

**SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR ESTATES AT CHAMPIONS RUN**

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

94- 0205607

This Second Amendment to Declaration of Covenants, Conditions and Restrictions for Estates at Champions Run (this "Amendment") effective as of the date provided below, is made and executed by Champions Estates, Ltd., a Texas limited partnership (the "Declarant") as follows:

RECITALS

A. Declarant is the developer of Champions-Unit 1 Stone Oak, Planned Unit Development, an addition in Bexar County, Texas, according to the map or plat thereof recorded Volume 9522, Pages 179-187, of the Deed and Plat Records of Bexar County, Texas and of Champions-Unit 2, Stone Oak, Planned Unit Development, an addition in Bexar County, Texas, according to the map or plat thereof recorded at Volume 9529, Pages 102-103, Deed and Plat Records of Bexar County, Texas, which are subdivisions out of the Property (as defined in the Declaration).

B. In connection with the subdivision and development of the Property, Declarant has executed that certain Declaration of Covenants, Conditions and Restrictions for Estates at Champions Run, dated November 19, 1992, and recorded at Volume 5504, Page 888, and at Volume 5571, Page 1833 of the Real Property Records of Bexar County, Texas, as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Estates at Champions Run, dated March 16, 1994, and recorded at Volume 6029, Page 1929 of the Real Property Records of Bexar County, Texas (said Declaration of Covenants, Conditions and Restrictions for Estates at Champions Run as amended, the "Declaration").

C. As of the date of execution of this Declaration, Declarant has not sold ninety-five percent (95%) of the Lots and is entitled, under the provisions of Section 9.02.A of the Declaration, to amend the Declaration, acting alone.

D. Declarant desires to amend the Declaration to clarify and confirm the real property included in the Property subject to the Declaration and to clarify and supplement the provisions of the Declaration relating to Assessments.

NOW, THEREFORE, for and in consideration of the foregoing, this Amendment is executed on the following terms and conditions:

1. **Modification of the Declaration.** The Declaration is modified and amended as provided in the following paragraphs:

1.1 Exhibit A to Declaration. The Declaration is amended to provide that Exhibit "A" attached to this Amendment is, and shall be deemed to be, the Exhibit "A" to be attached to the Declaration and referenced in the definition of "Property" set forth in Section 1.20 of the Declaration. For all purposes under the Declaration, the term "Property" shall mean and refer to the real property subject to the Declaration, which Real Property is and shall be the Property described on Exhibit "A" attached to this Amendment,

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together with any land which is added to the terms of the Declaration as provided in Section 2.02 of the Declaration.

1.2 **Assessments.** Section 7.01(A) of the Declaration is amended by deleting the second sentence of such section in its entirety and inserting the following in place thereof:

In levying Assessments against the Lots on a uniform basis, the Board may (i) designate different classes of Lots, as long as such designation is made on a reasonable basis, and (ii) allocate to each class of Lots designated by the Board such portion of the amounts determined by the Board to be necessary pursuant to Sections 7.03 and/or 7.04 hereof, as the Board determines on a reasonable basis to be appropriate and, with respect to any differences in the respective amounts of Assessments to be levied against the Lots in one class as compared to any other class, consistent with the basis on which such classes are designated. Assessments levied against the Lots in any class designated by the Board shall be uniform. In the event the Board does not designate different classes of Lots, the amount of any Assessment against each Lot shall be determined by dividing the total amount determined by the Board to be necessary pursuant to Section 7.03 and/or 7.04 hereof by the total number of Lots within the Property at the time the Assessment is levied, as determined by reference to each plat of a portion of the Property which is of record at the time the Assessment is levied.

2. **Defined Terms.** Words and terms used in this Amendment which are defined in the Declaration are used in this Amendment as defined in the Declaration, except as specifically otherwise provided in this Amendment.

3. **Preservation of Declaration.** Except as specifically amended and modified by this Amendment, all the terms, provisions, covenants, conditions and restrictions set forth in the Declaration shall remain in full force and effect as provided in the Declaration. All terms, provisions, covenants, conditions and restrictions of the Declaration, as amended and modified by the instrument, are ratified, confirmed and reaffirmed by Declarant. Except as otherwise expressly provided in this Amendment, Declarant does not intend to, and the execution of this Declaration shall not, in any manner impair, waive or release any of the terms, provisions, covenants, conditions and restrictions of the Declaration. The purpose of this Amendment is to amend the Declaration as provided above and to ratify, confirm and reaffirm all terms, provisions, covenants, conditions and restrictions set forth in the Declaration, as modified and amended by this Amendment.

4. **Governing Law.** This Amendment shall be construed and governed under the laws of the State of Texas.

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This Amendment is executed effective as of the date this Amendment is recorded in the Real Property Records of Bexar County, Texas.

DECLARANT:

CHAMPIONS ESTATES, LTD.,
a Texas limited partnership

By: Sutco, Inc., a Texas corporation,
its managing General Partner

By: *[Signature]*

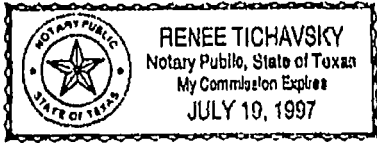
Printed Name: H.M. PIKE, Jr

Title: PRESIDENT

Address: 3321 Bee Cave Road, Suite 300
Austin, Texas 78746

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 15th day of September, 1994,
by H.M. Pike, Jr., President of Sutco, Inc., a Texas
corporation, the Managing General Partner of Champions Estates, Ltd., a Texas limited
partnership, on behalf of said corporation and said limited partnership.



[Signature]
Notary Public, State of Texas
Name Printed: Renee Tichavsky
Commission Expires: JULY 19, 1997

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EXHIBIT A

PROPERTY

Tract I:

Lots 1 through 125, both inclusive, Block 1, Champions-Unit 1 Stone Oak, Planned Unit Development, an addition in Bexar County, Texas, according to the map or plat thereof recorded in Volume 9522, Page 179-187, Deed and Plat Records of Bexar County, Texas.

Tract II:

Metes and Bounds Description for
a 73.186 Acre Tract of Land

Being a 73.186 acre tract of land out of the following: Deaty, Seale & Farwood Survey #1, Abstract #115, Abstract #946; L.C. Grothaus Survey #12, Abstract #930; out of a 1,501.993 ac. tract recorded in Volume #6506, Pages 821-822; out of a 1,379.411 ac. tract recorded in Volume 6693, Pages 981-983 of the Deed and Plat Records of Bexar County, Texas;

Said 73.186 acre tract being more particularly described as follows:

BEGINNING: At a point on the east R.O.W. line of Evans Rd. with its intersection with the south R.O.W. line of Champlons Street said point of beginning also being the southwest corner of a plat whose name bears Champlons-Unit 1 as recorded in Volume 9522, Page 180 Deed and plat Records, Bexar County, Texas;

THENCE: With the south R.O.W. line of said Champlons Street the following:
N 36° 38' 36" E, 31.32 feet to a point for a corner;

THENCE: N 81° 38' 36" E, 245.72 feet to a point for a corner,

THENCE: S 53° 21' 24" E, 21.21 feet to a point for a corner,

THENCE: N 81° 38' 36" E, 50.00 feet to a point on the east R.O.W. line of Champlons Run to a point for a corner;

THENCE: N 08° 21' 24" W, 101.00 feet along the east R.O.W. line of Champlons Run to a point for an interior corner;

THENCE: N 81° 25' 55" E, 713.00 feet continuing along the south line of said Champlons-Unit 1 Subdivision Plat to a point for a corner; said corner also being the southwest corner of Lot 80 of the above mentioned subdivision;

THENCE: S 81° 06' 05" E, 150.00 feet continuing the south line of said Champlons Unit-1 Subdivision Plat to a point for a corner, said corner also being the southwest corner of Lot 80 of the above mentioned subdivision;

THENCE: S 64° 00' 25" E, 215.43 feet continuing along said south line to a point for a corner;

11322 Str Winton * San Antonio, Texas 78215 * (512) 349-6571

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THENCE: S 52° 05' 39" E, 197.61 continuing along said south line of said Champions Unit-1 Subdivision to a point for a corner, said corner also being the southeast corner of Lot 79 of the above mentioned subdivision;

THENCE: N 39° 10' 44" E, 22.15 feet along the south line of said subdivision plat said south line also being the south lot line of Lot 78;

THENCE: S 68° 24' 25" E, 67.19 feet along the south line of lot 78 to a point for a corner, said corner also being the northeast corner of this tract;

THENCE: S 01° 24' 25" E, for a distance of 685.00 feet to a corner;

THENCE: S 63° 05' 35" W, for a distance of 505.00 feet to a corner;

THENCE: S 24° 34' 25" E for a distance of 187.70 feet to a corner;

THENCE: S 02° 43' 35" W for a distance of 514.77 feet, to a corner;

THENCE: S 45° 34' 43" W for a distance of 1,050.11 feet, to a corner;

THENCE: N 60° 38' 32" W for a distance of 91.79 feet, to a corner;

THENCE: N 42° 42' 34" W for a distance of 463.38 feet, to a corner;

THENCE: N 62° 00' 19" W for a distance of 235.85 feet, to a corner;

THENCE: N 42° 12' 26" W for a distance of 290.26 feet, to a corner;

THENCE: N 65° 25' 25" W for a distance of 15.43 feet, to a point in the east R.O.W. line of art. 86 N. north/south secondary arterial known as Evans Rd.;

THENCE: N 01° 37' 30" W, 832.15 feet along the east R.O.W. line of Evans Rd. to a point of curvature;

THENCE: 507.04 feet along a curve to the right continuing along the east R.O.W. line of Evans Rd. having a central angle of 18° 46' 06", a radius of 1547.88 feet, and a tangent of 255.81 feet to a point of tangent;

THENCE: N 17° 08' 37" E, 129.24 feet continuing along said east R.O.W. line of Evans Rd. to a point of curvature;

THENCE: 207.19 feet along a curve to the left continuing along the east R.O.W. line of Evans Rd. having a central angle of 07° 13' 31", a radius of 1643.00 feet and a tangent of 103.73 feet to the POINT OF BEGINNING and containing 73.186 Acres (3,187,960.42 sq. ft.) of land, more or less.

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Leo L. Rodriguez, Jr.
Leo L. Rodriguez, Jr. R.P.L.S. 2448
September 15, 1992

Job No. 92713

RETURN AFTER RECORDING,
HUGHES & LUCE LLP
111 CONGRESS AVE STE 900
AUSTIN, TEXAS 78701-9645

RECORDER'S MEMORANDUM

AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.

Any provision herein which restricts the sale, rental, or use of the described real property because of race is invalid and unenforceable under Federal Law.
STATE OF TEXAS, COUNTY OF BEXAR
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

NOV 21 1994



Robert D. Green
COUNTY CLERK BEXAR CO.

Filed for Record in:
BEXAR COUNTY, TX
ROBERT D. GREEN/COUNTY CLERK

On Nov 18 1994

At 10:48am

Receipt #: 88820
Recording: 13.00
Doc/Mnt: 6.00

Doc/Num : 94- 0205607

Deputy - Deborah Greiner

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