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**FIRST AMENDMENT TO THE AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR LAKEVIEW RANCH, PHASE I**

014455

This First Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions for Lakeview Ranch, Phase I is effective as of this 31st day of January, 2001.

WHEREAS, the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Lakeview Ranch, Phase I (the "Declaration") was executed by Lakeview Ranch, LP, as Declarant, and recorded in Volume 4613, Pages 00008 through 00044 of the Real Property Records of Denton County, Texas on June 19, 2000; and

WHEREAS, the Declarant desires to amend the Declaration, as hereinafter set forth, and has obtained the consent of at least 51% of a quorum of the outstanding votes of all Members of the Lakeview Ranch Homeowners Association, regardless of class.

NOW, THEREFORE, Declarant hereby amends the Declaration as follows:

1. The definition of "Lot" in Article I, Subsection (i) of the Declaration is hereby deleted in its entirety, and the following is substituted therefor:

"Lot" shall mean and refer to any plot or tract of land shown upon any recorded subdivision map(s) or plat(s) of the Properties, as amended from time to time, which is designated as a lot thereon; provided, however, that where two (2) or more of the undeveloped lots designated on the map or plat of the Properties are contiguous and are consolidated to form a single building site for one (1) residential structure in accordance with any applicable laws or regulations, such consolidated lots shall be considered a single Lot hereunder, and the Owner of such Lot shall be assessed by the Association as if such consolidated lots were a single Lot and the Owner of such Lot shall be entitled to cast only one (1) vote regardless of how many lots may have been consolidated to form such Lot. Some portions of the Common Properties may be platted as a "lot" on the recorded subdivision plat, however, these lots shall be excluded from the concept and definition of Lot as used herein.

2. Except as set forth in Paragraph 1 above, the Declaration is hereby ratified and affirmed in all respects.

IN WITNESS WHEREOF, the Declarant has caused this instrument to be executed as of the 31st day of January, 2001.

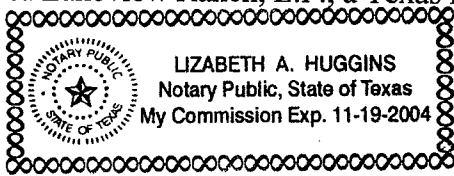
LAKEVIEW RANCH, L.P.
a Texas limited partnership

By: Lakeview Ranch, GP, Inc.
a Texas corporation
Its: General Partner

By: Nicholas Raimondo
Nicholas Raimondo
President

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 31st day of January, 2001, by Nicholas Raimondo, President of Lakeview Ranch GP, Inc., a Texas corporation, General Partner of Lakeview Ranch, L.P., a Texas limited partnership, on behalf of the limited partnership.



Elizabeth A. Huggins
Notary Public, State of Texas

My Commission Expires:

11-19-2004

AFTER RECORDING, RETURN TO:

Donald O. Walsh
Glast, Phillips & Murray
2200 One Galleria Tower
13355 Noel Road
Dallas, Texas 75240

Return to (Closer OL):
AMERICAN TITLE COMPANY
6029 Beltline Road, Suite 250
Dallas, TX 75240