PRUITTSandra Summers
SANDRA SUMMERSThe Schrimsher Trust
THE SCHRIMSHER TRUSTMargaret Staples
BY: MARGARET STAPLESB.J. McVey
B.J. McVEYWanda Loyce Campbell
WANDA LOYCE CAMPBELL

(Corporate Acknowledgment)

STATE OF TEXAS
COUNTY OF SOMERVELLThis instrument was acknowledged by me on the 7th day of May, 1998,
by ~~BRITT PHILLIPS, President of~~ 2800 DEVELOPMENT CORP., INC., on behalf of said
corporationMitzi J. Rippetoe
Notary Public, State of Texas

(Acknowledgment)

STATE OF TEXAS
COUNTY OF SomervellThis instrument was acknowledged by me on the 7th day of May, 1998,
by BRITT PHILLIPS.Mitzi J. Rippetoe
Notary Public, State of Texas

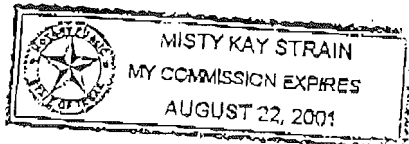
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(Acknowledgment)

STATE OF TEXAS

COUNTY OF Dallas

This instrument was acknowledged by me on the 27th day of May, 1998,
by JAMES R. SUMMERS and wife, SANDRA SUMMERS.



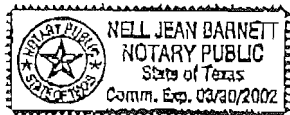
Misty Kay Strain
Notary Public, State of Texas

(Acknowledgment)

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged by me on the 19th day of MAY, 1998,
by WALLACE WAYNE MCKETHAN.



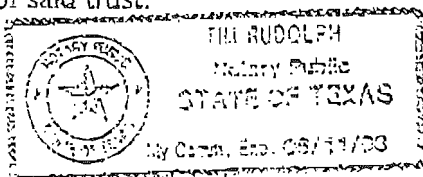
Nell Jean Barnett
Notary Public, State of Texas

(Acknowledgment)

STATE OF TEXAS

COUNTY OF Somervell

This instrument was acknowledged by me on the 4 day of June, 1998,
by Margaret Staples, _____ of THE SCHRIMSHER TRUST, on
behalf of said trust.



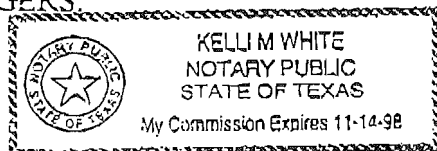
Tim Rudolph
Notary Public, State of Texas

(Acknowledgment)

STATE OF TEXAS

COUNTY OF Allen

This instrument was acknowledged by me on the 14th day of June, 1998,
by ALAN ROGERS.



Kelli M. White
Notary Public, State of Texas

(Acknowledgment)

STATE OF TEXAS

COUNTY OF FloodThis instrument was acknowledged by me on the 4th day of June, 1998,
by B.J. McVEY.

Kelli M. White
Notary Public, State of Texas

(Acknowledgment)

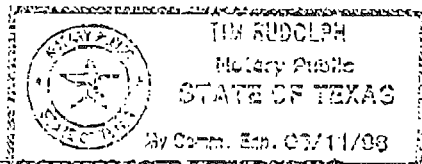
STATE OF TEXAS

COUNTY OF SomervellThis instrument was acknowledged by me on the 14th day of May, 1998,
by JOHN PRUITT.

Mitzi J. Rippetoe
Notary Public, State of Texas

(Acknowledgment)

STATE OF TEXAS

COUNTY OF SOMERVELLThis instrument was acknowledged by me on the 10th day of June, 1998,
by EUGENE MARSHALL CAMPBELL and wife, WANDA LOYCE CAMPBELL.

Tim Rudolph
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

PREPARED IN THE OFFICE OF:

TIMOTHY L. (TIM) RUDOLPH
PO BOX 1395
GLEN ROSE, TEXAS 76043

TIMOTHY L. (TIM) RUDOLPH
PO BOX 1395
GLEN ROSE, TEXAS 76043

STATE OF TEXAS
COUNTY OF SOMERVELL

I hereby certify that this instrument was FILED on
this date and at the time stamped herein by me and
was duly RECORDED on 6-23-98 in the named
RECORDS of SOMERVELL COUNTY, TEXAS; in the Volume
and Page as shown herein.



Roxella Williams
COUNTY & DISTRICT CLERK
SOMERVELL COUNTY, TEXAS

Amended Restrictive Covenants for The Ervin Ranch - Somervell County, Texas

FILED FOR RECORD

AM 4:55 PM
15 DAY OF June 1998
Roxella Williams
COUNTY AND DISTRICT CLERK
SOMERVELL COUNTY, TEXAS
Page 4