

AMENDED AND RESTATED  
SUPPLEMENTARY DECLARATION NO. 131  
LAS COLINAS AREA CXXXI  
DALLAS COUNTY, TEXAS

This Amended and Restated Supplementary Declaration No. 131 is made effective as of the 20<sup>th</sup> day of June, 2005, by THE LAS COLINAS ASSOCIATION, a Texas non-profit corporation (the "Association").

WITNESSETH:

WHEREAS, Las Colinas Corporation, a Texas corporation and predecessor in interest as Declarant to Las Colinas Land Limited Partnership, a Delaware limited partnership ("LCLLP"), executed a Declaration (as previously corrected and supplemented the "Declaration") on the 22nd 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, a Second Correction to Declaration was filed of record in Volume 79122, Page 0749, of the Deed Records of Dallas County, Texas, and a Third Correction to Declaration was filed of record in Volume 82071, Page 3244, of the Deed Records of Dallas County, Texas; and

WHEREAS, additional real property has been added to the scheme of the Declaration as contemplated in Article I, Section 3 thereof by recording Supplementary Declarations 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 the previous Supplementary Declarations is applicable only to the real property described in Exhibit "A" to the Declaration and in Exhibits to the previous

Supplementary Declarations and not to additional real property which may be added to the scheme of the Declaration by subsequent Supplementary Declarations; 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, LCLLP added Area CXXXI (13.010 acre tract) to the scheme of the Declaration by executing and recording Supplementary Declaration No. 131 ("SD 131"), SD 131 being recorded in Volume 95020, beginning at Page 02058, of the Deed Records of Dallas, County, Texas; and

WHEREAS, SD 131 modified Article V of the Declaration as it pertains to Area CXXXI by adding Section 131, which applies only to Area CXXXI; and

WHEREAS, the owner of Area CXXXI wants to amend Section 131 of Article V of the Declaration to allow residential uses and to eliminate or modify some of the other provisions of Section 131; and

WHEREAS, Section 2 of Article VIII of the Declaration provides that Article V of the Declaration may be amended with the consent of 60% of the total eligible votes of the membership of the Association. Members of the Association representing at least 60% of the eligible votes of the Association approved the following amendments to Section 131 at a Special meeting of the Association held on June 20, 2005.

NOW THEREFORE, the Association hereby declares as follows:

1. That the real property described in Exhibit "A-131" attached hereto and incorporated herein by reference for all purposes (designated as Area CXXXI 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 131, which shall be applicable only to Area CXXXI.

Section 131. Covenants Applicable to Area CXXXI.

The following provisions shall be applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CXXXI of the Properties:

a. Use Limitations. Sites in Area CXXXI may be used only for office buildings, hotels, banks (excluding motor banks) and financial institutions, restaurants and other retail sales facilities (including street vending as an accessory use to a retail establishment), health clubs, private clubs, entertainment (including movie theaters, playhouses, and arcades), information center, attached single family and multifamily residences (including attached town homes and condominiums), surface and structured parking facilities (including freestanding garages serving both on-site and off-site users), special events from time to time approved by the Association, and related facilities. The following uses of sites in Area CXXXI are not permitted:

- (1) Warehouses and manufacturing.
- (2) Detached single family residential.
- (3) Any use which involves a noxious odor or any excessive noise level which constitutes a nuisance.
- (4) Gasoline service stations and car wash facilities.
- (5) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.
- (6) Sexually oriented businesses, as defined in the applicable Codes and Ordinances of the City of Irving.
- (7) Any use that violates any part of this Section 131.

b. Minimum Setback Lines. No structure of any kind and no part thereof shall be placed within these setback lines (measured from back of curb to the nearest projecting face of the structure):

- (1) 25 feet from O'Connor Boulevard.
- (2) 25 feet from Las Colinas Boulevard.
- (3) 10 feet from any other public or private street.
- (4) 25 feet from the dry wall of Lake Carolyn.
- (5) 20 feet from the dry wall of Lake Carolyn Canal.

The following improvements are expressly excluded from this restriction:

- (1) Structures below and covered by the ground;
- (2) Steps, walks, driveways, and curbing;
- (3) Planters, walls, fences, or hedges, not to exceed four feet in height;
- (4) Landscaping;
- (5) Guardhouses;
- (6) Gatehouses;
- (7) Aerial pedestrian crossings or connections;
- (8) The following elements, which may not encroach more than 5 feet into any Minimum Setback Line: Canopies, decks, patios, awnings, porches, eaves, planters, bay windows, mounted signs, pilasters, and tower elements;
- (9) Minor encroachments of adequately screened structures or parking areas; and
- (10) Temporary sandwich type signs (not to exceed four feet in height and limited to one sign for each retail establishment) in connection with accessory street vending and with Association approved special events.

Declarant may grant exceptions to and/or variations from any setback lines established in this paragraph b. of this Section 131, except for b(4) and b(5), setbacks from Lake Carolyn and Lake Carolyn Canal, provided that any such variances or exceptions must be in writing.

Exceptions to and/or variations from b(4) and b(5), setbacks from Lake Carolyn and Lake Carolyn Canal, may be granted only upon written approval of both the Board of Directors of Dallas County Utility and Reclamation District and the Architectural Control Committee. In the event Dallas County Utility and Reclamation District ceases to be an active municipal corporation organized under the laws of the State of Texas functioning as a separate political subdivision of the State, exceptions to and/or variations from b(4) and b(5), setbacks from Lake Carolyn and Lake Carolyn Canal, may be granted only by the Architectural Control Committee, provided any such exceptions or variations must be in writing.

c. Minimum Building Height Requirements. Principal structures erected on sites in Area CXXXI shall conform to the minimum height requirements set forth below:

(1) Not less than 5 stories, the floor level of the first story being at or above the highest top of curb elevation of Las Colinas Boulevard adjacent thereto.

Exceptions to and/or variances from building heights established in this paragraph c may be granted only upon written approval of Declarant and such written approval shall not be unreasonably withheld by Declarant for variances for improvements covering (on a cumulative basis) less than a majority of the buildable area of any tract of Area CXXXI, which improvements are used for purposes permitted by paragraph a of this Section 131 other than hotel and office building use.

d. Minimum Habitable Building Floor Level. The lowest habitable floor level of any building, other than basement, mechanical storage, and parking levels, shall be no lower than elevation 425 mean sea level. No opening through the outside wall of any building will be permitted lower than elevation 425 mean sea level.

e. Parking Areas. Parking areas shall:

(1) Be curbed and guttered with concrete or granite as approved by the Architectural Control Committee and paved with 5" reinforced concrete placed on a 6" lime stabilized base.

(2) Have a maximum grade slope of 5% and a minimum grade slope of 1%.

(3) Not be provided in front of the minimum setback lines established above. Not be provided in front of any building facing a public street unless expressly approved in writing by the Architectural Control Committee, which may not approve parking in front of minimum setback lines unless a written variance approving same is granted by Declarant.

(4) Be adequately screened by use of berms, trees, landscaping or other means acceptable to the Architectural Control Committee.

(5) Be sufficient to accommodate all parking needs for employees, company vehicles, 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:

- i. 300 net square feet of office space;
- ii. 250 net square feet of banking, financial institution, or retail store space;
- iii. each 2-1/2 restaurant or club seats;
- iv. each hotel guest room; and
- v. all other uses must satisfy the applicable parking requirements of the City of Irving.

Declarant may grant exceptions to and/or variations from any part of this paragraph e. except clause (v), provided that any such variations and/or exceptions must be in writing.

f. Driveways. Driveways shall:

- (1) Be constructed as specified in e(1) above.
- (2) Have a minimum width of 12 feet.

g. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation. The intent of these signage restrictions is to allow flexibility similar to that contemplated for the Transit Mall Overlay District, Section 52-64c of Zoning Ordinance No. 1144 of the City of Irving. 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 or are connected with Association approved special events.

(2) Are not of an unusual size or shape when compared to the building or buildings on the premises.

- (3) Preserve the quality and atmosphere of the area.

No signs, symbols, advertising insignia or similar items will be permitted on top of or on the face of buildings at a location higher than the area immediately above those levels where there are ground level outside entrances into such buildings; provided, Declarant may grant exceptions to and/or variations from the restrictions in this sentence as long as same are in writing. The Association shall have the right to remove any sign erected without such written approval.

h. 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 of buildings.

- (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:

- i. Provide automatic underground sprinkling systems for all landscaped areas;

- ii. Permit reasonable access to public and private utility lines and easements for installation and repair; and

- iii. Include at least one tree for each 4,500 square feet of area between exterior building walls and public street right-of-way lines.

- (3) Owners shall provide landscaping, including hardscape structures (such as sidewalks, benches, planter boxes, etc.) as well as plant materials within the area adjacent to any public or private street and along the shoreline of Lake Carolyn and Lake Carolyn Canal in accordance with plans submitted by such owners and subjectively approved by the Architectural Control Committee. Owners shall maintain the improvements within these areas in accordance with standards established from time to time by the Association.

- i. 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 screened from public view in a manner and at a location approved in writing by the Architectural Control Committee. Such screening at ground level would normally include landscaping or permanent fences of solid materials and be located as far from property lines as reasonably possible.

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

j. 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 areas may not encroach setback areas, except that Declarant may give written approval for such encroachments in connection with the approval of side street loading areas for corner buildings.

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

k. Exterior Illumination. Illumination will be required on all exterior building walls which face existing or proposed public or private 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.

l. Special Lake Carolyn and Lake Carolyn Canal Front Requirements.

(1) Development plans and architectural plans for structures facing on the Lake and/or Canal shall provide attractive facades facing on the Lake and/or Canal which facades shall provide a "front door" atmosphere along the Canal rather than a "rear door" or "service entrance" feeling or "back side" look,

(2) Automobile parking areas, loading docks, cooling towers, and other similar equipment and installations must be screened from view from the Lake and/or Canal and from boats traveling on the Lake and/or Canal.

(3) Driveways viewed from the Lake and/or Canal should be minimized and carefully landscaped so that views of vehicles from across the Lake and/or Canal and from boats traveling on the Lake and/or Canal will be minimized.

(4) Special attention should be given to landscaping and its drainage in all areas that lie between building structures and the Lake and/or Canal, and must conform to plans and specifications subjectively approved by the Architectural Control Committee. Owners shall maintain the improvements within these areas in accordance with standards established from time to time by the Association.

(5) Boat docking, loading and unloading facilities, and storm sewers and storm sewer discharge structures, may be constructed only at locations approved in advance in writing by the Board of Directors of the Dallas County Utility and Reclamation



District and such facilities must conform to designs subjectively approved by the Dallas County Utility and Reclamation District.

m. Construction Standards.

(1) All building sides must be faced with face brick or stone, lathe and plaster stucco, architectural precast, exterior insulation and finish systems (EIFS) (2<sup>nd</sup> floor and higher), or with such other quality face materials as may be approved in writing by the Architectural Control Committee (except that EIFS may be used as an architectural feature or trim element for doors, windows, and other openings on any floor). Windows shall not be glazed or reglazed with mirrored or reflective glass and the spandrel area between window openings shall not be faced with a glass material without prior written approval of both the Architectural Control Committee and Declarant.

(2) The design of all buildings, specifically including garage structures, fronting on Las Colinas Boulevard or O'Connor Boulevard shall be such that the maximum amount of space within the building abutting the exterior walls facing Las Colinas Boulevard or O'Connor Boulevard will be of a construction plan that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The exterior facade at ground or street level facing Las Colinas Boulevard or O'Connor Boulevard of all buildings including garage structures, shall be of an attractive "store front design" or otherwise attractively designed.

(3) The design of all buildings, specifically including garage structures, fronting on Lake Carolyn and/or Lake Carolyn Canal shall be such that the maximum amount of space within the building abutting the exterior walls facing the Lake and/or Canal will be of a construction that will facilitate the utilization of such space for shop, boutique, restaurant, or other purposes requiring a shop front appearance. The finished floor elevation of such space shall be elevation 425 mean sea level, and must provide convenient access to the sidewalk adjacent to the Lake and/or Canal. Short term parking shall be provided so as to be conveniently accessible to the Lake and/or Canal front area.

(4) 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:

i. Do not include wooden frames except for attached single family and multifamily residences;

ii. Preserve the quality and atmosphere of the area and do not detract from adjacent property; and

iii. Do not include exterior fire escapes.

(5) The collection, storage, 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 through public sanitary sewers (such other methods including, without limitation, shredding, compaction, incineration, reclamation, or chemical dissolution) must be approved in writing by the Architectural Control Committee.

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

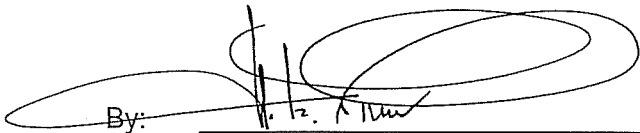
(7) Once commenced, construction shall be diligently pursued to the end that it may not be left in a partly finished condition for a period longer than eighteen (18) months without written approval from the Architectural Control Committee.

3. No approval of plans and specifications and no publication of requirements or guidelines herein or in the Declaration or otherwise by the Association or the Architectural Control Committee shall be construed as representing or implying that improvements built in accordance therewith shall be free of defects. Any approvals and observations incident thereto shall concern matters of an aesthetic nature. Such approvals and guidelines shall in no event be construed as representing or guaranteeing that any improvements built in accordance therewith will be designed or built in a good and workmanlike manner. Neither Declarant, the Association, their respective directors, officers, employees, and agents, the Architectural Control Committee, nor any of the members of the Architectural Control Committee shall be responsible or liable in damages or otherwise to anyone submitting plans and specifications for approval or to any owner of land subject to the Declaration for any defects in any plans or specifications submitted, revised, or approved, any loss or damages to any person arising out of approval or disapproval or failure to approve or disapprove any plans or specifications, any loss or damage arising from the noncompliance of such plans or specifications with any governmental ordinance or regulation, nor any defects in construction undertaken pursuant to such plans and specifications. Approval of plans and specifications by the Architectural Control Committee is not to be construed as approval by the City of Irving, Texas, as the approval processes are mutually exclusive. Unconditional approval of a complete set of plans and specifications by the Architectural Control Committee shall satisfy the requirements of all applicable subsections of this Supplementary Declaration which require written approval by the Architectural Control Committee for such plans and specifications.

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

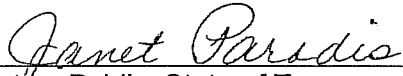
EXECUTED as of the day and year first written above.

THE LAS COLINAS ASSOCIATION, a Texas non-profit corporation

By:   
Heinz K. Simon, President

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF DALLAS   §

This instrument was acknowledged before me on June 20 2005, by Heinz K. Simon, President of The Las Colinas Association, a Texas non-profit corporation, on behalf of said corporation.

  
Notary Public, State of Texas

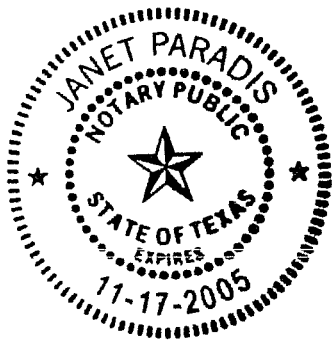


EXHIBIT A-131  
LAS COLINAS AREA CXXXI

BEING a 13.010 acre tract of land situated in the City of Irving, Dallas County, Texas, and being out of the Elizabeth Crockett Survey, Abstract No. 217, said 13.010 acre tract being more particularly described as follows:

BEGINNING at a P.K. nail in concrete for the point of intersection of the easterly right-of-way line of Las Colinas Blvd. (a 100-foot right-of-way) as recorded in Volume 80018, Page 0019, Map Records of Dallas County, Texas with the southerly right-of-way line of O'Connor Blvd. (a variable width right-of-way) as recorded in Volume 82129, Page 1740 and Volume 82132, Page 2378, Map Records of Dallas County, Texas;

THENCE along the southerly right-of-way line of said O'Connor Blvd., the following:

North 29 deg. 58 min. 16 sec. East, a distance of 14.73 feet to a chiseled "X" for corner, said chiseled "X" being in a non-tangent curve to the right having a radius of 2260.26 feet, a chord distance of 632.18 feet and a chord bearing of North 77 deg. 10 min. 50 sec. East;

Northeasterly along said curve through a central angle of 16 deg. 04 min. 41 sec. for an arc distance of 634.26 feet to a chiseled X" for the point of tangency of said curve;

North 85 deg, 13 min. 10 sec. East, a distance of 731.40 feet to a 1/2-inch iron rod for the point of curvature of a curve to the left having a radius of 2394.17 feet, a chord distance of 115.36 feet and a chord bearing of North 83 deg. 50 min. 20 sec. East;

Northeasterly along said curve through a central angle of 02 deg. 45 min. 39 sec. for an arc distance of 115.37 feet to a 1/2-inch iron rod for corner at the back (dry) side of the concrete retaining wall of Lake Carolyn, described as Tract 4 in Exhibit "A" attached to that certain Correction Warranty Deed recorded in Volume 75092, Page 0138 Deed Records of Dallas. County, Texas;

THENCE along the said back (dry) side of the concrete retaining wall, the following:

South 08 deg. 28 min. 43 sec. East, a distance of 46.60 feet to a 1/2-inch iron rod for corner;

South 21 deg. 26 min. 41 sec. West, a distance of 65.88 feet to a 1/2-inch iron rod for corner;

South 08 deg. 02 min. 22 sec. West, a distance of 65.30 feet to a 1/2-inch iron rod for corner in a non-tangent curve to the right having a radius of 404.03 feet, a chord distance of 495.39 feet and a chord bearing of South 47 deg. 12 min. 06 sec. West;

Southwesterly along said curve through a central angle of 75 deg. 37 min. 21 sec. for an arc distance of 533.26 feet to a 1/2-inch iron rod for the point of curvature of a compound curve to the right having a radius of 401.35 feet, a chord distance of 452.28 feet and a chord bearing of North 60 deg. 41 min. 32 sec. West;

Northwesterly along said curve through a central angle of 68 deg. 35 min. 18 sec. for an arc distance of 480.45 feet to a 1/2-inch iron rod for corner;

North 89 deg. 58 sec. 03 sec. West, a distance of 106.53 feet to a 1/2-inch iron rod for corner;

South 05 deg. 51 min. 17 sec. West, a distance of 144.58 feet to a 1/2-inch iron rod for corner in a non-tangent curve to the right having a radius of 298.00 feet, a chord distance of 233.17 feet and a chord bearing of South 30 deg. 25 min. 46 sec West,

Southwesterly along said curve through a central angle of 46 deg. 03 min. 41 sec. for an arc distance of 239.57 feet to a 1/2-inch iron rod for corner;

South 55 deg. 57 min. 40 sec. West, a distance of 18.80 feet to a 1/2-inch iron rod for the east corner of a 0.2837 acre tract of land conveyed by deed to Dallas County Utility & Reclamation District (DCURD) as recorded in Volume 86251, Page 0310, Deed Records of Dallas County, Texas;

THENCE departing said back (dry) side of the concrete retaining wall and along the northwest line of said DCURD tract, North 33 deg. 48 min. 25 sec. West, a distance of 95.60 feet to a 1/2-inch iron rod for north corner of said DCURD tract;

THENCE along the northwest line of said DCURD tract, South 56 deg. 11 min. 35 sec. West, a distance of 190.50 feet to a 1/2-inch iron rod for corner in a non-tangent curve to the left having a radius of 20.00 feet, a chord distance of 13.73 feet and chord bearing of South 28 deg. 42 min. 54 sec. West;

THENCE continuing along the said northwest line and along said curve through a central angle of 40 deg. 08 min. 50 sec. for an arc distance of 14.00 feet to a chiseled "X" for the west corner of said DCURD tract in the aforementioned easterly right-of-way line of Las Colinas Blvd., said point being in a non-tangent curve to the right having a radius of 768.51 feet, a chord distance of 178.50 feet and a chord bearing of North 29 deg. 05 min. 28 sec. West;

THENCE along said curve and with said easterly right-of-way line through central angle of 13 deg. 20 min. 17 sec. for an arc distance of 178.90 feet to a chiseled "X" for the point of tangency of said curve;

THENCE continuing along said easterly right-of-way line, North 22 deg. 25 min. 19 sec. West, a distance of 323.29 feet to the POINT OF BEGINNING;

CONTAINING a computed area of 13.010 acres or 566,690 square feet of land.

After Recording Return to:  
Las Colinas Association  
122 W. John Carpenter Freeway, Suite 550  
Irving, Texas 75039-2098

*Chitra Srinivasan*  
COUNTY CLERK  
DALLAS CO., TEXAS

FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS  
2005 JUN 28 PM 3:13

200512608566