

there are FHA or VA insured loans secured by a portion of the Property. Such amendment shall not require the consent of any person, Member or Owner (except as provided in this Section 10.5.ii), except a 67% or greater Class Vote approving such action is required if the real property to be withdrawn is a Common Area.

ARTICLE XI MISCELLANEOUS

11.1 Declaration Term - Perpetual. Unless 90% of all the votes approve the termination of this Declaration, the provisions of this Declaration shall run with and bind the land and shall be and remain in effect perpetually to the extent permitted by law. A written instrument terminating this Declaration shall not be effective unless Recorded.

11.2 Amendments to Declaration. This Declaration may be amended by a written consent by Members holding 67% of the vote (all classes counted together), except that Declarant, at its sole discretion and without a vote or the consent of any other party, may modify, amend or repeal this Declaration: (i) at any time prior to the conveyance of the first Lot; (ii) as necessary to bring any provision into compliance with any applicable governmental statutes, rule, regulation or judicial determination; (iii) as necessary to comply with the requirements of the VA, HUD (Federal Housing Administration), FHLMC or FNMA or any other applicable governmental agency or secondary mortgage market entity; or (iv) as necessary to clarify or to correct technical, typographical or scrivener's errors; provided, however, any amendment pursuant to clause (ii), (iii) and/or (iv) immediately above must not have a material adverse effect upon any right of any Owner. Any amendment to this Declaration shall be effective upon Recording.

11.3 Enforcement by Association and/or Owner. The Association or any Owner will have the right to enforce, by any proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges imposed now or in the future by the provisions of this Declaration. Failure of the Association or any Owner to enforce any covenant or restriction of this Declaration will in no event be deemed a waiver of the right to do so in the future.

11.4 Remedies; Cumulative. In the event any Lot does not comply with the terms herein or any Owner fails to comply with the terms herein, the Association and/or any Owner will have each and all of the rights and remedies which may be provided for in this Declaration, the Bylaws and any rules and regulations, and those which may be available at law or in equity, including, without limitation, enforcement of any lien, damages, injunction, specific performance, judgment for payment of money and collection thereof, or for any combination of remedies, or for any other relief. No remedies herein provided or available at law or in equity will be deemed mutually exclusive of any other such remedy, but instead shall be cumulative.

11.5 Notice to Association of Sale or Transfer. Any Owner (other than Declarant) desiring to sell or otherwise transfer title to his or her Lot shall give the Board of Directors written notice of the name and address of the purchaser or transferee within 30 days after the date of such transfer of title and such other information as the Board of Directors may reasonably require. The Association may charge a transfer fee upon the conveyance of title to a Lot for purposes of covering the reasonable administrative costs to change the records.

11.6 Limitation on Interest. All agreements between any Owner and the Association and/or Declarant are expressly limited so that the amount of interest charged, collected or received on account of such agreement shall never exceed the maximum amount permitted by applicable law. If, under any circumstances, fulfillment of any provision of this Declaration or of any other document requires exceeding the lawful maximum interest rates, then, ipso facto, the obligation shall be reduced to comply with such lawful limits. If an amount received by the Association and/or Declarant should be deemed to be excessive interest, then the amount of such excess shall be applied to reduce the unpaid principal and not to the payment of interest. If such excessive interest exceeds the unpaid balance due to the Association and/or Declarant, then such excess shall be refunded to the Owner.

11.7 Construction and Interpretation. This Declaration shall be liberally construed and interpreted to give effect to its purposes and intent, except as otherwise required by law.

11.8 Notices. Except as otherwise provided in the Bylaws or this Declaration, all notices, demands, bills, statements and other communications under this Declaration shall be in writing and shall be given personally or by mail. Notices that are mailed shall be deemed to have been duly given three days after deposit, unless such mail service can prove receipt at an earlier date. Owners shall maintain one mailing address for a Lot, which address shall be used by the Association for mailing of notices, statements and demands. If an Owner fails to maintain a current mailing address for a Lot with the Association, then the address of that Owner's Lot is deemed to be such Owner's mailing address. If a Lot is owned by more than one person or entity, then notice to one co-owner is deemed notice to all co-owners. Attendance by a Member at any meeting shall constitute waiver of notice by the Member of the time, place and purpose of the meeting. Written waiver of notice of a meeting, either before or after a meeting, of the Members shall be deemed the equivalent of proper notice.

11.9 Not a Condominium. This document does not and is not intended to create a condominium within the meaning of the Texas Uniform Condominium Act, Tex. Prop. Code Ann., Section 82.001, et seq.

11.10 Severability. Invalidation of any one of these covenants, conditions, easements or restrictions by judgment or court order will in no manner affect any other provisions, which will remain in full force and effect. Any invalidated provision shall be automatically reformed in such a way so as to be legal and to carry out as near as possible such invalidated provision.

11.11 Rights and Obligations Run With Land. The provisions of this Declaration are covenants running with the land and will inure to the benefit of, and be binding upon, each and all of the Owners and their respective heirs, representatives, successors, assigns, purchasers, grantees and mortgagees. No Lot is exempt from the terms set forth herein. By the recording or the acceptance of a deed conveying a Lot or any ownership interest in the Lot whatsoever, the person to whom such Lot or interest is conveyed will be deemed to accept and agree to be bound by and subject to all of the provisions of this Declaration, whether or not mention thereof is made in said deed.

11.12 Disclaimer Regarding Security. Neither the Association nor Declarant shall in any

way be considered insurers or guarantors of security within the Property, nor shall any of them be held liable for any loss or damage by reason of failure to provide adequate security or of ineffectiveness of security measures undertaken. No representation or warranty is made that any fire protection system, burglar alarm system or other security system can not be compromised or circumvented, nor that any such systems or security measures undertaken will in all cases prevent loss or provide the detection or protection for which the system is designed or intended. Each Owner acknowledges, understands and covenants to inform its tenants, invitees and licensees that the Association, its Board of Directors and committees and Declarant are not insurers and that each person using any portion of the Property assumes all risks for loss or damage to persons, to Lots and to the contents of Lots resulting from acts of third parties.¹

11.13 Street Lights. Street lights within the Property are anticipated to be maintained by the electric utility provider. The operational costs for the street lights are anticipated to be paid by the City. If, at any time in the future, the City adopts an ordinance, regulation, or other mechanism whereby the costs for maintaining and/or operating the street lights within the community are allocated to the Declarant, the Declarant shall have the right to assign all such obligations to the Association, and the Association hereby consents to accept the assignment of all obligations related to maintaining and/or operating said street lights, and the Association shall assume these additional costs as Common Expenses. If, at any time in the future, the City adopts an ordinance, regulation, or other mechanism whereby the costs for maintaining and/or operating the street lights within the community are allocated to the Association, the Association shall assume these additional costs as Common Expenses.

11.14 Attorneys' Fees and Court Costs. If litigation is instituted to enforce any provision herein, then the prevailing party shall be entitled to all attorneys' fees and court costs related to such legal action.

11.15 Gender. All personal pronouns used in this Declaration, whether used in the masculine, feminine or neuter gender, will include all other genders, and the singular will include the plural, and vice versa.

11.16 Headings. The headings contained in this Declaration are for reference purposes only and will not in any way affect the meaning or interpretation of this Declaration.

11.17 Conflicts. In the event of conflict between this Declaration and any Bylaws, rules, regulations or Articles of Incorporation of the Association, this Declaration will control.

11.18 Exhibits. All exhibits referenced in this Declaration as attached hereto are hereby incorporated by reference.

IN WITNESS WHEREOF, the Declarant has caused this instrument to be executed on this 26th day of June, 2002.

DECLARANT:

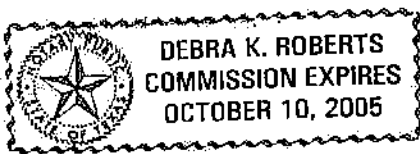
MAA HAR-Residential, Inc.,
a Texas corporation

By: Mark Angeli

Mark Angeli,
President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

The foregoing instrument was acknowledged before me on this the 26th day of June, 2002, by Mark Angeli, President of MAA HAR-Residential, Inc., a Texas corporation.



Debra K. Roberts
Notary Public in for The State of Texas

AFTER RECORDING RETURN TO:

Hughes & Luce, LLP
1717 Main Street, Suite 2800
Dallas, Texas 75201
Attn: Phyllis D. Bevel

EXHIBIT "A"

The Property

[attached]

Tract I (35+/- acres)

BEING 35.66 acres of land situated in the W. Perry Survey, Abstract No. 1034 and the A. F. Borden Survey, Abstract No. 207, City of Justin, Denton County, Texas and being a part of that certain called 205.448 acre Tract2 described in a Deed to Dorothy Jean Hardeman, recorded in Volume 1073, Page 903 of the Deed Records of Denton County, Texas said 35.66 acre tract of land to be more particularly described by metes and bounds as follows:

BEGINNING at a ½" iron rod set for corner in the East line of said 205.448 acre tract in the West line of State Highway No. 156 (120 foot wide right-of-way) and being South 01°19'46" East a distance of 95.44 feet from a ½" iron rod found for corner at the Northeast corner of said 205.448 acre tract, same being the Southeast corner of a called Business Lot D, Extension No.1, Adams Addition an Addition to the Town of Justin, according to the Plat of said Addition recorded in Volume 3, Page 41 of the Plat Records of Denton County, Texas;

THENCE South 01°19'46" East with the East line of said 205.448 acre tract a distance of 60.17 feet to a ½" iron rod set for corner at the beginning of a curve to the left with a radius of 370.00 feet, a tangent length of 308.37 feet, a central angle of 47°45'08", the chord of which bears South 60°09'32" West for a distance of 299.52;

THENCE along the arc of said curve for a distance of 163.78 feet to a ½" iron rod set for corner at the beginning of a curve to the right with a radius of 430.00 feet, a tangent length of 372.00 feet, a central angle of 49°34'01", the chord of which bears South 61°03'58" West for a distance 360.50;

THENCE along the arc of said curve for a distance of 372.00 feet to a ½" iron rod set for corner;

THENCE South 85°50'59" West across said 205.448 acre tract a distance of 224.58 feet to a ½" iron rod set for corner at the beginning of a curve to the left with a radius of 430.00 feet, a tangent length of 95.56 feet, a central angle of 25°03'35", and whose chord bears North 81°37'14" West for a distance of 186.58 feet;

THENCE along the arc of said curve for a distance of 188.07 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right having a radius of 200.00 feet, a tangent length of 10.01 feet, a central angle of 5°43'55", the chord of which bears South 05°17'20" West for a distance of 20.01 feet;

THENCE along the arc of said curve for a distance of 20.01 feet to a ½" iron rod set for corner;

THENCE North 87°34'38" West a distance of 50.00 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 250.00 feet, a tangent length of 15.72 feet, a central angle of 7°11'43", the chord of which bears North 06°01'14" East for a distance of 31.38 feet;

THENCE along the arc of said curve for a distance of 31.40 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 370.00 feet, a tangent length of 107.17 feet, a central angle of 32°18'22", the chord of which bears South 85°23'28" West for a distance of 205.87 feet;

THENCE along the arc of said curve for a distance of 208.62 feet to a ½" iron rod set for corner;

THENCE South 69°14'17" West a distance of 646.58 feet to a ½" iron rod set for corner;

THENCE South 20°45'43" East a distance of 5.43 feet to a ½" iron rod set for corner at the beginning of a tangent curve to the right with a radius of 100.00 feet, a tangent length of 7.31 feet, a central angle of 8°21'41", the chord of which bears South 24°56'33" East for a distance of 14.58 feet;

THENCE along the arc of said curve for a distance of 14.59 feet to a ½" iron rod set for corner;

THENCE South 60°52'36" West a distance of 50.00 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 150.00 feet, a tangent length of 10.96 feet, a central angle of 8°21'41", the chord of which bears North 24°56'33" West for a distance of 21.87 feet;

THENCE along the arc of said curve for a distance of 21.89 feet to a ½" iron rod set for corner;

THENCE North 20°45'43" West a distance of 12.41 feet to a ½" iron rod set for corner;

THENCE South 71°19'30" West a distance of 92.08 feet to a ½" iron rod set for corner at the beginning of a tangent curve to the right with a radius of 250.00 feet, a tangent length of 88.36 feet, a central angle of 38°55'53", the chord of which bears North 89°12'33" West for a distance of 166.62 feet;

THENCE along the arc of said curve for a distance of 169.87 feet to a ½" iron rod set for corner;

THENCE North 20°18'32" East a distance of 50.00 feet to a ½" iron rod set for corner;

THENCE North 32°01'04" East a distance of 100.63 feet to a ½" iron rod set for corner;

THENCE North 00°28'58" West a distance of 83.76 feet to a ½" iron rod set for corner;

THENCE North 20°45'43" West a distance of 357.42 feet to a ½" iron rod set for corner;

THENCE North 44°09'37" West a distance of 49.25 feet to a ½" iron rod set for corner;

THENCE North 40°45'58" West a distance of 42.84 feet to a ½" iron rod set for corner;

THENCE North 46°45'57" West a distance of 55.79 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 547.04 feet to a ½" iron rod set for corner;

THENCE North 64°02'33" West a distance of 50.00 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 570.79 feet, a tangent length of 128.54 feet, a central angle of 25°22'54", the chord of which bears South 13°27'43" West for a distance of 250.79 feet;

THENCE along the arc of said curve for a distance of 252.86 feet to a ½" iron rod set for corner in the West line of said 205.448 acre tract and the East line of a called Northwest Independent School District recorded in Volume 2399, Page 824 of said Deed Records;

THENCE North 00°46'16" East with said West line and said East line a distance of 381.10 feet to a ½" iron rod set for corner in said East line and said West line;

THENCE South 53°47'46" East a distance of 115.59 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 570.79 feet, a tangent length of 10.20 feet, a central angle of 02°02'53" and whose chord bears North 35°10'48" East - 20.40 feet;

THENCE with said non-tangent curve to the right for an arc length of 20.40 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 274.28 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 20.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 50.00 feet to a ½" iron rod set for corner;

THENCE South 53°47'46" East a distance of 20.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 210.00 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 20.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 50.00 feet to a ½" iron rod set for corner;

THENCE South 53°47'46" East a distance of 15.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 115.00 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 15.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 60.00 feet to a ½" iron rod set for corner;

THENCE South 53°47'46" East a distance of 223.96 feet to a ½" iron rod set for corner at the beginning of a tangent curve to the right with a radius of 430.00 feet, a tangent length of 34.10 feet, a central angle of 9°04'07", the chord of which bears South 49°15'42" East for a distance of 67.99 feet;

THENCE along the arc of said curve for a distance of 68.06 feet to a ½" iron rod set for corner at the beginning of a curve to the left with a radius of 370.00 feet, a tangent length of 19.77 feet, a central angle of 6°07'01", the chord of which bears South 47°47'09" East for a distance of 39.48 feet;

THENCE along the arc of said curve for a distance of 39.50 feet to a ½" iron rod set for corner;

THENCE North 37°56'54" East a distance of 39.53 feet to a ½" iron rod found for corner at an ell corner in the West line of the Hardeman Valley Addition according to the Plat of said Addition recorded in Volume 10, Page 2 of said Plat Records;

THENCE South 53°47'56" East with said West line and the North line of said 205.448 acre tract a distance of 473.39 feet to a ½" iron rod found for corner;

THENCE South 89°49'37" East a distance of 122.21 feet to a ½" iron rod found for corner in the South line of said Addition;

THENCE South 01°03'04" West a distance of 194.76 feet to a ½" iron rod found for corner at the Southwest corner of the above referenced Adams Addition;

THENCE South 31°18'12" East a distance of 113.18 feet to a ½" iron rod set for corner;

THENCE South 20°45'43" East a distance of 675.96 feet to a ½" iron rod set for corner at the beginning of

a non-tangent curve to the right with a radius of 430.00 feet, a tangent length of 44.27 feet, a central angle of $11^{\circ}45'27''$, the chord of which bears North $80^{\circ}14'32''$ East for a distance of 88.08 feet;

THENCE along the arc of said curve for a distance of 88.24 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE North a distance of 11.07 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 225.00 feet, a tangent length of 4.47 feet, a central angle of $2^{\circ}16'28''$, the chord of which bears North $01^{\circ}08'14''$ West for a distance of 8.93 feet;

THENCE along the arc of said curve for a distance of 8.93 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE North $87^{\circ}43'32''$ East a distance of 50.00 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 275.00 feet, a tangent length of 5.46 feet, a central angle of $2^{\circ}16'28''$, the chord of which bears South $01^{\circ}08'14''$ East for a distance of 10.92 feet;

THENCE along the arc of said curve for a distance of 10.92 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE South a distance of 10.59 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 430.00 feet, a tangent length of 65.79 feet, a central angle of $17^{\circ}23'47''$, the chord of which bears South $78^{\circ}30'52''$ East for a distance of 130.06 feet;

THENCE along the arc of said curve for a distance of 130.56 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a curve to the left with a radius of 370.00 feet, a tangent length of 79.77 feet, a central angle of $24^{\circ}20'03''$, the chord of which bears South $81^{\circ}59'00''$ East for a distance of 155.97 feet;

THENCE along the arc of said curve for a distance of 157.14 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE North $85^{\circ}50'59''$ East a distance of 224.58 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a curve to the left having a radius of 370.00 feet, a tangent length of 170.83 feet, a central angle of $49^{\circ}34'01''$, the chord of which bears North $61^{\circ}03'58''$ East for a distance of 310.20 feet;

THENCE along the arc of said curve for a distance of 320.09 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a curve to the right with a radius of 430.00 feet, a tangent length of 193.25 feet, a central angle of $48^{\circ}24'01''$, the chord which bears North $60^{\circ}28'58''$ East for a distance of 352.54 feet;

THENCE along the arc of said curve for a distance of 363.24 feet back to the PLACE OF BEGINNING and containing 35.66 acres of land, more or less.

Tract II (16 +/- acres)

BEING 16.81 acres of land situated in the W. Perry Survey, Abstract No. 1034 and the A. F. Borden Survey, Abstract No. 207, City of Justin, Denton County, Texas and being a part of that certain called 205.448 acre Tract2 described in a Deed to Dorothy Jean Hardeman, recorded in Volume 1073, Page 903 of the Deed Records of Denton County, Texas said 15.05 acre tract of land to be more particularly described by metes and bounds as follows:

Commencing at a 1/2" iron rod set for corner in the East line of said 205.448 tract in the West line of State Highway No.156 (120 foot right-of-way) and being the Southeast corner of Buddy Hardeman Addition, Phase I according to the Plat of said addition recorded in Volume , Page ,of said Deed Records.

THENCE, with a curve to the left along the South right-of-way line of Buddy Hardeman Boulevard (60 foot right-of-way) having a radius of 370.00 feet, a tangent length of 308.37 feet, a central angle of 47°45'08", the chord of which bears South 60°09'32" West-299.52 feet;

THENCE with said curve to the left for an arc length of 163.78 feet to a 1/2" iron rod found for corner at the beginning of a curve to the right having a radius of 430.00 feet, a tangent length of 372.00 feet, a central angle of 49°34'01", the chord of which bears South 61°03'58" West-360.50 feet;

THENCE with said curve to the right for an arc length of 372.00 feet to a 1/2" iron found for corner;

THENCE South 85°50'59" West across said 205.448 acre tract a distance of 173.57 feet to a 1/2" iron rod set for corner and being the PLACE OF BEGINNING.

THENCE South 02°15'38" West for a distance of 616.93 feet to a 1/2" iron rod set for corner;

THENCE with creek the following courses:

South 80°54'57" West for a distance of 123.57 feet to a 1/2" iron rod set for corner;

South 80°26'39" West for a distance of 64.20 feet to a 1/2" iron rod set for corner;

South 81°04'31" West for a distance of 73.10 feet to a 1/2" iron rod set for corner;

North 78°41'04" West for a distance of 94.41 feet to a 1/2" iron rod set for corner;

North 84°52'45" West for a distance of 88.92 feet to a 1/2" iron rod set for corner;

North 82°07'05" West for a distance of 92.85 feet to a 1/2" iron rod set for corner;

North 86°19'20" West for a distance of 168.50 feet to a 1/2" iron rod set for corner;

North 79°45'47" West for a distance of 120.46 feet to a 1/2" iron rod set for corner;

North 76°26'13" West for a distance of 75.21 feet to a 1/2" iron rod set for corner;

North 89°40'15" West for a distance of 232.63 feet to a 1/2" iron rod set for corner;

South 82°25'18" West for a distance of 30.60 feet to a 1/2" iron rod set for corner;

South 86°08'42" West for a distance of 165.05 feet to a 1/2" iron rod set for

corner;
 North 86°14'32" West for a distance of 168.92 feet to a 1/2" iron rod set for corner;
 THENCE North 19°48'07" East for a distance of 354.58 feet to a 1/2" iron rod set for corner;
 THENCE, along a curve to the left having a radius of 250.00 feet, a central angle of 38°25'29", a tangent length of 87.12 feet, the chord of which bears South 89°27'46" East for a distance of 164.53 feet;
 THENCE along said curve for a distance of 167.66 feet to a 1/2" iron rod set for corner;
 THENCE North 71°19'30" East for a distance of 92.08 feet to a 1/2" iron rod found for corner;
 THENCE South 20°45'43" East for a distance of 12.41 feet to a 1/2" iron rod found for corner;
 Thence, along a curve to the left with a radius of 150.00 feet, a tangent length of 10.96 feet, a central angle of 8°21'41", the chord of which bears South 24°56'33" East for a distance of 21.87 feet;
 THENCE along said curve for a distance of 21.89 feet to a 1/2" iron rod found for corner;
 THENCE North 60°52'36" East for a distance of 50.00 feet to a 1/2" iron rod found for corner;
 THENCE, along a curve to the right having a radius of 100.00 feet, a central angle of 8°21'41", a tangent length of 7.31 feet, the chord of which bears North 24°56'33" West for a distance of 14.58 feet;
 THENCE along said curve a distance of 14.59 feet to a 1/2" iron rod found for corner;
 THENCE North 20°45'43" West for a distance of 5.43 feet to a 1/2" iron rod found for corner;
 THENCE North 69°14'17" East for a distance of 646.58 feet to a 1/2" iron rod found for corner;
 THENCE, along a curve to the right with a radius of 370.00 feet, a tangent length of 107.17 feet, a central angle of 32°18'22", the chord of which bears North 85°23'28" East for a distance of 205.87 feet;
 THENCE along said curve for a distance of 208.62 feet to a 1/2" iron rod found for corner;
 Thence, along a curve to the left having a radius of 250.00 feet, a central angle of 7°11'43", a tangent length of 15.72 feet, the chord of which bears South 06°01'14" West for a distance of 31.38 feet;
 THENCE along said curve for a distance of 31.40 feet to a 1 / 2" iron rod found for corner;
 THENCE South 87°34'38" East for a distance of 50.00 feet to a 1/2" iron rod found for corner;
 THENCE, along a curve to the right having a radius of 200.00 feet, a central angle of 5°45'13", a tangent length of 10.05 feet, the chord of which bears North 05°17'59" East for a distance of 20.08 feet;
 THENCE along said curve for a distance of 20.08 feet to a 1 / 2" iron rod found for corner;
 THENCE, along a curve to the left having a radius of 430.00 feet, a central angle of 25°03'35", a tangent length of 95.56 feet, the chord of which bears South 81°37'14" East for a distance of 186.58 feet;
 THENCE, along said curve for a distance of 188.07 feet to a 1 / 2" iron rod found for corner;
 THENCE North 85°50'59" East for a distance of 51.01 feet to a 1/2" iron rod found for corner to the PLACE OF BEGINNING and containing 16.81 acres of land, more or less and designated herein as the Buddy Hardeman Addition, Phase III subdivision to the City of Justin, Texas, and whose name is subscribed hereto, hereby dedicate to the use of the public forever all streets, alleys, parks, water courses, drains, easements, right-of-way and public spaces thereon shown for the purpose and consideration therein expressed.

5156 01078

EXHIBIT "B"

Annexable Property

311.9
7/19/99

ALL THAT CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING SITUATED IN THE W. PERRY SURVEY, ABSTRACT NUMBER 1034, THE A.F. BORDEN SURVEY, ABSTRACT NUMBER 207, AND THE M. POLK SURVEY, ABSTRACT NUMBER 993, DENTON COUNTY, TEXAS, BEING PART OF A CALLED 95 ACRE TRACT 1, AND A CALLED 205.448 ACRE TRACT 2, DESCRIBED IN A DEED TO DOROTHY JEAN HARDEMAN, RECORDED IN VOLUME 1073, PAGE 903, DEED RECORDS, DENTON COUNTY, TEXAS, AND BEING ALL OF A TRACT OF LAND DESCRIBED IN A QUITCLAIM DEED TO DOROTHY HARDEMAN DONOFRIO, RECORDED IN VOLUME 1650, PAGE 218, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, BEING PART OF A CALLED 29.744 ACRE TRACT OF LAND DESCRIBED IN A DEED TO DOROTHY J. HARDEMAN, RECORDED UNDER COUNTY CLERKS FILE NUMBER 94-R0079901, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

BEGINNING AT A FOUND $\frac{1}{4}$ INCH IRON PIN AT THE NORTHEAST CORNER OF SAID 29.744 ACRE TRACT, SAID PIN BEING ON THE WEST RIGHT OF WAY LINE OF HIGHWAY 156 (A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE SOUTH 05 DEGREES 23 MINUTES 38 SECONDS EAST, WITH THE EAST LINE OF SAID 29.744 ACRE TRACT AND THE WEST RIGHT OF WAY LINE OF HIGHWAY 156, A DISTANCE OF 242.73 FEET TO A SET $\frac{1}{4}$ INCH IRON PIN;

THENCE WITH A CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 02 DEGREES 06 MINUTES 43 SECONDS, A RADIUS OF 11,399.31 FEET, AN ARC LENGTH OF 420.18 FEET, A CHORD BEARING OF SOUTH 02 DEGREES 30 MINUTES 30 SECONDS EAST, AND A CHORD DISTANCE OF 420.15 FEET, CONTINUING WITH THE EAST LINE OF SAID 29.744 ACRE TRACT, AND WITH THE WEST RIGHT OF WAY LINE OF HIGHWAY 156, TO A FOUND IRON PIN;

THENCE SOUTH 01 DEGREE 27 MINUTES 08 SECONDS EAST, WITH THE EAST LINE OF SAID 29.744 ACRE TRACT, AND WITH THE WEST R.O.W. LINE OF HIGHWAY 156, A DISTANCE OF 114.14 FEET TO A SET $\frac{1}{4}$ INCH IRON PIN, SAID PIN BEING THE SOUTHEAST CORNER OF SAID 29.744 ACRE TRACT;

THENCE NORTH 89 DEGREES 16 MINUTES 29 SECONDS WEST, WITH THE SOUTH LINE OF SAID CALLED 29.744 ACRE TRACT, A DISTANCE OF 1711.65 FEET TO A FOUND $\frac{1}{4}$ INCH IRON PIN AT THE SOUTHWEST CORNER OF SAID 29.744 ACRE TRACT;

THENCE NORTH 00 DEGREES 50 MINUTES 19 SECONDS EAST, WITH A WEST LINE OF SAID 29.744 ACRE TRACT, AND AN EAST LINE OF SAID SANFORD TRACT, A DISTANCE OF 624.56 FEET TO A FENCE CORNER POST, SAID POST BEING THE SOUTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO THE CITY OF JUSTIN, RECORDED IN VOLUME 1960, PAGE 751, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 89 DEGREES 21 MINUTES 19 SECONDS EAST, WITH A NORTH LINE OF SAID 29.744 ACRE TRACT, A DISTANCE OF 74.27 FEET TO A FOUND IRON PIN, AT AN INNER ELL CORNER OF SAID 29.744 ACRE TRACT, AND THE SOUTHEAST CORNER OF SAID CITY OF JUSTIN TRACT;

THENCE NORTH 00 DEGREES 54 MINUTES 00 SECONDS EAST, WITH A WEST LINE OF SAID 29.744 ACRE TRACT, AND THE EAST LINE OF SAID CITY OF JUSTIN TRACT, A DISTANCE OF 150.24 FEET TO A SET $\frac{1}{4}$ INCH IRON PIN AT THE NORTHERNMOST NORTHWEST CORNER OF SAID 29.744 ACRE TRACT AND THE NORTHEAST CORNER OF SAID CITY OF JUSTIN TRACT, SAID PIN BEING ON THE SOUTH LINE OF SAID TRACT 2;

THENCE NORTH 89 DEGREES 16 MINUTES 29 SECONDS WEST, WITH THE SOUTH LINE OF SAID TRACT 2, THE NORTH LINE OF SAID CITY OF JUSTIN TRACT, A DISTANCE OF 150.00 FEET TO A FOUND IRON PIN, SAID PIN BEING AT THE NORTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO THE CITY OF JUSTIN, RECORDED IN VOLUME 1960, PAGE 758, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE NORTH 89 DEGREES 14 MINUTES 46 SECONDS WEST, WITH THE SOUTH LINE OF SAID TRACT 2, AND THE NORTH LINE OF A TRACT OF LAND DESCRIBED IN A DEED TO W.R. SANFORD, TRUSTEE, RECORDED IN VOLUME 1666, PAGE 959, DEED RECORDS, DENTON COUNTY, TEXAS, A DISTANCE OF 2247.04 FEET TO A FOUND RAILROAD SPIKE, SAID SPIKE BEING AT THE SOUTHWEST CORNER OF SAID DONOFRIO TRACT, THE NORTHWEST CORNER OF SAID SANFORD TRACT, SAID SPIKE BEING IN BOSS RANGE ROAD;

THENCE NORTH 00 DEGREES 52 MINUTES 52 SECONDS EAST, WITH THE EAST LINE OF SAID DONOFRIO TRACT, AND WITH BOSS RANGE ROAD, A DISTANCE OF 1632.25 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 89 DEGREES 13 MINUTES 26 SECONDS EAST, PASSING THE SOUTHWEST CORNER OF LOT 1, BLOCK 1, TRAIL CREEK ADDITION, RECORDED IN CABINET , PAGE , DENTON COUNTY, TEXAS, CONTINUING FOR A TOTAL DISTANCE OF 287.56 FEET TO A FOUND IRON PIN AT THE SOUTHEAST CORNER OF SAID LOT 1;

THENCE NORTH 00 DEGREES 45 MINUTES 20 SECONDS EAST, WITH THE EAST LINE OF SAID LOT 1, A DISTANCE OF 161.12 FEET TO A FOUND IRON PIN AT THE NORTHEAST CORNER OF SAID LOT 1, SAID PIN BEING ON THE SOUTH LINE OF A 21.526 ACRE TRACT OF LAND DESCRIBED IN A DEED TO NORTH WEST INDEPENDENT SCHOOL DISTRICT, RECORDED IN VOLUME 2399, PAGE 824, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 80 DEGREES 08 MINUTES 16 SECONDS EAST, WITH THE SOUTH LINE OF SAID 21.526 ACRE TRACT, A DISTANCE OF 779.55 FEET TO A FOUND FENCE CORNER POST, AT THE SOUTHEAST CORNER OF SAID 21.526 ACRE TRACT;

THENCE NORTH 00 DEGREES 46 MINUTES 16 SECONDS EAST, WITH THE EAST LINE OF SAID 21.526 ACRE TRACT, A DISTANCE OF 886.59 FEET TO A FOUND IRON PIN, AND BEING THE NORTHEAST CORNER OF SAID 21.526 ACRE TRACT;

THENCE NORTH 80 DEGREES 13 MINUTES 29 SECONDS WEST, WITH THE NORTH LINE OF SAID 21.526 ACRE TRACT, A DISTANCE OF 1068.35 FEET TO A 1/2 INCH IRON PIN SET IN THE BOSS RANGE ROAD, SAID PIN BEING ON THE WEST LINE OF SAID TRACT 1, SAID PIN BEING THE NORTHWEST CORNER OF SAID 21.526 ACRE TRACT;

THENCE NORTH 00 DEGREES 52 MINUTES 52 SECONDS EAST, WITH A WEST LINE OF SAID TRACT 1, IN BOSS RANGE ROAD, A DISTANCE OF 935.99 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 88 DEGREES 27 MINUTES 31 SECONDS EAST, PASSING THE SOUTHWEST CORNER OF A CALLED TRACT 1, DESCRIBED IN A DEED TO I.M.P.X. INTERNATIONAL CORPORATION, RECORDED UNDER COUNTY CLERKS FILE NUMBER 95-R0044952, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, AND CONTINUING FOR A TOTAL DISTANCE OF 448.18 FEET TO A FENCE CORNER POST, AT THE SOUTHEAST CORNER OF A CALLED TRACT 2, DESCRIBED IN A DEED TO I.M.P.X. INTERNATIONAL CORPORATION, RECORDED UNDER COUNTY CLERKS FILE NUMBER 95-R0044952, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE NORTH 00 DEGREES 09 MINUTES 24 SECONDS WEST, WITH THE EAST LINE OF I.M.P.X. INTERNATIONAL CORP. TRACT 2, A DISTANCE OF 315.32 FEET TO A FOUND IRON

PIN, SAID PIN BEING THE NORTHEAST CORNER OF SAID I.M.P.X. INTERNATIONAL CORPORATION TRACT 2. SAID PIN BEING ON THE SOUTH RIGHT OF WAY LINE OF HIGHWAY 407 (A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE SOUTH 87 DEGREES 39 MINUTES 42 SECONDS EAST, WITH THE SOUTH R.O.W. LINE OF HIGHWAY 407, A DISTANCE OF 42.83 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 00 DEGREES 53 MINUTES 18 SECONDS WEST, WITH SAID RIGHT OF WAY, A DISTANCE OF 29.99 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 87 DEGREES 39 MINUTES 42 SECONDS EAST, WITH SAID RIGHT OF WAY, A DISTANCE OF 455.38 FEET TO A SET 1/2 INCH IRON PIN, SAID PIN BEING AT THE NORTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO D.V. COIN, RECORDED IN VOLUME 2618, PAGE 600, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 00 DEGREES 33 MINUTES 28 SECONDS WEST, WITH THE WEST LINE OF SAID COIN TRACT, A DISTANCE OF 378.94 FEET TO A FENCE CORNER POST, AT THE SOUTHWEST CORNER OF SAID COIN TRACT;

THENCE SOUTH 88 DEGREES 01 MINUTE 10 SECONDS EAST, WITH THE SOUTH LINE OF SAID COIN TRACT, A DISTANCE OF 618.72 TO A SET 1/2 INCH IRON PIN AT THE SOUTHEAST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO KIRK R. CHILSON, RECORDED UNDER COUNTY CLERKS FILE NUMBER 97-R0000775, SAID PIN ALSO BEING ON THE SOUTHWEST LINE OF LOT 4, BLOCK 5, HARDEMAN VALLEY ADDITION, AN ADDITION TO THE CITY OF JUSTIN AS SHOWN BY THE PLAT THEREOF RECORDED IN VOLUME 10, PAGE 2, PLAT RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 20 DEGREES 45 MINUTES 43 SECONDS EAST, WITH THE SOUTHWEST LINE OF SAID HARDEMAN VALLEY ADDITION, A DISTANCE OF 844.79 FEET TO A SET 1/2 INCH IRON PIN, AT THE SOUTH CORNER OF LOT 11 OF SAID BLOCK 5;

THENCE SOUTH 33 DEGREES 47 MINUTES 46 SECONDS EAST, WITH A SOUTH LINE OF SAID HARDEMAN VALLEY ADDITION, A DISTANCE OF 473.39 FEET TO A SET 1/2 INCH IRON PIN, AT THE SOUTHERNMOST SOUTHWEST CORNER OF LOT 15 OF SAID BLOCK 5;

THENCE SOUTH 89 DEGREES 49 MINUTES 37 SECONDS EAST, WITH THE SOUTH LINE OF LOT 15, A DISTANCE OF 122.21 FEET TO A SET 1/2 INCH IRON PIN ON THE NORTH RIGHT OF WAY LINE OF ALLEN DRIVE (A 50 FOOT RIGHT-OF-WAY);

THENCE SOUTH 01 DEGREE 03 MINUTES 04 SECONDS WEST, A DISTANCE OF 194.76 FEET TO A FOUND IRON PIN AT THE SOUTHWEST CORNER OF LOT 1, BLOCK 1, ADAMS ADDITION, RECORDED IN VOLUME 3, PAGE 41, PLAT RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 88 DEGREES 39 MINUTES 39 SECONDS EAST, WITH THE SOUTH LINE OF SAID ADAMS ADDITION, A DISTANCE OF 1219.35 FEET TO A SET 1/2 INCH IRON PIN, AT THE NORTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO JUSTIN SEED COMPANY, RECORDED IN VOLUME 467, PAGE 320, DEED RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 01 DEGREE 01 MINUTE 49 SECONDS EAST, WITH THE WEST LINE OF SAID JUSTIN SEED TRACT, A DISTANCE OF 295.16 FEET TO A FOUND IRON PIN AT THE SOUTHWEST CORNER OF JUSTIN SEED TRACT;

THENCE SOUTH 89 DEGREES 36 MINUTES 46 SECONDS EAST, WITH THE SOUTH LINE OF SAID JUSTIN SEED TRACT, A DISTANCE OF 292.85 FEET TO A SET 1/2 INCH IRON PIN ON THE WEST RIGHT OF WAY LINE OF HIGHWAY 156;

THENCE SOUTH 01 DEGREE 18 MINUTES 15 SECONDS EAST, WITH THE WEST R.O.W. LINE OF HIGHWAY 156, A DISTANCE OF 463.80 FEET TO THE POINT OF BEGINNING AND CONTAINING IN ALL 266.275 ACRES OF LAND.

HENRY ODDO AUSTIN & FLETCHER

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

1700 PACIFIC AVENUE

SUITE 2700

DALLAS, TEXAS 75201

TELEPHONE (214) 658-1900

FACSIMILE (214) 658-1919

July 19, 2004

Mr. Gary Josephson
Cornerstone Association Management Services, Inc.
P. O. Box 191185
Dallas, Texas 75219

**Re: First Amendment to the Declaration of Covenants, Conditions and Restrictions
for Hardeman Estates**

Dear Gary:

Enclosed herewith you will please find the First Amendment to the Declaration of Covenants, Conditions and Restrictions recorded with the Denton County Clerk as Document Number 2004-90760.

Should you have any questions in reference to the foregoing, please do not hesitate to contact me.

Yours very truly,

HENRY ODDO AUSTIN & FLETCHER

A Professional Corporation

By


Judd A. Austin, Jr.

JAA:kt

Enclosure

AFTER RECORDING RETURN TO:

Judd A. Austin, Jr., Esq.
Henry Oddo Austin & Fletcher, P.C.
1700 Pacific Avenue
Suite 2700
Dallas, Texas 75201

**FIRST AMENDMENT TO THE DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR HARDEMAN ESTATES**

STATE OF TEXAS §
 §
COUNTY OF DENTON §

KNOW ALL MEN BY THESE PRESENTS:

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HARDEMAN ESTATES (this "First Amendment") is made as of the date set forth below by MAA HAR - Residential, Inc., a Texas corporation (hereinafter referred to as "Declarant").

INTRODUCTORY PROVISIONS

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Hardeman Estates, executed by Declarant, is recorded in Volume 5156, Page 01041, *et seq.* of the Real Property Records of Denton County, Texas (the "Hardeman Estates Declaration"); and

WHEREAS, the Hardeman Estates Declaration affects certain tracts or parcels of real property in Denton County, Texas, more particularly described on Exhibit A attached hereto and incorporated herein by reference for all purposes (the "Property") and may affect the Annexable Property, more particularly described on Exhibit B attached hereto and incorporated herein by

reference (as defined in the Hardeman Declaration) when and if subjected to the terms and conditions of the Hardeman Declaration; and

WHEREAS, the Declarant is the holder of at least sixty-seven percent (67%) of all the votes held by Members (all classes counted together); and

WHEREAS, the Declarant hereby provides its written consent, as evidenced by its duly authorized representative's signature herein below, to the following amendment to the Hardeman Estates Declaration.

NOW, THEREFORE, the Hardeman Estates Declaration is hereby amended as follows:

(a) Section 4.10 of Article IV of the Hardeman Estates Declaration is hereby amended to read, in its entirety as follows:

4.10 Capitalization of Association. Upon acquisition of record title to a Lot, the purchaser (if other than Declarant or a Builder), shall pay a contribution to the working capital of the Association in an amount equal to the annual assessment levied against such Lot for that year. This amount shall be in addition to, not in lieu of, any other assessment provided for herein and shall not be considered an advance payment of any such assessment. This amount shall be deposited into the purchase and sales escrow and disbursed therefrom to the Association for use in covering operating expenses and other expenses incurred by the Association pursuant to the Declaration and the Bylaws.

The terms and provisions of the Hardeman Estates Declaration, except as modified herein, are hereby declared to be in full force and effect with respect to the Property. The Property shall continue to be held, occupied, sold and conveyed subject to the terms and conditions of the Hardeman Estates

Declaration and this First Amendment, which shall run with title to the Property and are binding on all parties having any right, title or interest in and to the Property or any part thereof, including their heirs, representatives, successors, transferees and assigns, and shall inure to the benefit of each Owner thereof.

IN WITNESS WHEREOF, the Declarant has caused this First Amendment to be executed by its duly authorized agent as of this 1st day of March, 2004.

MAA HAR - RESIDENTIAL, INC.,
a Texas corporation

By: Mark Angeli

Name: Mark Angeli

Title: G.P.

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 1st day of March, 2004, by MARK Angeli, President of MAA HAR - Residential, Inc., a Texas corporation, on behalf of said corporation.

Jana Dee Bell
Notary Public, State of Texas

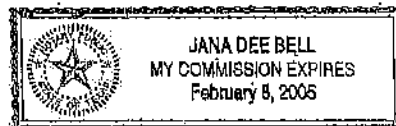


EXHIBIT "A"

The Property

[attached]

Tract I (35+/- acres)

BEING 35.66 acres of land situated in the W. Perry Survey, Abstract No. 1034 and the A. F. Borden Survey, Abstract No. 207, City of Justin, Denton County, Texas and being a part of that certain called 205.448 acre Tract2 described in a Deed to Dorothy Jean Hardeman, recorded in Volume 1073, Page 903 of the Deed Records of Denton County, Texas said 35.66 acre tract of land to be more particularly described by metes and bounds as follows:

BEGINNING at a ½" iron rod set for corner in the East line of said 205.448 acre tract in the West line of State Highway No. 156 (120 foot wide right-of-way) and being South 01°19'46" East a distance of 95.44 feet from a ½" iron rod found for corner at the Northeast corner of said 205.448 acre tract, same being the Southeast corner of a called Business Lot D, Extension No.1, Adams Addition an Addition to the Town of Justin, according to the Plat of said Addition recorded in Volume 3, Page 41 of the Plat Records of Denton County, Texas;

THENCE South 01°19'46" East with the East line of said 205.448 acre tract a distance of 60.17 feet to a ½" iron rod set for corner at the beginning of a curve to the left with a radius of 370.00 feet, a tangent length of 308.37 feet, a central angle of 47°45'08", the chord of which bears South 60°09'32" West for a distance of 299.52;

THENCE along the arc of said curve for a distance of 163.78 feet to a ½" iron rod set for corner at the beginning of a curve to the right with a radius of 430.00 feet, a tangent length of 372.00 feet, a central angle of 49°3 ", the chord of which bears South 61°03'58" West for a distance 360.50;

THENCE along the arc of said curve for a distance of 372.00 feet to a ½" iron rod set for corner;

THENCE South 85°50'59" West across said 205.448 acre tract a distance of 224.58 feet to a ½" iron rod set for corner at the beginning of a curve to the left with a radius of 430.00 feet, a tangent length of 95.56 feet, a central angle of 25°03'35", and whose chord bears North 81°37'14" West for a distance of 186.58 feet;

THENCE along the arc of said curve for a distance of 188.07 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right having a radius of 200.00 feet, a tangent length of 10.01 feet, a central angle of 5°43'55", the chord of which bears South 05°17'20" West for a distance of 20.01 feet;

THENCE along the arc of said curve for a distance of 20.01 feet to a ½" iron rod set for corner;

THENCE North 87°34'38" West a distance of 50.00 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 250.00 feet, a tangent length of 15.72 feet, a central angle of 7°11'43", the chord of which bears North 06°01'14" East for a distance of 31.38 feet;

THENCE along the arc of said curve for a distance of 31.40 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 370.00 feet, a tangent length of 107.17 feet, a central angle of 32°18'22", the chord of which bears South 85°23'28" West for a distance of 205.87 feet;

THENCE along the arc of said curve for a distance of 208.62 feet to a ½" iron rod set for corner;

THENCE South 69°14'17" West a distance of 646.58 feet to a ½" iron rod set for corner;

THENCE South 20°45'43" East a distance of 5.43 feet to a ½" iron rod set for corner at the beginning of a tangent curve to the right with a radius of 100.00 feet, a tangent length of 7.31 feet, a central angle of 8°21'41", the chord of which bears South 24°56'33" East for a distance of 14.58 feet;

THENCE along the arc of said curve for a distance of 14.59 feet to a ½" iron rod set for corner;

THENCE South 60°52'36" West a distance of 50.00 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 150.00 feet, a tangent length of 10.96 feet, a central angle of 8°21'41", the chord of which bears North 24°56'33" West for a distance of 21.87 feet;

THENCE along the arc of said curve for a distance of 21.89 feet to a ½" iron rod set for corner;

THENCE North 20°45'43" West a distance of 12.41 feet to a ½" iron rod set for corner;

THENCE South 71°19'30" West a distance of 92.08 feet to a ½" iron rod set for corner at the beginning of a tangent curve to the right with a radius of 250.00 feet, a tangent length of 88.36 feet, a central angle of 38°55'53", the chord of which bears North 89°12'33" West for a distance of 166.62 feet;

THENCE along the arc of said curve for a distance of 169.87 feet to a ½" iron rod set for corner;

THENCE North 20°18'32" East a distance of 50.00 feet to a ½" iron rod set for corner;

THENCE North 32°01'04" East a distance of 100.63 feet to a ½" iron rod set for corner;

THENCE North 00°28'58" West a distance of 83.76 feet to a ½" iron rod set for corner;

THENCE North 20°45'43" West a distance of 357.42 feet to a ½" iron rod set for corner;

THENCE North 44°09'37" West a distance of 49.25 feet to a ½" iron rod set for corner;

THENCE North 40°45'58" West a distance of 42.84 feet to a ½" iron rod set for corner;

THENCE North 46°45'57" West a distance of 55.79 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 547.04 feet to a ½" iron rod set for corner;

THENCE North 64°02'33" West a distance of 50.00 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 570.79 feet, a tangent length of 128.54 feet, a central angle of 25°22'54", the chord of which bears South 13°27'43" West for a distance of 250.79 feet;

THENCE along the arc of said curve for a distance of 252.86 feet to a ½" iron rod set for corner in the West line of said 205.448 acre tract and the East line of a called Northwest Independent School District recorded in Volume 2399, Page 824 of said Deed Records;

THENCE North 00°46'16" East with said West line and said East line a distance of 381.10 feet to a ½" iron rod set for corner in said East line and said West line;

THENCE South 53°47'46" East a distance of 115.59 feet to a ½" iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 570.79 feet, a tangent length of 10.20 feet, a central angle of 02°02'53" and whose chord bears North 35°10'48" East - 20.40 feet;

THENCE with said non-tangent curve to the right for an arc length of 20.40 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 274.28 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 20.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 50.00 feet to a ½" iron rod set for corner;

THENCE South 53°47'46" East a distance of 20.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 210.00 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 20.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 50.00 feet to a ½" iron rod set for corner;

THENCE South 53°47'46" East a distance of 15.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 115.00 feet to a ½" iron rod set for corner;

THENCE North 53°47'46" West a distance of 15.00 feet to a ½" iron rod set for corner;

THENCE North 36°12'14" East a distance of 60.00 feet to a ½" iron rod set for corner;

THENCE South 53°47'46" East a distance of 223.96 feet to a ½" iron rod set for corner at the beginning of a tangent curve to the right with a radius of 430.00 feet, a tangent length of 34.10 feet, a central angle of 9°04'07", the chord of which bears South 49°15'42" East for a distance of 67.99 feet;

THENCE along the arc of said curve for a distance of 68.06 feet to a ½" iron rod set for corner at the beginning of a curve to the left with a radius of 370.00 feet, a tangent length of 19.77 feet, a central angle of 6°07'01", the chord of which bears South 47°47'09" East for a distance of 39.48 feet;

THENCE along the arc of said curve for a distance of 39.50 feet to a ½" iron rod set for corner;

THENCE North 37°56'54" East a distance of 39.53 feet to a ½" iron rod found for corner at an ell corner in the West line of the Hardeman Valley Addition according to the Plat of said Addition recorded in Volume 10, Page 2 of said Plat Records;

THENCE South 53°47'56" East with said West line and the North line of said 205.448 acre tract a distance of 473.39 feet to a ½" iron rod found for corner;

THENCE South 89°49'37" East a distance of 122.21 feet to a ½" iron rod found for corner in the South line of said Addition;

THENCE South 01°03'04" West a distance of 194.76 feet to a ½" iron rod found for corner at the Southwest corner of the above referenced Adams Addition;

THENCE South 31°18'12" East a distance of 113.18 feet to a ½" iron rod set for corner;

THENCE South 20°45'43" East a distance of 675.96 feet to a ½" iron rod set for corner at the beginning of

a non-tangent curve to the right with a radius of 430.00 feet, a tangent length of 44.27 feet, a central angle of $11^{\circ}45'27''$, the chord of which bears North $80^{\circ}14'32''$ East for a distance of 88.08 feet;

THENCE along the arc of said curve for a distance of 88.24 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE North a distance of 11.07 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 225.00 feet, a tangent length of 4.47 feet, a central angle of $2^{\circ}16'28''$, the chord of which bears North $01^{\circ}08'14''$ West for a distance of 8.93 feet;

THENCE along the arc of said curve for a distance of 8.93 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE North $87^{\circ}43'32''$ East a distance of 50.00 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 275.00 feet, a tangent length of 5.46 feet, a central angle of $2^{\circ}16'28''$, the chord of which bears South $01^{\circ}08'14''$ East for a distance of 10.92 feet;

THENCE along the arc of said curve for a distance of 10.92 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE South a distance of 10.59 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a non-tangent curve to the right with a radius of 430.00 feet, a tangent length of 65.79 feet, a central angle of $17^{\circ}23'47''$, the chord of which bears South $78^{\circ}30'52''$ East for a distance of 130.06 feet;

THENCE along the arc of said curve for a distance of 130.56 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a curve to the left with a radius of 370.00 feet, a tangent length of 79.77 feet, a central angle of $24^{\circ}20'03''$, the chord of which bears South $81^{\circ}59'00''$ East for a distance of 155.97 feet;

THENCE along the arc of said curve for a distance of 157.14 feet to a $\frac{1}{2}$ " iron rod set for corner;

THENCE North $85^{\circ}50'59''$ East a distance of 224.58 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a curve to the left having a radius of 370.00 feet, a tangent length of 170.83 feet, a central angle of $49^{\circ}34'01''$, the chord of which bears North $61^{\circ}03'58''$ East for a distance of 310.20 feet;

THENCE along the arc of said curve for a distance of 320.09 feet to a $\frac{1}{2}$ " iron rod set for corner at the beginning of a curve to the right with a radius of 430.00 feet, a tangent length of 193.25 feet, a central angle of $48^{\circ}24'01''$, the chord which bears North $60^{\circ}28'58''$ East for a distance of 352.54 feet;

THENCE along the arc of said curve for a distance of 363.24 feet back to the PLACE OF BEGINNING and containing 35.66 acres of land, more or less.

Tract II (16 +/- acres)

BEING 16.81 acres of land situated in the W. Perry Survey, Abstract No. 1034 and the A. F. Borden Survey, Abstract No. 207, City of Justin, Denton County, Texas and being a part of that certain called 205.448 acre Tract 2 described in a Deed to Dorothy Jean Hardeman, recorded in Volume 1073, Page 903 of the Deed Records of Denton County, Texas said 15.05 acre tract of land to be more particularly described by metes and bounds as follows:

Commencing at a 1/2" iron rod set for corner in the East line of said 205.448 tract in the West line of State Highway No. 156 (120 foot right-of-way) and being the Southeast corner of Buddy Hardeman Addition, Phase I according to the Plat of said addition recorded in Volume , Page , of said Deed Records.

THENCE, with a curve to the left along the South right-of-way line of Buddy Hardeman Boulevard (60 foot right-of-way) having a radius of 370.00 feet, a tangent length of 308.37 feet, a central angle of 47°45'08", the chord of which bears South 60°09'32" West-299.52 feet;

THENCE with said curve to the left for an arc length of 163.78 feet to a 1/2" iron rod found for corner at the beginning of a curve to the right having a radius of 430.00 feet, a tangent length of 372.00 feet, a central angle of 49°34'01", the chord of which bears South 61°03'58" West-360.50 feet;

THENCE with said curve to the right for an arc length of 372.00 feet to a 1/2" iron found for corner;

THENCE South 85°50'59" West across said 205.448 acre tract a distance of 173.57 feet to a 1/2" iron rod set for corner and being the PLACE OF BEGINNING.

THENCE South 02°15'38" West for a distance of 616.93 feet to a 1/2" iron rod set for corner;

THENCE with creek the following courses:

South 80°54'57" West for a distance of 123.57 feet to a 1/2" iron rod set for corner;

South 80°26'39" West for a distance of 64.20 feet to a 1/2" iron rod set for corner;

South 81°04'31" West for a distance of 73.10 feet to a 1/2" iron rod set for corner;

North 78°41'04" West for a distance of 94.41 feet to a 1/2" iron rod set for corner;

North 84°52'45" West for a distance of 88.92 feet to a 1/2" iron rod set for corner;

North 82°07'05" West for a distance of 92.85 feet to a 1/2" iron rod set for corner;

North 86°19'20" West for a distance of 168.50 feet to a 1/2" iron rod set for corner;

North 79°45'47" West for a distance of 120.46 feet to a 1/2" iron rod set for corner;

North 76°26'13" West for a distance of 75.21 feet to a 1/2" iron rod set for corner;

North 89°40'15" West for a distance of 232.63 feet to a 1/2" iron rod set for corner;

South 82°25'18" West for a distance of 30.60 feet to a 1/2" iron rod set for corner;

South 86°08'42" West for a distance of 165.05 feet to a 1/2" iron rod set for

corner;

North 86°14'32" West for a distance of 168.92 feet to a 1/2" iron rod set for corner;

THENCE North 19°48'07" East for a distance of 354.58 feet to a 1/2" iron rod set for corner;

THENCE, along a curve to the left having a radius of 250.00 feet, a central angle of 38°25'29", a tangent length of 87.12 feet, the chord of which bears South 89°27'46" East for a distance of 164.53 feet;

THENCE along said curve for a distance of 167.66 feet to a 1/2" iron rod set for corner;

THENCE North 71°19'30" East for a distance of 92.08 feet to a 1/2" iron rod found for corner;

THENCE South 20°45'43" East for a distance of 12.41 feet to a 1/2" iron rod found for corner;

Thence, along a curve to the left with a radius of 150.00 feet, a tangent length of 10.96 feet, a central angle of 8°21'41", the chord of which bears South 24°56'33" East for a distance of 21.87 feet;

THENCE along said curve for a distance of 21.89 feet to a 1/2" iron rod found for corner;

THENCE North 60°52'36" East for a distance of 50.00 feet to a 1/2" iron rod found for corner;

THENCE, along a curve to the right having a radius of 100.00 feet, a central angle of 8°21'41", a tangent length of 7.31 feet, the chord of which bears North 24°56'33" West for a distance of 14.58 feet;

THENCE along said curve a distance of 14.59 feet to a 1/2" iron rod found for corner;

THENCE North 20°45'43" West for a distance of 5.43 feet to a 1/2" iron rod found for corner;

THENCE North 69°14'17" East for a distance of 646.58 feet to a 1/2" iron rod found for corner;

THENCE, along a curve to the right with a radius of 370.00 feet, a tangent length of 107.17 feet, a central angle of 32°18'22", the chord of which bears North 85°23'28" East for a distance of 205.87 feet;

THENCE along said curve for a distance of 208.62 feet to a 1/2" iron rod found for corner;

Thence, along a curve to the left having a radius of 250.00 feet, a central angle of 7°11'43", a tangent length of 15.72 feet, the chord of which bears South 06°01'14" West for a distance of 31.38 feet;

THENCE along said curve for a distance of 31.40 feet to a 1/2" iron rod found for corner;

THENCE South 87°34'38" East for a distance of 50.00 feet to a 1/2" iron rod found for corner;

THENCE, along a curve to the right having a radius of 200.00 feet, a central angle of 5°45'13", a tangent length of 10.05 feet, the chord of which bears North 05°17'59" East for a distance of 20.08 feet;

THENCE along said curve for a distance of 20.08 feet to a 1/2" iron rod found for corner;

THENCE, along a curve to the left having a radius of 430.00 feet, a central angle of 25°03'35", a tangent length of 95.56 feet, the chord of which bears South 81°37'14" East for a distance of 186.58 feet;

THENCE, along said curve for a distance of 188.07 feet to a 1/2" iron rod found for corner;

THENCE North 85°50'59" East for a distance of 51.01 feet to a 1/2" iron rod found for corner to the PLACE OF BEGINNING and containing 16.81 acres of land, more or less and designated herein as the Buddy Hardeman Addition, Phase III subdivision to the City of Justin, Texas, and whose name is subscribed hereto, hereby dedicate to the use of the public forever all streets, alleys, parks, water courses, drains, easements, right-of-way and public spaces thereon shown for the purpose and consideration therein expressed.

EXHIBIT "B"

Annexable Property

311.9
7/19/99

ALL THAT CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING SITUATED IN THE W. PERRY SURVEY, ABSTRACT NUMBER 1034, THE A.F. BORDEN SURVEY, ABSTRACT NUMBER 207, AND THE M. POLK SURVEY, ABSTRACT NUMBER 993, DENTON COUNTY, TEXAS, BEING PART OF A CALLED 95 ACRE TRACT 1, AND A CALLED 205.448 ACRE TRACT 2, DESCRIBED IN A DEED TO DOROTHY JEAN HARDEMAN, RECORDED IN VOLUME 1073, PAGE 903, DEED RECORDS, DENTON COUNTY, TEXAS, AND BEING ALL OF A TRACT OF LAND DESCRIBED IN A QUITCLAIM DEED TO DOROTHY HARDEMAN DONOFRIO, RECORDED IN VOLUME 1650, PAGE 218, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, BEING PART OF A CALLED 29.744 ACRE TRACT OF LAND DESCRIBED IN A DEED TO DOROTHY J. HARDEMAN, RECORDED UNDER COUNTY CLERKS FILE NUMBER 94-R0029901, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

BEGINNING AT A FOUND $\frac{1}{2}$ INCH IRON PIN AT THE NORTHEAST CORNER OF SAID 29.744 ACRE TRACT, SAID PIN BEING ON THE WEST RIGHT OF WAY LINE OF HIGHWAY 156 (A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE SOUTH 05 DEGREES 23 MINUTES 38 SECONDS EAST, WITH THE EAST LINE OF SAID 29.744 ACRE TRACT AND THE WEST RIGHT OF WAY LINE OF HIGHWAY 156, A DISTANCE OF 242.73 FEET TO A SET $\frac{1}{2}$ INCH IRON PIN;

THENCE WITH A CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 02 DEGREES 06 MINUTES 41 SECONDS, A RADIUS OF 11,399.31 FEET, AN ARC LENGTH OF 420.18 FEET, A CHORD BEARING OF SOUTH 02 DEGREES 30 MINUTES 30 SECONDS EAST, AND A CHORD DISTANCE OF 420.15 FEET, CONTINUING WITH THE EAST LINE OF SAID 29.744 ACRE TRACT, AND WITH THE WEST RIGHT OF WAY LINE OF HIGHWAY 156, TO A FOUND IRON PIN;

THENCE SOUTH 01 DEGREE 27 MINUTES 08 SECONDS EAST, WITH THE EAST LINE OF SAID 29.744 ACRE TRACT, AND WITH THE WEST R.O.W. LINE OF HIGHWAY 156, A DISTANCE OF 114.14 FEET TO A SET $\frac{1}{2}$ INCH IRON PIN, SAID PIN BEING THE SOUTHEAST CORNER OF SAID 29.744 ACRE TRACT;

THENCE NORTH 89 DEGREES 16 MINUTES 29 SECONDS WEST, WITH THE SOUTH LINE OF SAID CALLED 29.744 ACRE TRACT, A DISTANCE OF 1711.65 FEET TO A FOUND $\frac{1}{2}$ INCH IRON PIN AT THE SOUTHWEST CORNER OF SAID 29.744 ACRE TRACT;

THENCE NORTH 00 DEGREES 50 MINUTES 19 SECONDS EAST, WITH A WEST LINE OF SAID 29.744 ACRE TRACT, AND AN EAST LINE OF SAID SANFORD TRACT, A DISTANCE OF 624.56 FEET TO A FENCE CORNER POST, SAID POST BEING THE SOUTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO THE CITY OF JUSTIN, RECORDED IN VOLUME 1960, PAGE 751, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 89 DEGREES 21 MINUTES 19 SECONDS EAST, WITH A NORTH LINE OF SAID 29.744 ACRE TRACT, A DISTANCE OF 74.27 FEET TO A FOUND IRON PIN, AT AN INNER ELL CORNER OF SAID 29.744 ACRE TRACT, AND THE SOUTHEAST CORNER OF SAID CITY OF JUSTIN TRACT;

THENCE NORTH 00 DEGREES 54 MINUTES 00 SECONDS EAST, WITH A WEST LINE OF SAID 29.744 ACRE TRACT, AND THE EAST LINE OF SAID CITY OF JUSTIN TRACT, A DISTANCE OF 150.24 FEET TO A SET $\frac{1}{2}$ INCH IRON PIN AT THE NORTHERNMOST NORTHWEST CORNER OF SAID 29.744 ACRE TRACT AND THE NORTHEAST CORNER OF SAID CITY OF JUSTIN TRACT, SAID PIN BEING ON THE SOUTH LINE OF SAID TRACT 2;

THENCE NORTH 89 DEGREES 16 MINUTES 29 SECONDS WEST, WITH THE SOUTH LINE OF SAID TRACT 2, THE NORTH LINE OF SAID CITY OF JUSTIN TRACT, A DISTANCE OF 150.00 FEET TO A FOUND IRON PIN, SAID PIN BEING AT THE NORTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO THE CITY OF JUSTIN, RECORDED IN VOLUME 1960, PAGE 758, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE NORTH 89 DEGREES 14 MINUTES 46 SECONDS WEST, WITH THE SOUTH LINE OF SAID TRACT 2, AND THE NORTH LINE OF A TRACT OF LAND DESCRIBED IN A DEED TO W.J. SANFORD, TRUSTEE, RECORDED IN VOLUME 1666, PAGE 959, DEED RECORDS, DENTON COUNTY, TEXAS, A DISTANCE OF 2247.04 FEET TO A FOUND RAILROAD SPIKE, SAID SPIKE BEING AT THE SOUTHWEST CORNER OF SAID DONOFRIO TRACT, THE NORTHWEST CORNER OF SAID SANFORD TRACT, SAID SPIKE BEING IN BOSS RANGE ROAD;

THENCE NORTH 00 DEGREES 52 MINUTES 52 SECONDS EAST, WITH THE EAST LINE OF SAID DONOFRIO TRACT, AND WITH BOSS RANGE ROAD, A DISTANCE OF 1632.25 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 89 DEGREES 13 MINUTES 26 SECONDS EAST, PASSING THE SOUTHWEST CORNER OF LOT 1, BLOCK 1, TRAIL CREEK ADDITION, RECORDED IN CABINET , PAGE , DENTON COUNTY, TEXAS, CONTINUING FOR A TOTAL DISTANCE OF 287.56 FEET TO A FOUND IRON PIN AT THE SOUTHEAST CORNER OF SAID LOT 1;

THENCE NORTH 00 DEGREES 45 MINUTES 20 SECONDS EAST, WITH THE EAST LINE OF SAID LOT 1, A DISTANCE OF 161.12 FEET TO A FOUND IRON PIN AT THE NORTHEAST CORNER OF SAID LOT 1, SAID PIN BEING ON THE SOUTH LINE OF A 21.526 ACRE TRACT OF LAND DESCRIBED IN A DEED TO NORTH WEST INDEPENDENT SCHOOL DISTRICT, RECORDED IN VOLUME 2399, PAGE 824, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 80 DEGREES 08 MINUTES 16 SECONDS EAST, WITH THE SOUTH LINE OF SAID 21.526 ACRE TRACT, A DISTANCE OF 779.55 FEET TO A FOUND FENCE CORNER POST, AT THE SOUTHEAST CORNER OF SAID 21.526 ACRE TRACT;

THENCE NORTH 00 DEGREES 46 MINUTES 16 SECONDS EAST, WITH THE EAST LINE OF SAID 21.526 ACRE TRACT, A DISTANCE OF 886.59 FEET TO A FOUND IRON PIN, AND BEING THE NORTHEAST CORNER OF SAID 21.526 ACRE TRACT;

THENCE NORTH 80 DEGREES 13 MINUTES 29 SECONDS WEST, WITH THE NORTH LINE OF SAID 21.526 ACRE TRACT, A DISTANCE OF 1068.35 FEET TO A 1/2 INCH IRON PIN SET IN THE BOSS RANGE ROAD, SAID PIN BEING ON THE WEST LINE OF SAID TRACT 1, SAID PIN BEING THE NORTHWEST CORNER OF SAID 21.526 ACRE TRACT;

THENCE NORTH 00 DEGREES 52 MINUTES 52 SECONDS EAST, WITH A WEST LINE OF SAID TRACT 1, IN BOSS RANGE ROAD, A DISTANCE OF 935.99 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 88 DEGREES 27 MINUTES 31 SECONDS EAST, PASSING THE SOUTHWEST CORNER OF A CALLED TRACT 1, DESCRIBED IN A DEED TO I.M.P.X. INTERNATIONAL CORPORATION, RECORDED UNDER COUNTY CLERKS FILE NUMBER 95-R0044952, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS, AND CONTINUING FOR A TOTAL DISTANCE OF 448.18 FEET TO A FENCE CORNER POST, AT THE SOUTHEAST CORNER OF A CALLED TRACT 2, DESCRIBED IN A DEED TO I.M.P.X. INTERNATIONAL CORPORATION, RECORDED UNDER COUNTY CLERKS FILE NUMBER 95-R0044952, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE NORTH 00 DEGREES 09 MINUTES 24 SECONDS WEST, WITH THE EAST LINE OF I.M.P.X. INTERNATIONAL CORP. TRACT 2, A DISTANCE OF 315.32 FEET TO A FOUND IRON

PIN, SAID PIN BEING THE NORTHEAST CORNER OF SAID L.M.P.X. INTERNATIONAL CORPORATION TRACT 2., SAID PIN BEING ON THE SOUTH RIGHT OF WAY LINE OF HIGHWAY 407(A VARIABLE WIDTH RIGHT-OF-WAY);

THENCE SOUTH 87 DEGREES 39 MINUTES 42 SECONDS EAST, WITH THE SOUTH R.O.W. LINE OF HIGHWAY 407, A DISTANCE OF 42.83 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 00 DEGREES 53 MINUTES 18 SECONDS WEST, WITH SAID RIGHT OF WAY, A DISTANCE OF 29.99 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 87 DEGREES 39 MINUTES 42 SECONDS EAST, WITH SAID RIGHT OF WAY, A DISTANCE OF 455.38 FEET TO A SET 1/2 INCH IRON PIN, SAID PIN BEING AT THE NORTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO D.W. COIN, RECORDED IN VOLUME 2618, PAGE 600, REAL PROPERTY RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 00 DEGREES 33 MINUTES 28 SECONDS WEST, WITH THE WEST LINE OF SAID COIN TRACT, A DISTANCE OF 378.94 FEET TO A FENCE CORNER POST, AT THE SOUTHWEST CORNER OF SAID COIN TRACT;

THENCE SOUTH 88 DEGREES 01 MINUTE 10 SECONDS EAST, WITH THE SOUTH LINE OF SAID COIN TRACT, A DISTANCE OF 618.72 TO A SET 1/2 INCH IRON PIN AT THE SOUTHEAST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO KIRK R. CHILSON, RECORDED UNDER COUNTY CLERKS FILE NUMBER 97-R0000775, SAID PIN ALSO BEING ON THE SOUTHWEST LINE OF LOT 4, BLOCK 5, HARDEMAN VALLEY ADDITION, AN ADDITION TO THE CITY OF JUSTIN AS SHOWN BY THE PLAT THEREOF RECORDED IN VOLUME 10, PAGE 2, PLAT RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 20 DEGREES 45 MINUTES 43 SECONDS EAST, WITH THE SOUTHWEST LINE OF SAID HARDEMAN VALLEY ADDITION, A DISTANCE OF 844.79 FEET TO A SET 1/2 INCH IRON PIN, AT THE SOUTH CORNER OF LOT 11 OF SAID BLOCK 5;

THENCE SOUTH 53 DEGREES 47 MINUTES 46 SECONDS EAST, WITH A SOUTH LINE OF SAID HARDEMAN VALLEY ADDITION, A DISTANCE OF 473.39 FEET TO A SET 1/2 IRON PIN, AT THE SOUTHERNMOST SOUTHWEST CORNER OF LOT 15 OF SAID BLOCK 5;

THENCE SOUTH 89 DEGREES 49 MINUTES 37 SECONDS EAST, WITH THE SOUTH LINE OF LOT 15, A DISTANCE OF 122.21 FEET TO A SET 1/2 INCH IRON PIN ON THE NORTH RIGHT OF WAY LINE OF ALLEN DRIVE (A 50 FOOT RIGHT-OF-WAY);

THENCE SOUTH 01 DEGREE 03 MINUTES 04 SECONDS WEST, A DISTANCE OF 194.76 FEET TO A FOUND IRON PIN AT THE SOUTHWEST CORNER OF LOT 1, BLOCK 1, ADAMS ADDITION, RECORDED IN VOLUME 3, PAGE 41, PLAT RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 88 DEGREES 39 MINUTES 39 SECONDS EAST, WITH THE SOUTH LINE OF SAID ADAMS ADDITION, A DISTANCE OF 1219.35 FEET TO A SET 1/2 INCH IRON PIN, AT THE NORTHWEST CORNER OF A TRACT OF LAND DESCRIBED IN A DEED TO JUSTIN SEED COMPANY, RECORDED IN VOLUME 467, PAGE 320, DEED RECORDS, DENTON COUNTY, TEXAS;

THENCE SOUTH 01 DEGREE 01 MINUTE 49 SECONDS EAST, WITH THE WEST LINE OF SAID JUSTIN SEED TRACT, A DISTANCE OF 295.16 FEET TO A FOUND IRON PIN AT THE SOUTHWEST CORNER OF JUSTIN SEED TRACT;

THENCE SOUTH 89 DEGREES 36 MINUTES 46 SECONDS EAST, WITH THE SOUTH LINE OF SAID JUSTIN SEED TRACT, A DISTANCE OF 292.85 FEET TO A SET 1/2 INCH IRON PIN ON THE WEST RIGHT OF WAY LINE OF HIGHWAY 156;

THENCE SOUTH 01 DEGREE 19 MINUTES 46 SECONDS EAST, WITH THE WEST RIGHT OF
WAY LINE OF HIGHWAY 154, A DISTANCE OF 612.13 FEET TO A SET 1/2 INCH IRON PIN, AT
THE NORTHERNMOST NORTHEAST CORNER OF A CITY OF JUSTIN PARK;

THENCE SOUTH 69 DEGREES 00 MINUTES 00 SECONDS WEST, WITH THE NORTH LINE OF
SAID PARK, A DISTANCE OF 208.02 FEET TO A SET 1/2 INCH IRON PIN;

THENCE SOUTH 01 DEGREES 18 MINUTES 00 SECONDS EAST, WITH A WEST LINE OF SAID
PARK, A DISTANCE OF 710.00 FEET TO A SET 1/2 INCH IRON PIN AT THE SOUTHWEST
CORNER OF SAID PARK;

THENCE SOUTH 88 DEGREES 56 MINUTES 00 SECONDS EAST, WITH THE SOUTH LINE OF
SAID PARK, A DISTANCE OF 260.43 FEET TO A 1/2 INCH IRON PIN SET ON THE WEST RIGHT
OF WAY LINE OF HIGHWAY 156, AT THE SOUTHEAST CORNER OF SAID PARK;

THENCE SOUTH 01 DEGREE 18 MINUTES 15 SECONDS EAST, WITH THE WEST R.O.W. LINE
OF HIGHWAY 156, A DISTANCE OF 465.80 FEET TO THE POINT OF BEGINNING AND
CONTAINING IN ALL 266.273 ACRES OF LAND.

DEED TO THE CITY OF JUSTIN PARK
FROM THE CITY OF JUSTIN PARK
RECORDED IN THE PUBLIC RECORDS OF THE COUNTY OF JUSTICE, TEXAS
BOOK 11, PAGE 111

FOR THE CITY OF JUSTIN PARK
BY THE CITY CLERK
JULY 1, 1964



70 2004 00080760

Denton County
Cynthia Mitchell
County Clerk
Denton, TX 76202

Instrument Number: 2004-90760

Recorded On: July 09, 2004

As
Restrictions

Parties: HARDEMAN ESTATES

To

Billable Pages: 16

Number of Pages: 16

Comment:

**** Examined and Charged as Follows: ****

Restrictions	44.00
Total Recording:	44.00

***** THIS PAGE IS PART OF THE INSTRUMENT *****

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.

File Information:

Document Number: 2004-90760

Receipt Number: 123204

Recorded Date/Time: July 09, 2004 01:45P

User / Station: B Gibbs - Cash Station 1

Record and Return To:

HENRY ODDO AUSTIN & FLETCHER
1700 PACIFIC AVENUE
SUITE 2700
DALLAS TX 75201



THE STATE OF TEXAS }
COUNTY OF DENTON }

I hereby certify that this instrument was FILED in the File Number sequence on the date/time
printed hereon, and was duly RECORDED in the Official Records of Denton County, Texas.

Cynthia Mitchell

County Clerk
Denton County, Texas



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

HARDEMAN ESTATES HOMEOWNERS' ASSOCIATION, INC.
Filing Number: 800102621

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 07/05/2002

Effective: 07/05/2002



Gwyn Shea

Gwyn Shea
Secretary of State





Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

HARDEMAN ESTATES HOMEOWNERS' ASSOCIATION, INC.
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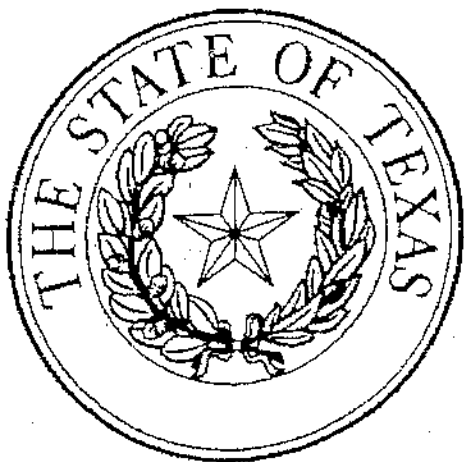
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Dated: 07/05/2002

Effective: 07/05/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

JUL 05 2002

ARTICLES OF INCORPORATION
OF
HARDEMAN ESTATES HOMEOWNERS' ASSOCIATION, INC.

Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is HARDEMAN ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter sometimes called the "Association."

ARTICLE II

The Association is a nonprofit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which the Association is organized are to administer the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HARDEMAN ESTATES, filed or to be filed for record in the Official Public Records of Real Property of Denton County, Texas, as same may be amended from time to time (the "Declaration"), which affects Hardeman Estates, a residential development in Denton County, Texas (the "Subdivision"), and reference being hereby made thereto for all purposes; to provide for the acquisition, construction, management, maintenance, operation and care of property as provided in the Declaration and, in general, to promote and foster civic pride and high standards of property ownership, development and maintenance in the Subdivision and any addition or additions thereto as may hereafter be brought within the jurisdiction of the Association, and for such purposes to:

(a) perform all of the duties and obligations of the Association as set forth in the Declaration, which the Association is not precluded by law to exercise and perform;

(b) cause to be enforced (i) the restrictions and covenants imposed upon all or part of the Subdivision by the Declaration, and (ii) the restrictions and covenants, if any, legally imposed hereafter upon the Subdivision by deed or otherwise;

(c) to acquire (by gift, deed, lease or otherwise), own, hold, improve, operate, maintain, sell, lease, convey, dedicate for public use, otherwise dispose of and/or alienate real and personal property as the Association may deem necessary or appropriate and/or as provided in the Declaration;

(d) to borrow money, and mortgage, pledge or otherwise encumber, alienate or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred to conduct the lawful affairs of the Association; and

(e) to have and exercise any and all powers, rights and privileges which a corporation organized and existing under the Texas Non-Profit Corporation Act may by law now or hereafter have and exercise;

PROVIDED, HOWEVER, any of the foregoing provisions of this Article IV to the contrary notwithstanding, the Association is organized and shall be operated exclusively for civic and community service and other nonprofit purposes, and no part of any net earnings or other assets of this Association shall inure to the benefit of any Member of the Association or any owner in the Subdivision.

ARTICLE V

The street address of the initial registered office of the Association is 1306 Lexington Square, Southlake, Texas 76092, and the name of its initial registered agent at such address is Mark Angeli.

ARTICLE VI

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Mark Angeli	1306 Lexington Square Southlake, Texas 76092	3 years
David Vanderlaan	1306 Lexington Square Southlake, Texas 76092	2 years
Randy Harper	1306 Lexington Square Southlake, Texas 76092	2 years

ARTICLE VII

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Angeli	1306 Lexington Square Southlake, Texas 76092

ARTICLE VIII

A. Every person who is a record owner of a fee or undivided fee interest in any lot within the Subdivision shall be a member of the Association (a "Member"). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any

obligation. Membership shall be appurtenant to and may not be separate from ownership of any lot that is subject to assessment by the Association. Ownership of such lot shall be the sole qualification for Membership.

B. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant during the Class B Control Period. Class A Members shall be entitled to one vote for each Lot owned. However, when more than one person holds an interest in any Lot, all such persons shall be members, but only one vote in total may be cast per Lot as the Owners determine among themselves and advise the Secretary of the Association in writing prior to the vote being taken. The Association shall have no affirmative obligation to take any action to determine which Owner is the person designated to cast the Lot's vote. If the Owners fail to advise the Association of the person designated to cast the Lot's vote, then the Lot's vote shall be suspended if more than one person or entity seeks to exercise it.

Class B. The sole Class B Member shall be Declarant. The Class B Member is entitled to five votes for each Lot owned by the Class B Member. The Class B membership shall cease and be converted to Class A membership upon expiration of the Class B Control Period.

ARTICLE IX

A. The conditions and regulations of membership in the Association shall be determined and fixed by these Articles and by the Bylaws; provided, however, that no part of the net earnings of the Association shall ever be distributed or shall otherwise inure to the benefit of any Member of the Association (or any owner in the Subdivision).

B. The Association may be dissolved with the written approval of not less than 2/3 of each class of membership as may be more specifically provided in the Bylaws and in accordance with the laws of the State of Texas. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association will be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

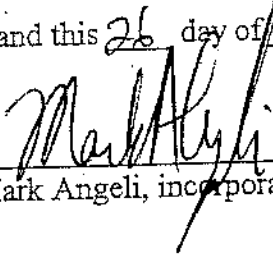
ARTICLE X

No director of the Association shall be liable to the Association or its Members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the Association or its Members; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided for by statute. If the Texas Miscellaneous Corporation Laws Act or any other statute is amended

subsequently to the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the full extent permitted by such statute, as so amended.

Any repeal or modification of the foregoing paragraph by the Members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have set my hand this 26 day of June, 2002.


Mark Angeli, incorporator

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

July 17, 2002

Attn: Susan E. Mitchell

Bellinger & Dewolf
750 N. St. Paul Street, Suite 900
Dallas, TX 75201 USA

RE: HARDEMAN ESTATES HOMEOWNERS' ASSOCIATION, INC.
File Number: 800102621

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure

HARDEMAN ESTATES HOMEOWNERS' ASSOCIATION, INC.
WRITTEN CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING

We, the undersigned, being the initial directors of Hardeman Estates Homeowners' Association, Inc., a Texas non-profit corporation (the "Corporation") named in the Articles of Incorporation of the Corporation, pursuant to the authority granted in section 9.10 of the Texas Non-Profit Corporation Act, hereby execute this Unanimous Consent for the purpose of adopting the following resolutions of the Board of Directors of the Corporation, to the same extent and to have the same force and effect as a unanimous vote of all of the Directors of the Corporation at a formal organizational meeting of the Board of Directors duly called and held for the purpose of acting upon proposals to adopt such resolutions:

RESOLVED, that the Articles of Incorporation of the Corporation, as filed with Secretary of State of the State of Texas, be and they hereby are, confirmed, approved and adopted as the Articles of Incorporation of the Corporation; and that the Secretary of the Corporation be, and hereby is, directed to cause a copy of the Articles of Incorporation to be inserted in the minute book of the Corporation.

RESOLVED, that the Bylaws submitted to each Director of the Corporation be, and the same hereby are, adopted for and as the Bylaws of the Corporation, to govern the conduct of the Corporation's affairs; and that the Secretary of the Corporation be, and hereby is, instructed and directed to insert a copy of said Bylaws in the minute book of the Corporation.

RESOLVED, that the following named persons be, and they hereby are, elected to the offices of the Corporation set opposite their respective names, to serve until the next annual election of officers of the Corporation, or until the election and qualification of their respective successors, such persons and their respective offices being as follows:

<u>Name</u>	<u>Office</u>
Mark Angeli	President
David Vanderlaan	Vice President/Treasurer
Randy Harper	Secretary

RESOLVED, that the President and/or Vice President of the Corporation be, and he hereby is, authorized and empowered to execute and file on behalf of the Corporation the following documents: Internal Revenue Service Form 1023, Application for Recognition of Exemption; and any other documents relating thereto or deemed necessary or appropriate in connection with such documents.

RESOLVED, that the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year other than the first year of the Corporation and the

year of its termination; and that the proper officers of the Corporation are authorized, empowered and directed, on behalf of the Corporation to keep the books of account and financial records of the Corporation in accordance with such fiscal year.

RESOLVED, that the President and/or Vice President of the Corporation be, and hereby is, authorized and empowered to open such bank accounts as the President determines to be necessary.


RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed, for and on behalf and in the name of the Corporation, to do and perform such acts and deeds and to execute and deliver such instruments and documents as may be necessary to carry out and comply with the terms and provisions of these resolutions.

EXECUTED in multiple counterparts, each of which shall be deemed an original, as of the last date written below.

Executed as of 6/25/, 2002


Mark Angeli

Executed as of 6-25, 2002


David Vanderlaan

Executed as of 7-1, 2002


Randy Harper

EXHIBIT B

Those tracts and parcels of real property located in the City of Justin, Denton County, Texas and more particularly described as follows:

- (a) All lots and tracts of land situated in **Buddy Hardeman Addition, Phase I, an addition to the City of Justin, Denton County, Texas, according to the Plat thereof recorded as Document Number 2002-R65281 of the Plat Records of Denton County, Texas; and**

