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SUPPLEMENTARY DECLARATION NO. 208

LAS COLINAS AREA CCVIII

DALLAS COUNTY, TEXAS

This Supplementary Declaration, made this 17 day of May, 2004, by LAS COLINAS LAND LIMITED PARTNERSHIP, hereinafter called Declarant.

BACKGROUND:

- A. Declarant's predecessor in interest, Las Colinas Corporation ("LCC"), 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.
- B. 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.
- C. LCC assigned all of its rights as "Declarant" under the Declaration to Declarant pursuant to a Corrected Assignment and Transfer of Rights of Declarant under Declaration dated as of June 29, 1989, recorded in Volume 92041, Page 0446, of the Deed Records of Dallas County, Texas.
- D. 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.
- E. 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.
- F. 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 the additional property.

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AMERICAN TITLE COMPANY
6029 Bellline Road, Suite 250
Dallas, TX 75254

- G. Declarant desires to add additional property located within the boundaries of the property described in Exhibit "A-208" to the Declaration to the scheme of the Declaration and to modify Article V of the Declaration as it pertains to the additional property;

NOW THEREFORE, Declarant declares as follows:

1. The real property described in Exhibit A-208 attached hereto and incorporated herein by reference for all purposes (designated as Area CCVIII 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. Article V of the Declaration is modified by the addition thereto of the following Section 208, which is applicable only to Area CCVIII.

Section 208. Covenants Applicable to Area CCVIII. The following provisions are applicable to any and all construction, improvement, alteration, addition, and use of, in, or to Area CCVIII of the Properties:

- a. Use Limitations. Sites in Area CCVIII may be used for church buildings and related facilities, including, without limitation, the following: (i) childcare facilities as long as these uses are located within the church buildings and the operation and use of same is restricted to members of the church; (ii) a columbarium; (iii) retirement and assisted living facilities not to exceed seventy (70) units; and (iv) educational facilities including without limitation private and parochial schools. Sites in Area CCVIII may also be used for office buildings, retail sales, restaurants (provided that any restaurants may not have drive-through facilities), banking and financial institutions, and medical facilities, but only with the specific prior approval of Declarant. Sites in Area CCVIII may not be used for any purpose that involves noxious odors or any excessive noise level that constitutes a nuisance, any use contrary to law or any use which violates any part of this Section 208.a.
- b. Minimum Setback Lines.
 - (1) No structure of any kind and no part thereof may be placed within these setback lines:
 - (A) 50 feet from the IH 635 Freeway right-of-way property line.
 - (B) 25 feet from any other public or private street right-of-way property line.
 - (C) 20 feet from any common boundary line with an adjacent owner.
 - (2) No parking area and no part thereof may be placed within these setback lines:
 - (A) 30 feet from the IH 635 Freeway right-of-way property line.
 - (B) 15 feet from any other public or private street right-of-way property line.
 - (C) 10 feet from any common boundary line with an adjacent owner.

(3) The following improvements are expressly excluded from the restrictions set out in b(1) and b(2) above:

- (A) Structures below and covered by the ground;
- (B) Steps, walks, driveways, and curbing;
- (C) Landscaping;
- (D) Planters, hedges or fences not to exceed four (4) feet in height;
- (E) Guardhouses;
- (F) Gatehouses;
- (G) Aerial pedestrian crossings or connections;
- (H) Canopies; and
- (I) Lighting fixtures within parking areas in compliance with subsection 2.j. below.

(4) Declarant may grant exceptions to or variances from any setback lines established in b(1) and b(2) above, provided that any variances or exceptions must be in writing.

c. Minimum Building Height Requirements. Principal structures erected on sites in Area CCVIII shall conform to, and the height of structures shall comply with, the zoning requirements and restrictions of the City of Irving in effect at the time of construction, but shall, at a minimum, be not less than 22 feet in height, measured from the top of the nearest curb elevation. Declarant may grant exceptions to or variances from the minimum height requirement, provided that any variances or exceptions must be in writing.

d. Parking Areas. Surface parking areas shall:

- (1) Be curbed and guttered with concrete and paved with 5" reinforced concrete placed on a 6" lime stabilized base or an equivalent pavement section engineered by a registered professional engineer as approved by the Architectural Control Committee.
- (2) Have a maximum grade slope of 5% and a minimum grade slope of 1%.
- (3) Be adequately screened by use of berms, trees, landscaping or other means reasonably acceptable to the Architectural Control Committee in accordance with its customary use of discretion. Landscaped islands shall be incorporated into all surface parking areas. Screening shall occur between all surfaced parking lots, adjacent public streets and adjacent exterior boundary lines.
- (4) Be sufficient to accommodate all parking needs for employees, company vehicles, customers, and visitors without the use of onstreet parking. If parking needs increase, additional offstreet parking on-site shall be provided by the Owner. Parking shall meet or exceed the off-street parking requirements of the City of

Irving, Development Codes, Zoning and Subdivision Ordinances as amended from time to time or as otherwise approved by the City of Irving.

Declarant may grant exceptions to or variances from any part of this subsection d, [other than compliance with the parking requirements of the City of Irving referenced in part (5)], provided that any variances or exceptions must be in writing.

- e. Driveways. Driveways shall:
- (1) Be constructed as specified in subsection d(1) above.
 - (2) Have a minimum width of 12 feet.
- f. Signs. All signs must be approved by the Architectural Control Committee in writing prior to installation and must meet the following requirements:
- (1) A Master Signage Plan for Area CCVIII must be developed by the Property owner and be submitted for approval by the Architectural Control Committee. All project and tenant signs must be in compliance with this Master Signage Plan as a condition to being considered for approval by the Architectural Control Committee. The Master Signage Plan must be based on these criteria:
 - (A) Building signage must be compatible with the building elevation in size, shape, color and location. The height of letters on any building fronts must be approved by the Architectural Control Committee as part of the Master Signage Plan.
 - (B) Monument signage must be consistent with the standards for monument signs adopted for Las Colinas by the Architectural Control Committee.
 - (C) Pylon signs (including poles) are not permitted within Area CCVIII.
 - (2) All signs and the wording and logos thereon must be approved by the Architectural Control Committee in writing prior to installation. Normally this approval will be limited to those signs which:
 - (A) identify the name of the organization located on the Property or under which a business is conducted (and business of the occupant including corporate logos), or which give directions, or which offer the premises for sale or for lease;
 - (B) are not of an unusual size or shape when compared to the building or buildings on the premises; and
 - (C) preserve the quality and atmosphere of the area.
 - (3) No signs, symbols, corporate logos, 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; provided, Declarant may grant exceptions to and/or variations from the restrictions in this sentence as long as same are in writing. 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 written approval.

g. Landscaping. Landscaping shall:

- (1) Be completed on all sites contemporaneously with completion of other improvements except for seasonal planting requirements, but in no event later than 180 days after first occupancy of buildings.
- (2) Conform to a landscaping plan and be approved by the Architectural Control Committee under Article IV of the Declaration. Normally, approval will be limited to landscaping plans which:
 - (A) Provide automatic underground sprinkling systems for all landscaped areas;
 - (B) Preserve existing trees to the extent practical;
 - (C) Permit reasonable access to public and private utility lines and easements for installation and repair; and
 - (D) Include at least one tree for each 3,000 square feet of area between exterior building and parking structure walls and public street right-of-way or adjacent boundary lines.
- (3) 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 the 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.

h. 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 must 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. Screening at ground level would normally include landscaping, earthen berms or permanent fences of solid materials and be located as far from property lines as reasonably possible.
- (2) Except as otherwise governed by Federal statutes and/or rulings and regulations of the Federal Communications Commission applicable to the use of antennas, antennas, including, without limitation, dish type antennas, and towers must be approved by the Architectural Control Committee, which may consider things like size, location, and ability to screen the antenna(s) and tower(s) from view from adjacent properties and from public and private streets and highways.

i. Loading Docks and Areas.

- (1) Loading docks and areas may 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.
- (3) Loading docks and areas must be screened in a manner approved in writing by the Architectural Control Committee considering factors like location and views from adjacent and nearby properties and public rights-of-way.

j. Exterior Illumination. Illumination is required for all exterior building walls that may be viewed from 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. Parking lot light standard poles shall not exceed twenty-five (25) feet in height excluding the mounting base which shall not exceed three (3) feet in height. Only "down light" type parking lot fixtures shall be used subject to approval by the Architectural Control Committee. All exterior illumination must conform to plans approved in writing by the Architectural Control Committee.

k. Construction Standards.

- (1) All building sides must be faced with face brick, stone, or with other quality face materials as may be approved in writing by the Architectural Control Committee. Architectural concrete pre-cast panels may be used with written approval of the Declarant. Tilt-wall construction may be used with the application of a face material which is acceptable to the Declarant. Windows or other openings may not be glazed or reglazed with mirrored or reflective glass and the spandrel area between windows or other openings may 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. Normally, approval is limited to those plans which:
 - (A) Preserve the quality and atmosphere of the area and do not detract from adjacent property.
 - (B) Do not include exterior building mounted fire escapes.
 - (C) Do not include exterior building mounted utility connections visible to adjacent property.
- (3) Facilities for 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 must be equipped with gutters, downspouts, and/or other drainage conveyances.
- (5) No excavation may be made except in conjunction with construction or maintenance of an improvement. When the improvement or maintenance is completed, all exposed openings must be back filled, compacted, graded and landscaped in accordance with the approved landscape plan.
- (6) All utility lines (public or private) shall be underground.
- (7) Once commenced, construction must be diligently pursued so it is not left in a partly finished condition for a period longer than ninety (90) days without written approval from the Architectural Control Committee.

1. La Villita Design and Development Guidelines. Notwithstanding anything contained herein to the contrary, all improvements within Area CLXXXXV must conform to the standards established under the "La Villita Design and Development Guidelines", as same may be modified from time to time by Declarant. The La Villita Design and Development Guidelines are held on file with The Las Colinas Association. In the event of any conflict between the rules, regulations, and requirements set out in sections a. through e. above and the rules, regulations, and requirements set out in the La Villita Design and Development Guidelines that are applicable to the same subject matter, the rules, regulations and requirements set out in the La Villita Design and Development Guidelines shall be controlling. Declarant shall have the right, in its sole discretion, to grant exceptions to or variances from the rules, regulations, and requirements of the La Villita Design and Development Guidelines, provided that any such exceptions or variances must be in writing.

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 or granting of any exceptions or variances by Declarant may be construed as representing or implying that improvements built in accordance therewith will be free of defects or comply with applicable laws or ordinances. Any approvals and observations incident thereto concern matters of an aesthetic nature. No approvals and guidelines may be construed as representing or guaranteeing that any improvements built in accordance therewith will be designed or built in a good and workmanlike manner. The granting of any exceptions or variances by Declarant shall be in Declarant's sole discretion. Declarant, the Association, their respective directors, officers, employees, and agents, the Architectural Control Committee, and members of the Architectural Control Committee are not 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 the plans or specifications with any governmental ordinance or regulation, or any defects in construction undertaken pursuant to the plans and specifications. Approval of plans and specifications by the Architectural Control Committee may not 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 satisfies the requirements of all applicable subsections of this Supplementary Declaration that require written approval by the Architectural Control Committee for the plans and specifications. Any determination made by Declarant under this Supplementary Declaration, and the grant or denial of any exception or variance by Declarant under this Supplementary Declaration, is in Declarant's sole discretion.

4. The Declaration, except as expressly modified herein, remains in force and effect and is ratified and confirmed.

[Signature appears on following page.]

EXECUTED as of the day and year first written above.

LAS COLINAS LAND LIMITED PARTNERSHIP,
a Delaware limited partnership

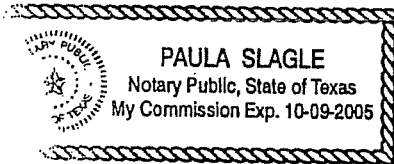
By: Cousins Properties Services LP,
a Texas limited partnership, Manager

By: Cousins Properties Services, Inc.,
a Georgia corporation, its General Partner

By: Charles E. Cotten
Charles E. Cotten
As its: Senior Vice President

THE STATE OF TEXAS §
COUNTY OF DALLAS §

This instrument was acknowledged before me on May 13, 2004, by Charles E. Cotten, Senior Vice President of Cousins Properties Services, Inc., a Georgia corporation, General Partners of Cousins Properties Services LP, a Texas limited partnership, Manager of Las Colinas Land Limited Partnership, a Delaware limited partnership, on behalf of said corporation and partnerships.



[SEAL]

Paula Slagle
Notary Public in and for
the State of Texas

EXHIBIT A – 208

LEGAL DESCRIPTION

Being a 13.61 acre tract of land, situated in the Wm. Kingwell Survey, Abstract No. 737, in the City of Irving, Dallas County, Texas and being a portion of that certain tract of land conveyed to Las Colinas Land Limited Partnership by deed as recorded in Volume 89128, Page 714, Deed Records, Dallas County, Texas, said 13.61 acre tract of land being a portion of Hydro Park Addition, an addition to the City of Irving, according to the plat thereof recorded in Volume 74207, Page 0286, Map Records, Dallas County, Texas and being more particularly described as follows:

BEGINNING at a concrete monument found for corner, said point being in the south line of Interstate Highway 635 (L.B.J. Freeway) (a variable width right-of-way) same point being the northeast corner of a tract of land conveyed to JC Morris by deed as recorded in Volume 84076, Page 5139, Deed Records, Dallas County, Texas and being the northwest corner of said 13.61 acre tract of land being described;

THENCE South 88 degrees 24 minutes 57 seconds East, along the southerly line of said Interstate Highway 635, a distance of 468.74 feet to a ½ inch iron rod set for corner, said point being the northeast corner of said 13.61 acre tract of land being described;

THENCE South 25 degrees 21 minutes 07 seconds East, departing the southerly line of said Interstate Highway 635, through the interior of said 13.61 acre tract of land being described, a distance of 72.45 feet to a ½ inch iron rod set for corner;

THENCE North 89 degrees 52 minutes 23 seconds East, continuing through the interior of said 13.61 acre tract being described, a distance of 3.00 feet to a ½ inch iron rod set for corner;

THENCE South 00 degrees 07 minutes 37 seconds East, continuing through the interior of said 13.61 acre tract being described, a distance of 966.27 feet to a ½ inch iron rod set for corner, said point being the southeast corner of said 13.61 acre tract of land being described;

THENCE South 58 degrees 46 minutes 57 seconds West, continuing through the interior of said 13.61 acre tract being described, a distance of 540.39 feet to a ½ inch iron rod set for corner, said point being the southwest corner of said 13.61 acre tract of land being described, said point also being in the northeasterly line of a tract of land conveyed to Dallas Power and Light Company by deed as recorded in Volume 4811, Page 161, Deed Records, Dallas County, Texas;

THENCE North 20 degrees 16 minutes 48 seconds West, along the common line of said Dallas Power and Light Company tract and said 13.61 acre tract of land being described, a distance of 110.00 feet to a 5/8 inch iron rod found for corner;

THENCE North 00 degrees 12 minutes 32 seconds West, passing the southeast corner of a tract of land conveyed to JC Morris by deed as recorded in Volume 77227, Page 2046, Deed Records, Dallas County, Texas, a distance of 1221.60 feet to the POINT OF BEGINNING and CONTAINING 592,889 square feet or 13.61 acres of computed land, more or less.

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FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

2004 MAY 18 PM 2:38

Cynthia Guessa Clithorn



COUNTY CLERK
DALLAS CO., TEXAS