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W.S.

SUPPLEMENTARY DECLARATION NO. 2

LAS COLINAS AREA III  
DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 17 day of October,  
1973 by LAS COLINAS CORPORATION, hereinafter called Declarant.

W I T N E S S E T H :

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, on August 22, 1973; and

WHEREAS, additional real property has previously been added to the  
scheme of the Declaration by Supplementary Declaration No. 1, 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 previously modified by said Supplementary Declaration  
No. 1, is applicable only to the real property described in said Exhibit "A" to the  
Declaration and in Exhibit A-2 to said Supplementary Declaration No. 1 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;

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NOW THEREFORE, LAS COLINAS CORPORATION, Declarant, hereby declares as follows:

1. That the real property described in Exhibit "A-3" attached hereto and incorporated herein by reference for all purposes (designated as Area III 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 3, which shall be applicable only to Area III.

Section 3. Covenants Applicable to Area III. The following provisions shall be applicable to any and all construction, improvement, alteration, addition, or use of, in, or to Area III of the properties:

a. Use Limitations. Sites in Area III may be used for office buildings and related facilities, multi-family residential dwellings, and townhouses. Such sites may also be used for hotels, restaurants, and other retail sales facilities (including but not limited to gasoline service stations) but only with the specific prior written approval of Declarant. The following uses of sites in Area III are not permitted:

- (1) Warehousing and manufacturing.
- (2) Single family detached residential dwellings.
- (3) Any use which involves a noxious odor or any excessive noise level.
- (4) Any use contrary to law or which violates any part of Section 3 of this Article V.
- (5) Overnight parking of campers, mobile homes, boats, trailers or motor homes.
- (6) Any use which involves the raising, breeding, or keeping of any animals or poultry.

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

- (1) 25 feet from any golf course frontage or golf club property;

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(2) 25 feet from any common area greenway paralleling any golf course or golf club property;

(3) 50 feet from John W. Carpenter Freeway (State Highway 114) service road right of way;

(4) 30 feet from any other public street property line.

(5) 10 feet from any interior property line.

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 4 feet in height.

(4) Landscaping;

(5) Any other improvement approved in writing by Declarant. Roofed Structures, other than the following may in no event be so approved:

i. guardhouses;

ii. gate houses;

iii. gasoline service stations; and

iv. 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 5%.

(3) Not be provided in front of any building line fronting a street, except that multi-family residential and townhouse parking may be provided in front of such building lines but behind required setback lines.

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

(5) 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. There shall be provided at least 1.1 parking spaces per residential bedroom, provided that such minimum parking space requirement shall never be less than 2.5 per residential dwelling unit. In no event shall less than one parking space be provided for each of the following, as applicable:

i. 300 gross square feet of office space;

ii. 250 gross square feet of banking or retail store space;

- iii. each hotel guest room;
- iv. each 2-1/2 restaurant or club seats;
- v. each 3-1/2 theatre, auditorium or assembly seats.

Declarant may grant exceptions to and/or variations from any part of paragraph c of this Section 3, 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.

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 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. Do not obstruct sight lines at street or driveway intersections;

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- iii. Preserve existing trees to the extent practical;
- iv. Include at least one tree for each 4500 square feet of area between building lines and street property lines;
- v. 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 multi-family residential and townhouse roof fans, vents, and skylights which do not extend more than 18 inches above roof lines if, in the sole judgement 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 communication or for transmission of sound or current, not within a building, shall be constructed or placed and maintained underground.

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) on one street side of corner buildings or structures.

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

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

(4) Loading docks and areas shall not be within 50 feet of any golf course frontage, golf club or greenway frontage parallel to any golf course.

i. Exterior Illumination. Illumination of exterior walls is not required for either multi-family residential units or townhouses. Illumination

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will be required on all other 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 reglazed 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:

- i. Do not include wooden frames except in the case of multi-family residential structures and townhouses.
- ii. Provide adequate fire protection systems;
- iii. Provide for all underground utilities (public and private);
- iv. Preserve the quality and atmosphere of the area and do not detract from adjacent property;
- v. Do not include exterior fire escapes;
- vi. Do not make extensive use of reflective or mirrored glass.

(3) Each dwelling unit shall contain a trash compactor and a water flushing garbage grinder disposal.

(4) 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.

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

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

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(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.



LAS COLINAS CORPORATION

By Edward R. Geyman  
Executive Vice President

ATTEST:

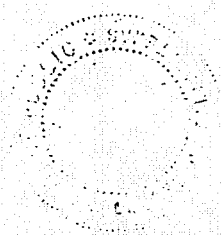
[Signature]  
Assistant Secretary

STATE OF TEXAS )

COUNTY OF DALLAS )

BEFORE ME, the undersigned authority, in and for said county and state, on this day personally appeared Edward R. Geyman, 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 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 17 day of October, 1973.



[Signature]  
Notary Public, in and for  
Dallas County, Texas

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EXHIBIT A-3  
TO  
SUPPLEMENTARY DECLARATION NO. 2  
LAS COLINAS AREA NO. III  
DALLAS COUNTY, TEXAS

FIELD NOTES

All that certain tract or parcel of land out of the A.W. Carter Survey, Abstract No. 377, the J.Preston Survey Abstract No. 1180, the John H. Cole Survey Abstract No. 372, and the S.A. & M.G. Railroad Survey Abstract No. 1452 in Irving, Dallas County, Texas and being more particularly described as follows:

Beginning at the intersection of the South line of the J.W. Carpenter Freeway with the East line of Wingren Road in Irving, Dallas County, Texas, THENCE with the South line of the J.W. Carpenter Freeway as follows:

South 51°34'19" East 246.29 feet,  
South 39°34'30" East 967.57 feet,  
In an Easterly direction 1383.45 with a curve to the left of central angle of 13°25'30" and a radius of 5904.58 feet,  
South 46°01'17" East 114.49 feet,  
South 54°15'17" East 103.01 feet to a point in the West line of Rochelle Blvd.,

THENCE in a Southerly direction with the West line of Rochelle Blvd. as follows:  
South 34°33' West 121.29 feet,

In a Southerly direction 507.62 feet with a curve to the left of central angle of 30°30' and a radius of 903.67 feet.

THENCE North 62°58'30" West 750.06 feet,

THENCE North 42°59'30" West 772.90 feet,

THENCE North 43°56'30" West 755.64 feet,

THENCE North 39°46' East 213.12 feet,

THENCE North 73°42' East 44.78 feet,

THENCE North 39°46' East 145.01 feet,

THENCE North 50°14' West 235.62 feet,

THENCE in a Northwesterly direction 107.4 feet with a curve to the left of central angle of 15°17' and a radius of 402.67 feet,

THENCE North 65°31' West 120.74 feet,

THENCE in a Westerly direction 134.75 feet with a curve to the left of central angle of 35°03' and a radius of 220.0 feet,

THENCE South 79°26' West 64.68 feet,

THENCE in a Westerly direction 82.76 feet with a curve to the right of central angle 32°28' and a radius of 146.07 feet,

THENCE North 68°06' West 53.25 feet to a point in the East line of Wingren Road,

THENCE in a Northerly direction with the East line of Wingren Road as follows:

In a Northerly direction 205.01 feet with a curve to the right of central angle of 10°04'40" and a radius of 1165.68 feet,

North 33°29'30" East 115.0 feet,

In a Northerly direction 279.03 feet with a curve to the right of central angle 17°01' and a radius of 939.59 feet,

North 50°30'30" East 88.22 feet to the point of beginning.

Containing 44.089 acres of land more or less.

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FILED  
D. Howard G. Giddens  
COUNTY CLERK  
DALLAS COUNTY

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✓ LAZ Colinas Coop  
415 North Gate Plaza Shopping  
✓ Irving

STATE OF TEXAS COUNTY OF DALLAS  
I hereby certify that this instrument was  
filed on the date and time stamped hereon  
by me and was duly recorded in the volume  
and page of the named records of Dallas  
County, Texas as stamped hereon by me.

OCT 18 1973

 *Tom G. Kelly*  
COUNTY CLERK, Dallas County, Texas

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