

SUPPLEMENTARY DECLARATION NO. 39 DEED RECORD

LAS COLINAS AREA XXXIX

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 10th day of March, 1982 by LAS COLINAS CORPORATION, hereinafter called Declarant. 3723 15.00 DEED 2 04/14/82

WITNESSETH:

WHEREAS, Declarant executed a Declaration (the Declaration) on the 22nd day of August, 1973, applicable to certain real property described in Exhibit "A" thereto and located in or adjacent to the City of Irving, County of Dallas, State of Texas; and

WHEREAS, the Declaration was filed of record in Volume 73166, Page 1001 of the Deed Records of Dallas County, Texas, a Correction to Declaration was filed of record in Volume 77154, Page 1096 of the Deed Records of Dallas County, Texas; and a Second Correction to Declaration was filed of record in Volume 79122, Page 0744 of the Deed Records of Dallas County, Texas; and

WHEREAS, additional real property has previously been added to the scheme of the Declaration by Supplementary Declarations duly recorded in the Deed Records of Dallas County, Texas; and

WHEREAS, Article V of the Declaration (entitled Protective Covenants), as originally written and as modified by said previous Supplementary Declaration, is applicable only to the real property described in said Exhibit "A" to the Declaration and in Exhibits to said previous Supplementary Declarations and not to additional real property which may be added to the scheme of the Declaration by subsequent supplementary declaration; and

WHEREAS, Article I, Section 3 of the Declaration permits the addition of additional property to the scheme thereof by filing a supplementary declaration of record, which supplementary declaration may modify Article V of the Declaration as it pertains to such additional property; and

WHEREAS, Declarant desires to so add additional property, located within the boundaries of the property described in Exhibit "B" to the Declaration, to the scheme of the Declaration and to so modify Article V of the Declaration as it pertains to said additional property;

NOW THEREFORE, Las Colinas Corporation, Declarant, hereby declares as follows:

- 1. That the real property described in Exhibit "A-39" attached hereto and incorporated herein by reference for all purposes (designated as Area XXXIX for purposes of this Supplementary Declaration) is and shall be subject to the scheme of the Declaration, and is and shall be held, transferred, sold, conveyed, used, and

occupied subject to covenants, restrictions, easements, charges, and liens set forth in the Declaration (the Declaration being incorporated herein by reference for all purposes) as modified herein.

2. That Article V of the Declaration is hereby modified by the addition thereto of the following Section 39, which shall be applicable only to Area XXXIX:

Section 39. Covenants Applicable to Area XXXIX. The following provisions shall be applicable to any and all construction, improvement, alteration, addition, or use of, in, or to Area XXXIX of The Properties:

a. Use Limitations. Sites in Area XXXIX may be used for office buildings, and related facilities. Sites in Area XXXIX may also be used for hotel, restaurant, gasoline service station, and other retail sale purposes only with the prior written approval of Declarant. The following uses of sites in Area XXXIX are not permitted:

- (1) Single family detached or attached residential dwellings.
- (2) Multifamily residential dwellings.
- (3) Any use which involves a noxious odor, excessive emission of smoke, steam, or vapor, or an excessive noise level.
- (4) Any use contrary to law or which violates any part of Section 39 of this Article V.
- (5) Overnight parking of campers, mobile homes, boats, trailers, or motor homes, except that such parking is permitted in covered or enclosed areas.
- (6) Any use which involves the raising, breeding, or keeping of any animals or poultry other than two household pets per unit.
- (7) Uses not expressly permitted hereinabove.

b. Minimum Setback Lines. No structure of any kind and no part thereof shall be placed within these setback lines:

- (1) 50 feet from Walnut Hill Lane right-of-way.
- (2) 50 feet from MacArthur Blvd. right-of-way.
- (3) 50 feet from any other public or private street property line.
- (4) 30 feet from the south boundary line of Area XXXIX.

The following improvements are expressly excluded from this setback restriction:

- (a) Structures below and covered by the ground.
- (b) Steps, walks, driveways, and curbing.
- (c) Planters, walls, fences or hedges, not to exceed 4 feet in height.
- (d) Landscaping.

(e) Any other improvements approved in writing by Declarant. Roofed structures, other than the following, may in no event be so approved:

- i. guardhouses;
- ii. gate houses;
- iii. relatively minor encroachments of adequately screened parking structures.

c. Parking Areas. Parking areas shall:

- (1) Be curbed, guttered, and paved with 5" reinforced concrete or with 5" asphaltic concrete; both the reinforced concrete and the asphaltic concrete shall be placed on a 6" lime stabilized base.
- (2) Have a maximum grade slope of 7 $\frac{1}{2}$ % and a minimum grade slope of 1 $\frac{1}{2}$ %.
- (3) Not be provided in front of minimum setback lines.
- (4) Not be provided in front of any building line fronting any public thoroughfare unless expressly so approved in writing by the Architectural Control Committee which Committee may not approve such parking in front of minimum setback lines.
- (5) Be adequately screened by use of berm, trees, landscaping, or other means acceptable to the Architectural Control Committee.
- (6) Be sufficient to accommodate all parking needs for employees, company vehicles, residents, and visitors without the use of on-street parking. If parking needs increase, additional off-street parking shall be provided by the owner. In no event shall less than one parking space be provided for each of the following, as applicable:
 - (a) 300 gross square feet of office space;
 - (b) 250 gross square feet of banking or retail store space;
 - (c) Each hotel or motel guest room;
 - (d) Each 2 $\frac{1}{2}$ restaurant or club seats;
 - (e) Each 3 $\frac{1}{2}$ theatre, auditorium, or assembly seats;

Declarant may grant exceptions to and/or variations from any part of paragraphs b. or c. of this Section 39 provided that any such variations and/or exceptions must be in writing.

d. Driveways. Driveways shall

- (1) Not intersect roads, streets, or thoroughfares within 30 feet of intersections.
- (2) Be constructed as specified in "c(1)" above except that reinforced concrete shall be used in construction between building lines and streets.
- (3) Have a minimum width of 12 feet.

e. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation. Normally, such approval will be limited to those signs which:

- (1) Identify the name and business of the occupant, or which give directions, or which offer the premises for sale or for lease.
- (2) Are not of an unusual size or shape when compared to the building or buildings on the premises.
- (3) Do not project above the roof line of a building or in front of the setback line.
- (4) Do not block or detract from adjacent property.
- (5) Preserve the quality and atmosphere of the area.

No signs, symbols, advertising insignia or similar items will be permitted on the face of buildings at a location higher than the area immediately above those levels where there are outside entrances into such buildings. Signs of a flashing or moving character and inappropriately colored signs will not be permitted. The Association shall have the right to enter on and to remove any sign erected without such written approval.

f. Landscaping. Landscaping shall

- (1) Be required on all sites contemporaneously with completion of other improvements, but in no event later than 180 days after first occupancy or completion of buildings, whichever shall first occur.
- (2) Conform to a landscaping plan approved by the Architectural Control Committee pursuant to Article IV of the Declaration. Normally, such approval will be limited to landscaping plans which:
 - (a) Provide automatic underground sprinkling systems for all landscaped areas;
 - (b) Do not obstruct sight lines at street or driveway intersections;
 - (c) Preserve existing trees to the extent practical;
 - (d) Include at least one tree for each 4,500 square feet of area between building lines and street property lines;
 - (e) Permit reasonable access to public and private utility lines and easements for installation and repair.

g. Screening.

- (1) Storage areas, incinerators, storage tanks, trucks based on the premises, roof objects (including fans, vents, cooling towers, skylights, and all roof mounted equipment which rises above the roof line), trash containers, and maintenance facilities shall either be housed in closed buildings or otherwise completely screened from public view in a manner and at a location approved in writing by the Architectural Control Committee. Such screening would normally include landscaping or permanent fences of solid materials and be located as far from property lines as reasonably possible. Such screening may not be required for roof fans, vents, and skylights which do not extend more than 18 inches above roof lines of warehousing, manufacturing, assembling, processing, or servicing facilities, if, in the sole judgment of the Architectural Control Committee (confirmed in writing), such fans, vents, or skylights are architecturally acceptable and do not detract from the quality of the area or from the external appearance of the structure.

(2) No antenna or tower shall be erected on any property for any purpose without prior written approval from the Architectural Control Committee.

(3) Any and all lines and/or wires for communications or for transmission of sound or current, not within a building, shall be constructed or placed and maintained underground. Declarant may, at its sole discretion, install temporary above-ground electric and telephone service lines for the purpose of providing temporary service pending installation of permanent underground service.

h. Loading Docks and Areas.

(1) Loading docks and areas shall not be located on the street side of any building or structure, except that the Architectural Control Committee may approve such location in writing (subject to express screening requirements).

(2) Loading docks and areas shall not be located on the side of any building facing the south boundary of Area XXXIX, except that the Architectural Control Committee may approve such location in writing (subject to express screening requirements).

(3) Loading areas may not encroach setback areas, except that Declarant may approve such encroachment in connection with the approval of side street loading areas for corner buildings.

(4) Loading docks and areas shall be screened in a manner approved in writing by Declarant, considering such things as location (street side, rear, etc.) and views from adjacent and nearby properties.

i. Exterior Illumination. Illumination will be required on all exterior walls facing public streets or proposed public streets and for all parking areas and walkways between buildings and parking areas unless otherwise waived or modified by Declarant in writing. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration.

j. Construction Standards.

(1) All building sides must be faced with face brick or stone, or with such other quality face materials as may be approved in writing by the Architectural Control Committee. Windows shall not be glazed or re-glazed with mirrored or reflective glass without prior written approval of the Architectural Control Committee.

(2) Construction must conform to plans and specifications approved in writing by the Architectural Control Committee pursuant to Article IV of the Declaration. Normally, such approval will be limited to those plans which:

- (a) Do not include wooden frames.
- (b) Provide adequate fire protection systems;
- (c) Provide for all underground utilities (public and private);
- (d) Preserve the quality and atmosphere of the area and do not detract from adjacent property;
- (e) Do not include exterior fire escapes;

(f) Do not make extensive use of reflective or mirrored glass;

(g) Do not include structures exceeding 35 feet in height above existing grade within 100 feet of the south boundary line of Area XXXIX;

(h) Do not include any openings in any walls facing south without prior written approval of Declarant.

(3) Each commercial building, complex of buildings, or separate commercial business enterprise shall have a trash compactor on the premises adequate to handle the trash and waste items generated, manufactured, or acquired thereon by such commercial activities. The sorting, removing, and disposing of all such waste materials must be housed or screened in a manner approved in writing by the Architectural Control Committee. All facilities and plans for the disposal of wastes other than by public sewerage methods (such as shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.

(4) Each kitchen facility within a commercial building or complex of buildings shall contain a water flushing garbage grinder disposal.

(5) All structures will be equipped with gutters, downspouts, and/or other drainage conveyances.

(6) It shall be the responsibility of the owner to install in conjunction with the construction of any building, and at the owner's sole expense, a conduit separate from other conduits and for the sole purpose of permitting the connection of Las Colinas Association Communications System to an individual dwelling, building or other permanent facility. The termination points of the conduit, the conduit size and type, the type of pullwire or rope to be installed with the conduit and the physical routing and the depth of the conduit shall be in accordance with plans and specifications approved in writing by the Architectural Control Committee of the Las Colinas Association.

(7) No excavation shall be made except in conjunction with construction of an improvement. When such improvement is completed, all exposed openings shall be back filled and graded.

(8) Once commenced, construction shall be diligently pursued to the end that it may not be left in a partly finished condition any longer than reasonably necessary.

3. The Declaration, except as expressly modified herein, remains in full force and effect and is hereby ratified and confirmed.

EXECUTED as of the day and year first written above.

ATTEST:

B. Carl Kende
Secretary

LAS COLINAS CORPORATION

Richard Douglas
President

THE STATE OF TEXAS)

COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, in and for said county and state, on this day personally appeared Richard Douglas, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said LAS COLINAS CORPORATION, a Texas corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 10th day of March, 1982.



Michelle Mackie
Notary Public

EXHIBIT A-39
LAS COLINAS AREA XXXIX

Being a 6.487 acre tract of land located in the WM. FOREMAN SURVEY, ABSTRACT NO. 472, and the S. L. WHEELER SURVEY, ABSTRACT NO. 1597, Dallas County, Texas, and being out of a 172.36 acre tract of land conveyed to Las Colinas Corporation by deed recorded in Volume 71103, Page 1577, Dallas County Deed Records, said 6.487 acre tract being more particularly described as follows:

BEGINNING at a point on the south right-of-way line of Walnut Hill Lane in Irving, Texas, said point being North 89 deg. 53 min. 40 sec. West, a distance of 680.01 feet and South 00 deg. 06 min. 20 sec. West, a distance of 55.00 feet from the centerline intersection of Walnut Hill Lane with MacArthur Boulevard and said POINT OF BEGINNING being the northeast corner of a 3.740 acre tract recorded by plat as the Las Colinas Area XIV, Fourth Installment, Volume 80248, Page 1667, Deed Records of Dallas County, Texas;

THENCE along said south right-of-way line of Walnut Hill Lane, the following:

South 89 deg. 53 min. 40 sec. East, a distance of 289.00 feet, to a point for a corner;

South 84 deg. 45 min. 06 sec. East, a distance of 100.40 feet to a point for a corner;

South 89 deg. 53 min. 40 sec. East, a distance of 163.00 feet, to a point for a corner;

South 44 deg. 53 min. 40 sec. East, a distance of 96.18 feet, to a point in the west right-of-way line of MacArthur Boulevard;

THENCE along said west right-of-way line of MacArthur Boulevard, the following:

South 00 deg. 06 min. 20 sec. West, a distance of 67.00 feet, to a point for a corner;

South 00 deg. 06 min. 50 sec. West, a distance of 65.79 feet, to a point for a corner;

South 04 deg. 38 min. 08 sec. East, a distance of 120.41 feet, to a point for a corner;

South 00 deg. 06 min. 50 sec. West, a distance of 159.97 feet, to a point for a corner;

THENCE North 89 deg. 53 min. 10 sec. West, a distance of 84.20 feet to the point of curvature of a curve to the left with a radius of 435.00 feet;

THENCE southwesterly with a portion of said curve to the left through a central angle of 32 deg. 49 min. 38 sec., a distance of 249.23 feet to a point on said curve for a corner;

THENCE North 32 deg. 42 min. 48 sec. West, a distance of 84.05 feet to a point for a corner;

THENCE North 54 deg. 23 min. 40 sec. West, a distance of 324.70 feet to a point for the southeast corner of said Las Colinas Area XIV, Fourth Installment;

THENCE North 00 deg. 06 min. 20 sec. East, along the east line of said Fourth Installment, a distance of 300.00 feet to the POINT OF BEGINNING;

Containing 6.487 acres of land, more or less.