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STATE OF TEXAS)
COUNTY OF COLLIN)

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS, AND EASEMENTS FOR AMBERWOOD FARMS
[CITY OF PROSPER, COLLIN COUNTY, TEXAS]

THIS SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS FOR AMBERWOOD FARMS (the
"Supplemental Declaration") is made and entered into this
19th day of November, 1999, by AMBERWOOD FARMS, LTD., a
Texas limited partnership (hereafter referred to as
"Declarant"),

W I T N E S S E T H:

WHEREAS, Declarant is the owner of that certain tract
of land described on Exhibit "A" attached hereto and
incorporated herein by reference for all purposes, which
property is further described hereafter by reference to the
recorded plat (hereinafter referred to as "Amberwood Farms
Phase II");

WHEREAS, on May 20, 1998, a certain Declaration of
Covenants, Conditions, Restrictions and Easements for
Amberwood Farms (the "Declaration") was recorded in Clerk's
File No. 98-0051110, Deed Records, Collin County, Texas; and

WHEREAS, Article IX, Section 9.03 of the Declaration
reads, in pertinent part, as follows:

"Notwithstanding anything herein to the contrary,
Declarant shall have the right to include additional
real property within the subdivision and such
additional property shall be subject to all covenants,
conditions, restrictions, easements, liens and charges
contained in this Declaration. Should Declarant elect
to add property to this Declaration, Declarant need
only to record a Supplemental Declaration describing
the additional property and stating that same is
subject to the terms and provisions hereof."

and

WHEREAS, the Declarant wishes to make the Amberwood
Farms Phase II subject to all rights and obligations
provided in the Declaration including without limitation the
obligation to pay assessments and to vote each lot as a
Class B Member (with subsequent purchasers of lots within
Amberwood Farms Phase II being Class A Members) of the
Amberwood Farms Homeowners Association, Inc., all as more
fully provided in the Declaration,

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NOW, THEREFORE, PREMISES CONSIDERED, Declarant hereby declares Amberwood Farms Phase II to be subject to all the provisions of the Declaration as an Addition within Amberwood Farms, having the voting rights, obligation for assessments, and other rights and obligations provided in the Declaration. Declarant hereby reserves the right to disannex and remove any portion of the property described in Exhibit "A" hereto from the property subject to the Declaration at any time before the property to be removed has been sold to a third party.

EXECUTED effective as of the 19th day of November, 1999.

AMBERWOOD FARMS, LTD.,
a Texas limited partnership

By: Amberwood Farms One,
Inc., a Texas corporation,
General Partner

By: [Signature]
Toby Haggard,
President

THE STATE OF TEXAS)
)
COUNTY OF COLLIN)

This instrument was acknowledged before me on the 19th day of November, 1999, by Toby Haggard, President of Amberwood Farms One, Inc., a Texas corporation, on behalf of said corporation, acting in its capacity as General Partner of Amberwood Farms, Ltd., a Texas limited partnership.

[Signature]
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

My Commission Expires:

[Printed Name of Notary]



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Exhibit A

TRACT A:

SITUATED in the State of Texas, County of Collin, being part of the George Kern Survey, Abstract No. 412, the W.T. Horn Survey, Abstract No. 419, the L. McGary Survey, Abstract No. 600, being part of a 492.072 acre tract (Tract VII) as described and recorded in Volume 3411, Pages 871-880 of the Collin County Land Records, being the norwery of a 115.599 acre tract recorded under County Clerk No. 98-00070674 of the Collin County Land Records with the herein described premises being more particularly described by acres and bounds as follows:

BEGINNING at a 3/8-inch iron rod found marking the northeast corner of the herein described premises and the southeast corner of a 14.7230 acre tract recorded under County Clerk No. 98-0003231 of the Collin County Deed Records, said corner being in the west line of 70 acre tract recorded in Volume 390, Page 183 of the Collin County Deed Records;

THENCE with the west line of said 70 acre tract, an east line of said 492.072 acre tract and 115.599 acre tract, South 01 degrees 11 minutes 17 seconds West, 649.92 feet to a 1/2-inch iron rod found for corner;

THENCE with a south line of said 492.072 acre and 115.599 acre tract, North 89 degrees 33 minutes 31 seconds West, 336.95 feet to a 1/2-inch iron rod found for corner;

THENCE with an east line of said 492.072 acre and 115.599 acre tract, and the west line of Rhea Hills Estates, an addition to Collin County as recorded in Cabinet P, Page 751 of the Collin County Plat Records as follows:

- South 02 degrees 25 minutes 52 seconds West, 480.11 feet;
 - South 01 degrees 41 minutes 37 seconds West, 307.39 feet;
 - South 02 degrees 11 minutes 37 seconds West, 281.84 feet;
 - South 01 degrees 47 minutes 37 seconds West, 336.36 feet and
 - South 01 degrees 20 minutes 37 seconds West, 411.17 feet
- to a 1/2-inch iron rod found marking the northwest corner of Gentry's property;

THENCE continuing with an east line of said 492.072 acre and 115.599 acre tract, and the west line of Gentry's tract, South 01 degrees 38 minutes 37 seconds West, passing at 147.08 feet a 1/2-inch iron rod found for reference and continuing for a total distance of 891.14 feet to a 1/2-inch iron rod found in the approximate middle of County Road No. 122 marking an ell corner of said 492.072 acre tract, Gentry's southwest corner, the most southerly southeast corner of said 115.599 acre tract, and being in the north line of Pacin's 31.649 acre tract;

THENCE with the approximate middle of County Road No. 122, the south line of said 115.599 acre tract, and the north line of said 31.649 acre tract as follows:

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Exhibit A continued

North 87 degrees 08 minutes 13 seconds West, 416.91 feet to a 1/2-inch iron rod found for corner; North 89 degrees 28 minutes 42 seconds West, 278.96 feet to a point in the east line of 1.442 acre tract deed to Collin County for bridge improvements;

TRENCH with the east line of said 1.442 acre tract and an east line of said 119.999 acre tract, North 92 degrees 06 minutes 53 seconds East, 48.84 feet to a 1/2-inch iron rod found marking the northeast corner of said 1.442 acre tract;

TRENCH with the north line of said 1.442 acre tract and a south line of said 119.999 acre tract as follows:

North 87 degrees 53 minutes 04 seconds West, 74.50 feet to the beginning of a curve to the left; Northwesterly along said curve having a central angle of 91 degrees 37 minutes 53 seconds with a radius of 7346.00 feet, for an arc distance of 214.84 feet (chord North 88 degrees 42 minutes 02 seconds West, 214.84 feet) to a 1/2-inch iron rod found marking the end of said curve; North 89 degrees 11 minutes 01 seconds West, passing at 494.22 feet the northwest corner of said 1.442 acre tract and the northeast corner of a 0.242 acre tract deeded to Collin County as recorded in Volume 4116, Page 1749 of the Collin County Deed Records, and continuing for a total distance of 575.90 feet to a point in the middle of Wilson Creek marking the southwest corner of said 119.999 acre tract;

TRENCH with the west line of said 119.999 acre tract and the middle of Wilson Creek as follows:

North 06 degrees 48 minutes 06 seconds West, 171.99 feet;
North 12 degrees 00 minutes 16 seconds East, 215.28 feet;
North 13 degrees 22 minutes 24 seconds West, 187.93 feet;
North 02 degrees 17 minutes 23 seconds East, 238.41 feet;
North 16 degrees 16 minutes 51 seconds West, 726.14 feet;
North 21 degrees 47 minutes 52 seconds East, 233.84 feet;
North 09 degrees 17 minutes 51 seconds West, 195.79 feet
to the northwest corner of said 119.999 acre tract;

TRENCH with the northerly line of said 119.999 acre tract as follows:

North 93 degrees 23 minutes 43 seconds East, 882.09 feet to a 5/8-inch iron rod found for corner; North 08 degrees 54 minutes 16 seconds West, 844.32 feet to a 3/8-inch iron rod found for corner; North 28 degrees 01 minutes 54 seconds West, 184.84 feet to a 3/8-inch iron rod found for corner; North 67 degrees 21 minutes 39 seconds East, 164.17 feet to a 3/8-inch iron rod found for corner; North 28 degrees 01 minutes 41 seconds East, 446.77 feet to a 3/8-inch iron rod found for corner; South 80 degrees 12 minutes 16 seconds East, 454.16 feet to a 5/8-inch iron rod found for corner; North,

176.84 feet to a 3/8-inch iron rod found for corner and North 89 degrees 10 minutes 56 seconds East, 776.70 feet to the point of beginning and containing 119.999 acres of land.

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SAVE AND EXCEPT THE FOLLOWING PROPERTY

Metes and Bounds Description

SITUATED in the State of Texas, County of Collin, being part of the George Horn Survey, Abstract No. 412, the W.T. Horn Survey, Abstract No. 419, being part of a 492.072 acre tract (Tract VII) recorded in Volume 3421, Pages 871-880 of the Collin County Deed Records, being part of a tract recorded under County Clerk No. 96-0062437 of the Collin County Deed Records with said premises being more particularly described by metes and bounds as follows:

COMMENCING FOR REFERENCE at a 1-inch iron pipe found in the south right-of-way line of F.M. Road No. 1461 (90' R.O.W.) marking the most northerly northeast corner of said 492.072 acre tract;

THENCE with an east line of said 492.072 acre tract, South 02°19'20" West, passing at 15.00 feet a 1/2-inch iron rod found marking the northwest corner of Collin Green, an addition to Collin County as recorded in Cabinet G, Page 245 of the Collin County Plat Records, and continuing with the west line of said addition a total distance of 619.91 feet to a 1/2-inch iron rod found for corner;

THENCE continuing with the west line of said addition, South 02°14'47" West, 590.39 feet to a 1/2-inch iron rod found marking its southwest corner and the northwest corner of a 70 acre tract recorded in Volume 390, Page 353 of the Collin County Deed Records;

THENCE with the west line of said 70 acre tract and an east line of said 492.072 acre tract, South 01°11'17" West, 1404.28 feet to a 1/2-inch iron rod found; North 89°33'53" West, 336.95 feet to a 1/2-inch iron rod found; South 02°26'52" West, 460.13 feet and South 01°41'37" West, 38.40 feet to a point in the centerline of a small creek marking the northeast corner and PRINCIPAL PLACE OF BEGINNING of the premises herein described;

THENCE with an east line of said 492.072 acre tract and the west line of Rhea Mills Estates, an addition to Collin County as recorded in Cabinet F, Page 753 of the Collin County Plat Records as follows:

South 01°41'37" West, 268.99 feet; South 02°11'37" West, 283.84 feet; South 01°47'37" West, 336.58 feet and South 01°20'37" West, 412.17 feet to a 1/2-inch iron rod found marking the northwest corner of Gentry's property;

THENCE continuing with an east line of said 492.072 acre tract and the west line of Gentry's tract, South 01°38'37" West, passing at 247.08 feet a 1/2-inch iron rod found for reference and continuing for a total distance of 853.14 feet to a 1/2-inch iron rod found in the approximate middle of County Road No. 82 marking an ell corner of said 492.972 acre tract, Gentry's southwest corner and being in the north line of a 31.649 acre tract;

THENCE with the approximate middle of County Road No. 82 and the north line of said 31.649 acre tract as follows:
North 87°08'13" West, 436.91 feet to a 1/2-inch iron rod found for corner; North 89°25'42" West, 624.71 feet

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to a 1/2-inch iron rod found for corner, and South 73°40'49" West, 243.30 feet to a point marking the northwest corner of said 91.649 acre tract, said corner being in a bridge over Wilson Creek;

THENCE with the middle of Wilson Creek, North 49°40'00" West, 102.41 feet;

TRENCHE departing said creek and along a south line of said 492.072 acre tract, North 83°31'41" West, 203.44 feet to a 1/2-inch iron rod found marking the southeast corner of Small's 616.818 acre tract;

THENCE with the east line of Small's 616.818 acre tract and the approximate middle of Wilson Creek as follows:

North 06°45'06" 207.91 feet; North 12°00'16" East, 215.28 feet; North 13°22'24" West, 117.74 feet to a point marking the intersection of Wilson Creek with a small creek running northeasterly;

THENCE with the upstream meanders of said small creek as follows:

North 52°28'00" East, 83.00 feet; North 48°00'00" East, 50.00 feet; North 13°00'00" East, 78.00 feet; North 68°27'00" East, 66.00; North 53°22'18" East, 82.00 feet; North 16°41'21" East, 49.00 feet; North 62°55'20" East, 44.00 feet; North 50°52'35" East, 75.00 feet; South 48°04'21" East, 31.00 feet; North 40°04'52" East, 243.00 feet; North 85°27'35" East, 42.00 feet; North 08°45'00" East, 44.00 feet; North 39°10'00" East, 306.00 feet; North 36°30'40" East, 97.00 feet; North 33°08'27" East, 230.00 feet; North 70°14'30" East, 89.00 feet; North 21°14'20" East, 43.00 feet; North 71°51'00" East, 25.00 feet; South 46°50'13" East, 27.00 feet; North 28°04'50" East, 66.00 feet; North 15°28'50" West, 66.00 feet; North 00°13'00" West, 56.00 feet and North 53°23'00" East, 156.15 feet to the principal place of beginning and containing 45.527 acres of land.

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ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE
DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS VOID AND
UNENFORCEABLE UNDER FEDERAL LAW
(THE STATE OF TEXAS) (COUNTY OF COLLIN)
I hereby certify that this instrument was FILED in the Public Records on 11/23/99
and the same received by me, and was duly RECORDED, in the Public
Records of Real Property of Collin County, Texas on

NOV 23 1999

Helen Starnes



Filed for Record in:
COLLIN COUNTY, TX
HONORABLE HELEN STARNES
On 1999/11/23
At 9:28A
Number: 99-0142437
Type: RS 21.00