

SUPPLEMENTARY DECLARATION NO. 100

LAS COLINAS AREA C
DALLAS COUNTY, TEXAS A 2874 2 27.00 DEED
2 03/31/89

This Supplementary Declaration, made this 31st day of March, 1989 by LAS COLINAS CORPORATION, hereinafter called Declarant.

W I T N E S S E T H:

WHEREAS, Declarant 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, Declarant desires to 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 modify Article V of the Declaration as it pertains to said additional property;

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

1. That the real property described in Exhibit "A-100" attached hereto and incorporated herein by reference for all purposes (designated as Area C 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 100, which shall be applicable only to Area C.

Section 100. Covenants Applicable to Area C. The following provisions shall be applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area C of the Properties:

a. Use Limitations. Sites in Area C may be used for office buildings and related facilities, theatres, banks and financial institutions and related facilities, hotels, private clubs, restaurants, and other retail sales facilities. The following uses of sites in Area C are not permitted:

(1) Warehouses and manufacturing.

(2) Residential.

(3) Any use which involves a noxious odor or any excessive noise level which constitutes a nuisance.

(4) Any use which violates any part of this Section 100.

(5) Any use which involves the raising, breeding, or keeping of any animals or poultry for commercial purposes.

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

(1) 50 feet from John W. Carpenter Freeway (S.H. 114) right-of-way.

(2) 30 feet from Wingren Blvd. right-of-way.

(3) 10 feet from any other public or private street.

(4) 20 feet from the dry wall of Lake Carolyn and/or Lake Carolyn Canal.

(5) 5 feet from any APT Guideway.

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) Canopies; and

(9) Minor encroachments of adequately screened parking structures or parking areas.

Declarant may grant exceptions to and/or variations from any setback lines established in this paragraph b. of this Section 100, except for b(4) and b(5), setbacks from Lake Carolyn and/or Lake Carolyn

Canal and the APT Guideway, 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/or Lake Carolyn Canal and the APT Guideway, 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/or Lake Carolyn Canal and the APT Guideway, may be granted only by the Architectural Control Committee, provided any such exceptions or variations must be in writing.

c. 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.

d. 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 1/2%.

(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 onstreet parking. If parking needs increase, additional offstreet 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. 200 net square feet of banking and financial institution, or retail store space, if such uses are approved by Declarant;

iii. each 2 restaurant or club seats, if such uses are approved by Declarant;

iv. each 3 1/2 theatre, auditorium or assembly seats; and

v. each hotel guest room.

Declarant may grant exceptions to and/or variations from any part of this paragraph d., provided that any such variations and/or exceptions must be in writing.

e. Driveways. Driveways shall:

(1) Be constructed as specified in "d(1)" above.

(2) Have a minimum width of 12 feet.

f. Median Cuts.

(1) Cuts in the median of Wingren Boulevard will be permitted only at locations approved in advance in writing by the Architectural Control Committee.

g. 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) 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. Signs of a flashing or moving character or inappropriately colored signs will not be permitted. 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 of sites adjacent to Lake Carolyn Canal shall provide landscaping, including hardscape structures and walks as well as plant materials, within the property owned by Dallas County Utility and Reclamation District along that portion of the Canal adjacent to their respective sites in accordance with plans submitted by such owners and subjectively approved by the Board of Directors of the Dallas County Utility and Reclamation District and the Architectural Control Committee. These adjacent property owners shall maintain the improvements in these strips along the Canal in accordance with standards established from time to time by the Dallas County Utility and Reclamation District.

(4) Owners shall provide landscaping, including hardscape structures and walks as well as plant materials within the area adjacent to any public or private street 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 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. All roof drainage and other collected storm water run-off must be carried into either a public storm sewer facility or into Lake Carolyn or Lake Carolyn Canal in a manner subjectively approved by Dallas County Utility and Reclamation District. All discharge structures into Lake Carolyn or Lake Carolyn Canal for all collected storm water run-off must be below elevation 418 above mean sea level and must be subjectively approved by Dallas County Utility and Reclamation District.

m. 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 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) 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;

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

iii. Do not include exterior fire escapes.

(3) The collection, storage, sorting, removing, and disposing of all 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.

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

(5) It shall be the responsibility of the owner to install in conjunction with the construction of any building, and at the owner's sole expense, a conduit separate from other conduits and for the sole purpose of permitting the connection of the Association's Communications System to such Owner's building. The termination points of the conduit, the conduit size and type, the type of pullwire or rope to be installed with the conduit and the physical routing and the depth of the conduit shall be in accordance with the then current plans and specifications published by the Association.

(6) 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.

(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.

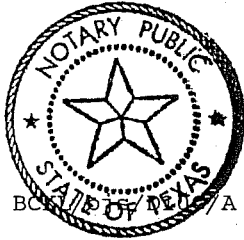
EXECUTED as of the day and year first written above.

LAS COLINAS CORPORATION

BY: David H. Brune
David H. Brune
Vice Chairman of the Board

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on March 31, 1989, by David H. Brune, Vice Chairman of the Board of Las Colinas Corporation, a Texas corporation, on behalf of said corporation.



Bettie Popek
Notary Public
Printed Name: BETTIE POPEK
Commission expires: My Commission Expires
 3-13-93

EXHIBIT "A- 100"

BEING a 3.378 acre tract of land situated in the City of Irving, Dallas County, Texas, in the S.A. & M.G.R.R. Survey, Abstract No. 1452, and the A. W. Carter Survey, Abstract No. 377, said 3.378 acre tract of land being more particularly described as follows:

BEGINNING at a 1/2 inch iron rod found for the intersection of the southeasterly right-of-way line of Wingren Blvd. (a 100 foot right-of-way) as described by plat recorded in Volume 80018, Page 0019, of the Map Records of Dallas County, Texas, and the northeasterly line of John W. Carpenter Freeway, State Highway 114 (a variable width right-of-way);

THENCE along the southeasterly right-of-way line of said Wingren Boulevard, North 50° 21' 52" East, a distance of 183.29 feet to a 1/2 inch iron rod found for the southwesterly corner of a 0.483 acre tract of land as described by deed recorded in Volume 85228, Page 3242 of the Deed Records of Dallas County, Texas;

THENCE along the southwesterly line of said 0.483 acre tract, the following:

South 42°30'00" East, a distance of 132.00 feet to a 1/2 inch iron rod found for corner;

North 47°30'00" East, a distance of 14.71 feet to a 1/2 inch iron rod set for corner;

South 42°30'00" East, a distance of 122.80 feet to a nail set for corner;

North 47°30'00" East, a distance of 10.25 feet to a 1/2 inch iron rod found for corner;

South 42°30'00" East, a distance of 8.26 feet to a 1/2 inch iron rod found for the point of tangent to spiral of a spiral curve to the right having a spiral angle of 05° 17'20",

Southeasterly with said spiral curve to the right for a distance of 118.98 feet to a 1/2 inch iron rod found for the point of spiral to curve of a circular curve to the right having a radius of 639.00 feet, a chord distance of 17.23 feet and a chord bearing of South 36°26'18" East;

Southeasterly with said curve to the right through a central angle of 01°32'40" for an arc distance of 17.23 feet to a 1/2 inch iron rod found for the point of curve to spiral of a spiral curve to the right having a spiral angle of 05°17'20";

Southeasterly with said spiral curve to the right for a distance of 118.98 feet to a 1/2 inch iron rod found for the point of spiral to tangent;

South 30°22'40" East, a distance of 29.36 feet to an "X" in concrete found for corner 10 feet from the back (dry) side of a canal wall, and on a northerly line of that certain tract of land described by deed recorded in Volume 82117, Page 1045 of the Deed Records of Dallas County, Texas, said 1/2 inch iron rod being on a non-tangent curve to the right having a radius of 39.50 feet, a chord distance of 11.87 feet and a chord of South 51°04'23" West;

THENCE 10 feet from and parallel with the back (dry) side of a canal wall and along said northerly line, the following;

Southwesterly with said curve to the right through a central angle of 17°16'46" for an arc distance of 11.91 feet to a 1/2 inch iron rod set for the point of tangency;

South 59°42'46" West, a distance of 227.63 feet to a 1/2 inch iron rod found for corner, said 1/2 inch iron rod being on a non-tangent curve to the left having a radius of 31.00 feet, a chord distance of 19.92 feet and a chord bearing of South 77°55'31" West;

THENCE continuing along said northerly line, the following;

Southwesterly with said non-tangent curve to the left through a central angle of 37° 28'35" for an arc distance of 20.28 feet to a 1/2 inch iron rod found for corner

North 89°23'14" West, a distance of 26.34 feet to an "X" in concrete found for corner

South 32°51'51" West, a distance of 30.77 feet to an "X" in concrete found for corner in the northeasterly right-of-way line of the aforementioned State Highway 114;

THENCE along the northeasterly right-of-way line of said Highway 114, the following:

North $37^{\circ}39'27''$ West, a distance of 68.87 feet to a 1/2 inch iron rod found for corner

North $32^{\circ}05'21''$ West, a distance of 101.61 feet to a 1/2 inch iron rod found on a non-tangent curve to the left having a radius of 1938.36 feet a chord distance of 264.04 feet and a chord bearing of North $34^{\circ}05'29''$ West;

Northwesterly with said curve to the left through a central angle of $07^{\circ}48'39''$ for an arc distance of 264.24 feet to a 1/2 inch iron rod found for corner;

North $06^{\circ}16'41''$ East, a distance of 83.41 feet to the POINT OF BEGINNING:

CONTAINING a computed area of 147,140 square feet or 3.378 acres of land more or less.

SOUTHWEST LAND TITLE CO.
5215 N. CONNOR RD. #1070 BOX 17
CENTRAL TOWER - WILLIAMS SQ.
IRVING, TX 75039

Any provision herein which restricts the sale, rental, or use of the
described real property because of color or race is invalid and
unenforceable under federal law.
STATE OF TEXAS COUNTY OF DALLAS
I hereby certify 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.

MAR 31 1989



Earl Butts
COUNTY CLERK, Dallas County, Texas

89 MAR 31 PM 1:49

DALLAS COUNTY
COUNTY CLERK

Earl Butts

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