

AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS/
SADDLEBROOK ESTATES

12th This Amendment to Declaration of Protective Covenants is made as of the day of March, 1998, by the undersigned, herein called "Declarant".

WITNESSETH:

WHEREAS, on December 17, 1997, Saddlebrook Estates Partnership, a Texas general partnership, executed a Declaration of Protective Covenants (the "Declaration"), filed in the Official Public Records of Smith County, Texas, at Volume 4133, Page 269, for that property known as Saddlebrook Estates which is described more particularly in Cabinet C, Slide 199-D, Plat Records of Smith County, Texas; and

WHEREAS, the undersigned desires to amend said Declaration as to the Property in said addition, with the exception of Lot 8 therein.

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, the Declaration is hereby amended as follows:

1. Paragraph 2.1, Permitted Uses, of the hereinabove Declaration is hereby amended as follows:

"2.1 Permitted Uses: All Lots shall be used solely for single family residential purposes and, except as herein expressly provided, no structure other than a single family dwelling with permanent accessory structures shall be constructed or permitted to remain on any Lot. As contemplated above, accessory structures, such as garages, porte cocheres, cabanas and tool sheds, shall be permitted, however, said structures shall be subject to prior written approval of the ACC, must be of the same material as the house on the same Lot, and, in any case, may not be portable or constructed of metal or plastic."

Except as expressly modified hereby, the Declaration shall remain in full force and effect as originally written and amended.

SADDLEBROOK ESTATES PARTNERSHIP

By: JOHNSON HUMPHREY HOMES, INC., a Texas Corporation, its Operating Officer

By: David D. Humphrey
Name: DAVID D. HUMPHREY
Title: President

Filed for Record in:
SMITH COUNTY, TEXAS
MARY MORRIS - COUNTY CLERK

On Mar 13 1998
At 1:47pm

Deputy - Alexa Murray

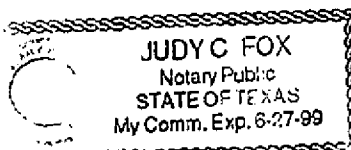
THE STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 12th day of March, 1998, by DAVID D. HUMPHREY, President of JOHNSON HUMPHREY HOMES, INC., a Texas corporation, as Operating Officer of SADDLEBROOK ESTATES PARTNERSHIP, a Texas general partnership, on behalf of said partnership.

Judy C Fox
NOTARY PUBLIC, STATE OF TEXAS
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES:



STATE OF TEXAS COUNTY OF SMITH
I hereby certify that this instrument was filed
on the date and time stamped hereon by me and
was duly recorded in the Official Public records
of Smith County, Texas.

After recording, return to:

Saddlebrook Estates Partnership
P. O. Box 6713
Tyler, Texas 75711



MAR 13 1998

MARY MORRIS
COUNTY CLERK, Smith County, Texas
By: Shady C. Fox, Deputy