

FIRST AMENDMENT TO DECLARATION
OF CONVENANTS AND RESTRICTIONS
ROSEBROOK SUBDIVISION

FILED
MARY MORRIS
COUNTY CLERK
91 JUL 9 PM 2:29
SMITH COUNTY, TEXAS
BY *[Signature]*
DEPUTY

STATE OF TEXAS
COUNTY OF SMITH

THIS FIRST AMENDMENT TO DECLARATION IS MADE EFFECTIVE
AS OF THE 8th OF July 1991, BY CANAAN LAND
DEVELOPMENT CORPORATION, HEREINAFTER CALLED "DECLARANT".

W I T N E S S E T H,

WHEREAS, effective January 25, 1988, Declarant executed
a certain Declaration of Conenants and Restrictions affecting
ROSEBROOK SUBDIVISION (the "Declaration") recorded May 25, 1990,
in Volume 3012, Page 633, of the Land Records of Smith County,
Texas; and

WHEREAS, Declarant having the requisite ownership to amend
such Declaration, has approved certain amendments to said
Declaration.

NOW, THEREFORE, for and in the consideration of the premises
and other good and valuable consideration, the Declaration is
hereby amended as follows:

ARTICLE IV, Assessments, SECTION 3.

MONTHLY ASSESSMENTS. For each lot on which a residence has
been completed and is available for occupancy, the initial
monthly assessment shall be twenty (\$20.00) dollars, beginning on
the first day of the month following completion of such residence.
Monthly assessments may also be paid in one annual payment of
two-hundred forty (\$240.00) dollars. For each lot which has been
conveyed or sold by the developer to a third party with the
intention of constructing a residence thereon, the monthly
assessment shall be five (\$5.00) dollars, beginning on the first
day of the month following the date of conveyance to said third
party and continuing at such monthly rate until the earliest of
the following events occur:

- (a) The first day of the month following completion of a
residence on said lot; or
- (b) The first day of the month following the expiration of
one year from the date of conveyance from the developer to the
said third party; at which time the monthly assessment shall be the
same as that hereinabove set forth for a lot on which a residence
has been completed and is available for occupancy. For the purpose
of this section, the determination of when a residence has been
completed and is available for occupancy shall rest solely with
the developer.

SECOND AMENDMENT TO DECLARATION OF

COVENANTS AND RESTRICTIONS

ROSEBROOK DEVELOPMENT

00-00027342

STATE OF TEXAS §

COUNTY OF SMITH §

This Second Amendment to the Declaration of Covenants and Restrictions (the Declaration) for the Rosebrook Development is made effective as of the 2nd of May, 2000 by Canaan Land Development Corporation and the present lot owners of record in the Rosebrook Development, Tyler, Smith County, Texas, as evidenced by their signature below, hereinafter collectively referred to as "Declarant".

WITNESSETH:

WHEREAS, effective January 25, 1988, Canaan Land Development Corporation executed a certain Declaration of Covenants and Restrictions affecting Rosebrook Development recorded on May 25, 1990, in Volume 3012, Page 633 of the Land Records of Smith County, Texas; and

WHEREAS, effective July 8, 1991, Canaan Land Development Corporation executed a certain First Amendment to Declaration of Covenants and Restrictions affecting Rosebrook Development recorded July 9, 1991 in Volume 3128, Page 3 of the Land Records of Smith County, Texas; and

WHEREAS, the Declarant herein ratifies in all respects the First Amendment to Declaration of Covenants and Restrictions, including the effective date, affecting Rosebrook Development recorded July 9, 1991 in Volume 3128, Page 3 of the Land Records of Smith County, Texas; and

WHEREAS, the Declaration of Covenants and Restrictions affecting Rosebrook Development may be amended pursuant to Article VI, Section 2 of the Declaration; and

WHEREAS, Declarant, having the requisite ownership to amend the Declaration of Covenants and Restrictions affecting the Rosebrook Development, has approved certain amendments contained herein to the Declaration;

NOW, THEREFORE, for and in the consideration of the premises and other good and valuable consideration, which is hereby acknowledged, the Declaration of Covenants and Restrictions affecting Rosebrook Development are hereby amended as follows:

Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
 Page 1 of 16

Amend ARTICLE I, SECTION 1, (a) to delete the existing language and replace with the following:

- (a) Association. The ROSEBROOK HOMEOWNERS ASSOCIATION, INC. (the Association); its successors and assigns.

Amend ARTICLE I, SECTION 1 by adding the following sub-paragraph:

- (i) Developer. Canuan Land Development Corporation and its successors and assigns.

Amend ARTICLE III to delete the existing language and replace with the following:

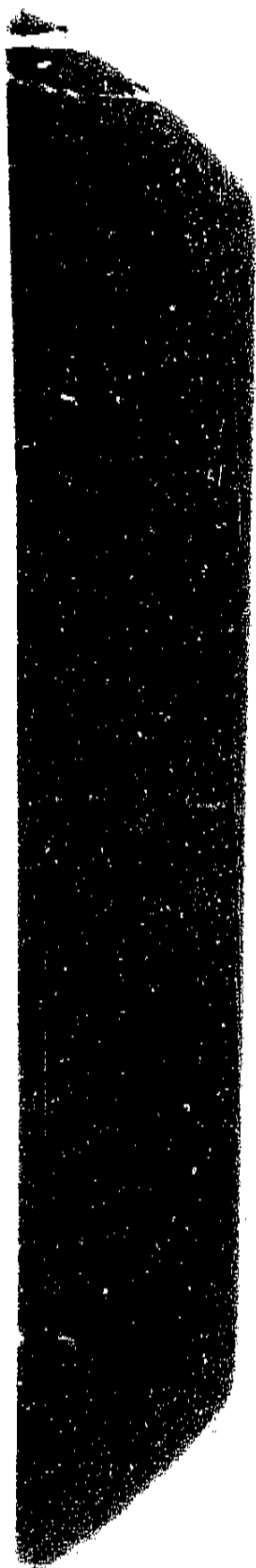
General Duties and Responsibilities for the Association

SECTION 1. The existing Rosebrook Homeowners Association, an unincorporated Association, shall be incorporated as a nonprofit corporation under the laws of the State of Texas. The name of the corporation shall be Rosebrook Homeowners Association, Inc. (the Association). By signature below, all lot owners of record at the time this amendment is effective consent to the incorporation of the existing unincorporated Association. All assets of the unincorporated Association shall be transferred to the new Corporation. The incorporated Association shall be managed by the Board pursuant to procedures set forth in the Association's Articles of Incorporation and Bylaws subject to this Amendment.

SECTION 2. There shall be at least one meeting of the membership each year. At that meeting, the members shall elect, pursuant to the voting rights stated in ARTICLE II of the Declaration and as amended herein, a Board consisting of three directors, vote on any matters the Board chooses to place before the membership, and discuss any matter of Association business that the Board, or any owner, wishes to bring before the entire membership.

SECTION 3. Through the Board, the Association shall have the following powers and duties:

- (a) To adopt rules and regulations to implement this Amendment, the Declaration and its amendments, and the Association Bylaws.
- (b) To enforce the Declaration and its amendments, the Bylaws its rules and regulations.
- (c) To elect officers of the Board and select members of the Architectural Control Committee.
- (d) To delegate its powers to committees, officers or employees.



- (c) To prepare a balance sheet and operating income statement for the Association and deliver a report to the membership at its annual meeting.
- (f) To establish and collect regular assessments to defray expenses attributable to the Association's duties, to be levied against each lot owner.
- (g) To establish and collect special assessments for capital improvements and other purposes.
- (h) To file liens against any lot owner because of non-payment of assessments duly levied and to foreclose on those liens.
- (i) To receive complaints regarding violations of the Declaration and its amendments, the bylaws, or the rules and regulations.
- (j) To hold hearings to determine whether to discipline a lot owner who violates the Declaration and its amendments, the bylaws or the rules and regulations.
- (k) To give reasonable notice to all lot owners of all annual meetings of the membership and all discipline hearings.
- (l) To manage and maintain all of the common area in a state of high quality and in good repair.
- (m) To pay taxes and assessments that are, or could become, a lien on the common area.
- (n) To pay the cost of any liability insurance and fire insurance on the common area and any liability insurance for the members of the Board.

Amend ARTICLE II, SECTION 2 to delete the three paragraphs pertaining to Class B membership and replace those paragraphs with the following:

Class B. The class B member shall be the Developer. The Class B member shall be entitled to two votes to every one vote of a Class A member until the earlier of the following events:

- (a) When the Developer no longer owns any residential lots or property the Developer intends to subdivide and plat for residential lots in Rosebrook Development; or
- (b) January 25, 2018.

After the earlier of one of the above events, the Developer shall be entitled to one vote for each remaining lot in which the Developer holds the interest required for membership in Article II, Section I of the Declaration.

Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
Page 3 of 16

VOL. 5332
SECTION:
capital improvements
action under this section.

Amend ARTICLE II

Any lots of
the required percentage
Restrictions.

This Second Amend
in separate counterparts,
one instrument.

EXECUTED THIS

ATTEST:

By: Janet Conway
Janet Conway, Secretary

STATE OF TEXAS
COUNTY OF SMITH

This instrument
by Stephen E. Conway,
Corporation.



Second Amendment to Declaration of Covenants and Restrictions
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Amend ARTICLE IV, SECTION 5 by adding the following after the last sentence of the section:

The Developer shall not have any vote regarding any special assessment for capital improvements and shall not be counted in the make up of any quorum necessary for action under this section.

Amend ARTICLE VI, SECTION 2 by adding the following to the existing section:

Any lots owned by the Developer shall be counted individually in the make up of the required percentage of lot owners signing any amendment to these Covenants and Restrictions.

COUNTERPARTS

This Second Amendment To Declaration of Covenants and Restrictions may be executed in separate counterparts, with separate signature pages, and when taken together, shall constitute one instrument.

EXECUTED THIS 2nd DAY OF May, 2000.

Canaan Land Development Corporation

By: Stephen E. Conway
Stephen E. Conway, President

WITNESSETH

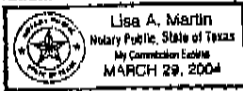
By: Janet Conway
Janet Conway, Secretary

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 2nd day of May, 2000, by Stephen E. Conway, President, and Janet Conway, Secretary, Canaan Land Development Corporation.



Lisa A. Martin
Notary Public, State of Texas



Robert L. Naylor
Robert L. Naylor
106 Rosebrook Blvd.
Whitehouse, Texas 75791

VOL 5332 PAGE 69

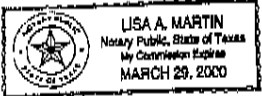
Gary L.
Gary L. Griffith
108 Rosebrook Blvd.
Whitehouse, Texas

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 7th day of March 2000, by **ROBERT L. NAYLOR**.



Lisa A. Martin
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF SMITH

This instrument 2000, by **GARY L. GR**



Alta Naylor
Alta Naylor
106 Rosebrook Blvd.
Whitehouse, Texas 75791

Janet L. Griffith
Janet L. Griffith
108 Rosebrook Blvd.
Whitehouse, Texas 757

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 7th day of March 2000, by **ALTA NAYLOR**.

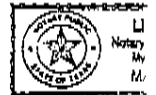


Lisa A. Martin
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF SMITH

This instrument 2000, by **JANET L. G**



Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
Page 5 of 16

Second Amendment to D
Rosebrook Development
Page 6 of 16

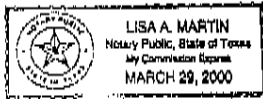
Gary L. Griffith by Janet L. Griffith POA
Gary L. Griffith
108 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 13th day of March, 2000, by GARY L. GRIFFITH.



Lisa A. Martin
Notary Public, State of Texas

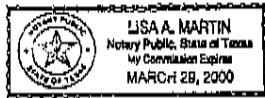
Janet L. Griffith
Janet L. Griffith
108 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 13th day of March, 2000, by JANET L. GRIFFITH.



Lisa A. Martin
Notary Public, State of Texas

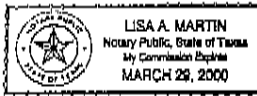
Second Amendment to Declaration of Covenants and Restrictions
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Brian Conway
Brian Conway
412 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 2nd day of March, 2000, by **BRIAN CONAWAY**.



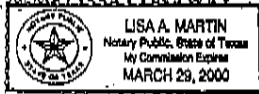
Lisa A. Martin
Notary Public, State of Texas

Melissa Conway
Melissa Conway
412 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 3rd day of March, 2000, by **MELISSA CONAWAY**.



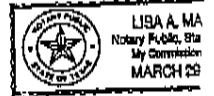
Lisa A. Martin
Notary Public, State of Texas

Second Amendment to Declaration of Covenants and Restrictions
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Gordon C. Bina
Gordon C. Bina
410 Rosebrook Cr.
Whitehouse, Texas 75791

STATE OF TEXAS
COUNTY OF SMITH

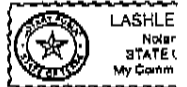
This instrument was acknowledged before me on the 2nd day of March, 2000, by **GORDON C. BINA**.



Doris L. Bina
Doris L. Bina
410 Rosebrook Cr.
Whitehouse, Texas 75791

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 3rd day of March, 2000, by **DORIS L. BINA**.



Second Amendment to Declaration of Covenants and Restrictions
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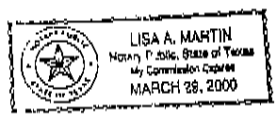
Gordon C. Bina
Gordon C. Bina
410 Rosebrook Cr
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 2nd day of March, 2000, by GORDON C. BINA.



Lisa A. Martin
Notary Public, State of Texas

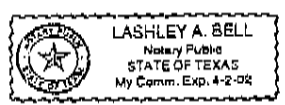
Doris L. Bina
Doris L. Bina
410 Rosebrook Cr
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

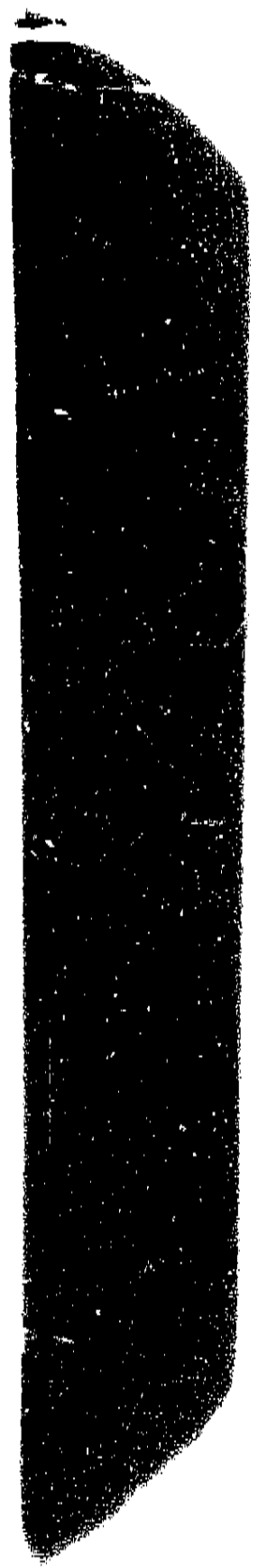
COUNTY OF SMITH

This instrument was acknowledged before me on the 7th day of March, 2000, by DORIS L. BINA.



Lashley A. Bell
Notary Public, State of Texas

Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
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Patricia S. Johnson
Patricia S. Johnson
406 Rosebrook Circle
Whitehouse, Texas 75791

Vivian A. ...
Vivian A. ...
408 Rosebrook
Whitehouse, Texas

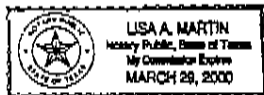
ACKNOWLEDGEMENT

STATE OF TEXAS
COUNTY OF SMITH

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 3rd day of March, 2000, by **PATRICIA S. JOHNSON**.

This instrument was acknowledged before me on the 3rd day of March, 2000, by **VIVIAN A. ...**



Lisa A. Martin
Notary Public, State of Texas



Billie D. Barron
Billie D. Barron
408 Rosebrook
Whitehouse, Texas 75791

Bradley S. Hall
Bradley S. Hall
404 Rosebrook Cir
Whitehouse, Texas

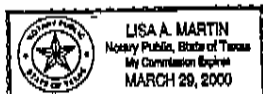
ACKNOWLEDGEMENT

STATE OF TEXAS
COUNTY OF SMITH

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 2nd day of March, 2000, by **BILLIE D. BARRON**.

This instrument was acknowledged before me on the 2nd day of March, 2000, by **BRADLEY S. HALL**.



Lisa A. Martin
Notary Public, State of Texas



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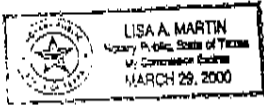
[Signature]
CIVIL A. BARRON
108 Rosebrook
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 2nd day of March
by VIVIAN A. BARRON.



[Signature]
Notary Public, State of Texas

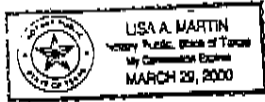
[Signature]
CIVIL A. BARRON

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 10th day of March
by BRADLEY S. HALL



[Signature]
Notary Public, State of Texas

Second Amendment to Declaration of Covenants and Restrictions
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Pamela B. Hall
Pamela B. Hall
404 Rosebrook Cir.
Whitehouse, Texas 75791

Brenda K. Minter
Brenda K. Minter
411 Rosebrook Circle
Whitehouse, Texas 75791

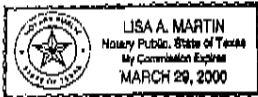
ACKNOWLEDGEMENT

STATE OF TEXAS
COUNTY OF SMITH

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 10th day of March 2000, by PAMELA B. HALL.

This instrument was acknowledged before me on the 10th day of March 2000, by BRENDA K. MINTER.



Lisa A. Martin
Notary Public, State of Texas



Alvie D. Minter
Alvie D. Minter
411 Rosebrook Circle
Whitehouse, Texas 75791

Steven G. Metzger
Steven G. Metzger
404 Rosebrook Circle
Whitehouse, Texas 75791

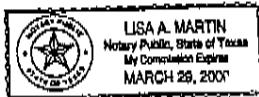
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STATE OF TEXAS
COUNTY OF SMITH

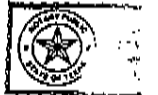
STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 2nd day of March 2000, by ALVIE D. MINTER.

This instrument was acknowledged before me on the 2nd day of March 2000, by STEVEN G. METZGER.



Lisa A. Martin
Notary Public, State of Texas



Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
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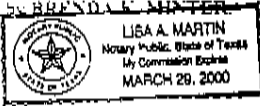
Brenda K. Minter
Brenda K. Minter
411 Rosebrook Circle
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 7th day of March, 2000, by BRENDA K. MINTER



Lisa A. Martin
Notary Public, State of Texas

Steven G. Metzger
Steven G. Metzger
411 Rosebrook Circle
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 10th day of March, 2000, by STEVEN G. METZGER.



Lisa A. Martin
Notary Public, State of Texas

Second Amendment to Declaration of Covenants and Restrictions
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Joy D. Metzger
Joy D. Metzger
409 Rosebrook Circle
Whitehouse, Texas 75791

Cindy Symbalisty
403 Rosebrook Circle
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS
COUNTY OF SMITH

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the 10th day of March, 2000, by **JOY D. METZGER**.

This instrument
2000, by **CINDY SYMBALISTY**



Lisa A. Martin
Notary Public, State of Texas

Stephen T. Symbalisty
405 Rosebrook Circle
Whitehouse, Texas 75791

William F. Downs, Jr.
William F. Downs, Jr.
405 Rosebrook Circle
Whitehouse, Texas 75791

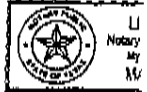
ACKNOWLEDGEMENT

STATE OF TEXAS
COUNTY OF SMITH

STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on the ___ day of _____, 2000, by **STEPHEN T. SYMBALISTY**.

This instrumen
2000, by **WILLIAM I**



Notary Public, State of Texas

Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
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Second Amendment to D.
Rosebrook Development
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Cindy Symbolist
403 Rosebrook Circle
Whitehouse, Texas 75791

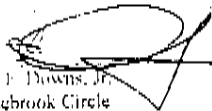
ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the ____ day of _____, 2000, by CINDY SYMBOLIST.

Notary Public, State of Texas



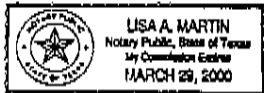
William F. Downs, Jr.
405 Rosebrook Circle
Whitehouse, Texas 75791

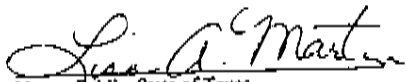
ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 10th day of March, 2000, by WILLIAM F. DOWNS, JR.





Notary Public, State of Texas

Second Amendment to Declaration of Covenants and Restrictions
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Angie Downs

Angie Downs
405 Rosebrook Circle
Whitehouse, Texas 75791

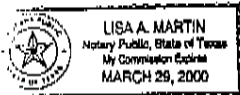
Steven L. Nelms
Steven L. Nelms
102 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 10th day of March, 2000, by ANGIE DOWNS.

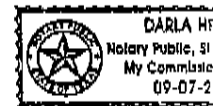


Lisa A. Martin
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 10th day of March, 2000, by STEVEN L. NELMS.



Bryan Scott Norris, Sr
Bryan Scott Norris, Sr
103 Rosebrook Circle
Whitehouse, Texas 75791

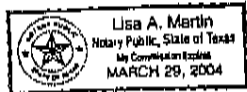
Sharon D. Nelms
Sharon D. Nelms
102 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 23rd day of March, 2000, by BRYAN SCOTT NORRIS, SR.

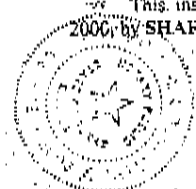


Lisa A. Martin
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 23rd day of March, 2000, by SHARON D. NELMS.



Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
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Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
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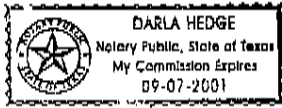
Steven L. Nelms
Steven L. Nelms
102 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 28th day of March,
2000, by STEVEN L. NELMS



Darla Hedge
Notary Public, State of Texas

Sharon D. Nelms
Sharon D. Nelms
102 Rosebrook Blvd.
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 28 day of March,
2000, by SHARON D. NELMS.



Patricia R. Covington
Notary Public, State of Texas

Second Amendment to Declaration of Covenants and Restrictions
Rosebrook Development
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Filed for Record in
SMITH COUNTY, TEXAS
JUDY GARNES, COUNTY CLERK

On Jun 27 2000
At 10:59am

Deputy - LIBBY KENNEDY

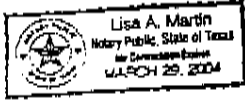
Diane Curry Norris
Diane Curry Norris
403 Rosebrook Circle
Whitehouse, Texas 75791

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF SMITH

This instrument was acknowledged before me on the 27th day of March 2000, by DIANE CURRY NORRIS.



Lisa A. Martin
Notary Public, State of Texas

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STATE OF TEXAS

COUNTY OF SMITH

That in consideration thereof, of a certain part by Choice Homes, Inc., bearing interest and benefit of Trust dated April 30 of Trustee for the benefit 4801, Page 1, Official Plat of Trust dated April 4, Trustee for the benefit 5218, Page 324, Official property therein described

NOW, THEREFORE owner and holder of quit-claim unto the said rights, titles, interests, NATIONAL ASSOCIATION and owner of the above insofar only as the same

All that certain Texas, and being amended plat thereof Smith County, Texas.

It is expressly the liens securing the described property or or impair the validity other property set out

AFTER RECORDING RETURN TO:

Canaan Land Development Corporation
P.O. Box 800
Whitehouse, Texas 75791-0800

STATE OF TEXAS COUNTY OF SMITH
I hereby certify that this instrument was filed on the date and time stated herein by me and was duly recorded in the Official Public records of Smith County, Texas.



JUN 27 2000

JUDY GARNES
COUNTY CLERK, Smith County, Texas
By *Judy Carnes* Deputy

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Rosebrook Development
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