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Cross-reference to Clerk's Doc.
200206027138, Comal County,
Texas records.

**SUPPLEMENTAL DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
MYSTIC SHORES UNIT EIGHTEEN**

THIS SUPPLEMENTAL DECLARATION is made this 27th day of October, 2006, by Bluegreen Southwest One, L.P., a Delaware limited partnership (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions and Restrictions for Mystic Shores under Clerk's Doc. # 200206027138 in the Official Public Records of Comal County, Texas (herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Article 7 of the Declaration, the Declarant may submit certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto ("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title and assigns. The provisions of this Supplemental Declaration shall be binding upon in accordance with the terms of the Declaration.

ARTICLE 1

Definitions

The definitions set forth in Article 1 of the Declaration are hereby incorporated by reference, unless said terms are otherwise defined herein.

ARTICLE 2

Neighborhood Designation

The Additional Property shall be designated as a Neighborhood which shall be known as "Mystic Shores Unit Eighteen".

ARTICLE 3

Use Restrictions

In addition to the use restrictions set forth in Article 10 of the Declaration, the following shall apply to Mystic Shores Unit Eighteen:

3.1 Lot Construction. All primary dwellings on Lots must have at least two thousand (2000) square feet of living area, excluding porches and garages, and a garage which will hold a minimum of two (2) cars. The garage may be detached from the primary dwelling. One and one-half (1 ½) and two (2) story homes must have a minimum of twelve hundred (1200) square feet of living area, excluding porches and garages, on the ground floor. One secondary dwelling may be built on each Lot, provided said secondary dwelling contains a minimum of five hundred (500), and no more than one thousand (1000), square feet of living area space. Secondary dwellings must be built either during, or after completion of, construction of the primary dwelling and are subject to architectural approval by the appropriate reviewing body as set forth in the Declaration. Detached garages, workshops, barns, or corrals may be built prior to commencement of construction of the primary dwelling. All dwellings, detached garages, workshops, barns, corrals or other improvements proposed for construction on a Lot must be approved in writing by the Architectural Control Committee or appropriate reviewing body, as set forth in the Declaration, prior to being erected, altered or placed on a Lot. All primary and secondary dwellings must be built with new construction material, and constructed on a concrete slab or on a pier foundation with exteriors being comprised of fifty percent (50%) masonry. ("Hardiplank" material does not qualify as masonry.) Detached garages must be constructed of similar material as the primary dwelling on the Lot and be comprised of fifty percent (50%) masonry. Other accessory buildings and barns must be built with new construction material and may be constructed with wood or metal siding. (No aluminum, asbestos, plywood, concrete block, or vinyl siding is permitted.) A pier foundation must be constructed with concrete & rebar. A combination of a concrete slab and pier foundation may be utilized in the construction of a dwelling. All shingle roofs must have at least a thirty (30) year life. Metal and tile roofs will be permitted. No campers, recreational vehicles, boats, or trailers may be kept on a Lot prior to the completion of construction of the primary dwelling. After construction of the primary dwelling is completed, said vehicles may be kept on the Lot as long as they are parked or stored in accordance with the Design Guidelines.

3.2 Walls and Fences. Walls, fences and gates, if any, must be approved prior to the completion of construction by the Architectural Control Committee or appropriate reviewing body, and shall be on or within the Lot property line. Pipe fencing, adhering to the following standards, shall be used on any property line that fronts a road (hereinafter, the "road lot line") for a minimum of one hundred feet (100') along the road lot line:

- a. Fence posts shall consist of two and three-eighths inches (2-3/8") drill stem pipe.
- b. Each fence post shall be spaced ten feet (10') apart.
- c. A single top rail consisting of the same size pipe shall be placed on top of line posts.
- d. The area between the posts shall consist of tight lock or solid lock mesh tensile steel Class III galvanized wire or equal.
- e. Maximum fence height shall be fifty-two inches (52").

All additional fencing beyond this point will be subject to architectural approval by the appropriate reviewing body as set forth in the Declaration. Under no circumstances will chain link and/or like material be permitted.

Regardless of the lot line on which it is used, all piping must be painted black with panels and/or tight lock or solid lock mesh left in natural color. All gates along a road lot line must be of a decorative nature and be constructed of steel. Standard aluminum ranch gates are not permitted. Privacy fencing may be allowed on non-perimeter fencing, around the house area.

3.3 Animal Husbandry. No livestock or poultry of any kind may be kept on any Lot, except that animals being raised for 4-H or FFA school sponsored programs, excluding pigs or hogs, may be raised, bred or kept on a Lot. In addition, on all Lots, a maximum of one (1) horse for every one and one-half (1 1/2) full acres contained in the Lot may be kept, as long as the keeping of said horse(s) does not become a nuisance or threat to other Owners as determined in the sole discretion of the Board; furthermore, on adjoining Lots owned by the same Owner with a combined total of fifteen (15) or more acres, a maximum of one (1) cow for every five (5) full acres contained in said adjoining Lots may be kept, as long as the keeping of said cow(s) does not become a nuisance or threat to other Owners as determined in the sole discretion of the Board. All horses and/or 4-H or FFA animals being raised by individual Owners must be kept in a fenced area on the Owner's Lot. Dogs must be kept in a kennel, dog run, or fenced area that confines said dog(s) to that area. Dogs will not be permitted to run loose and must be vaccinated for rabies according to Texas law.

3.4 Driveways. The first one hundred feet (100') of all driveways leading to the garage must be surfaced with either concrete pavers, asphalt, two (2) course chip and seal, or a combination thereof. Driveways must be surfaced upon completion of construction of the primary dwelling unit.

ARTICLE 4

Amendment to Supplemental Declaration

4.1 By Declarant. This Supplemental Declaration may be unilaterally amended by the Declarant in accordance with Section 15.2(a) of the Declaration.

4.2 By Members. In addition to the requirements of Section 15.2(b) of the Declaration with respect to amendment by Members, any amendment to this Supplemental Declaration shall also require the written consent or affirmative vote, or any combination thereof, of Members holding at least sixty-seven percent (67%) of the total Class "A" votes allocated to the Lots subject to this Supplemental Declaration.

ARTICLE 5

Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Supplemental Declaration the day and year first above written.

DECLARANT: BLUEGREEN SOUTHWEST ONE, L.P.
by and through its General Partner
BLUEGREEN SOUTHWEST LAND, INC.

By: 

Title: Vice President, Bluegreen Southwest Land, Inc.

STATE OF TEXAS

COUNTY OF HAYS

This instrument was acknowledged before me on the 27th day of October, 2006, by Jack Dean, Vice President of Bluegreen Southwest Land, Inc., a Delaware corporation, the general partner of Bluegreen Southwest One, L.P., a Delaware limited partnership, on behalf of said corporation.

Patricia D. Shirley
Notary Public, State of Texas

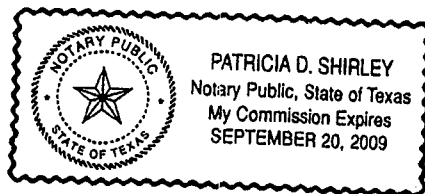


EXHIBIT "A"

Additional Property

ALL THOSE TRACTS or parcel of land, together with the improvements and appurtenances belonging thereto, lying and being in Comal County, Texas, as shown on a plat of survey made by Protech Engineering Group, dated September 27, 2006, a copy of which plat was recorded on October 27, 2006, in the real property records of Comal County, Document # 200606046242, and to which plat reference is hereby made for a more particular description of said land.

Doc# 200606046400
Pages 5
10/30/2006 9:51AM
Official Records of
COMAL COUNTY
JOY STREATER
COUNTY CLERK
Fees \$32.00



Joy Streater

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Cross-reference to Clerk's Doc. #200206027138
Comal County, Texas Real Property Records.

**FIRST AMENDMENT TO THE
SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR MYSTIC SHORES UNIT EIGHTEEN**

THIS FIRST AMENDMENT TO THE SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR MYSTIC SHORES, UNIT EIGHTEEN is made by Bluegreen Southwest One, L.P., a Delaware limited partnership (hereinafter referred to as "Declarant") on the date listed below and on the acknowledgment.

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions and Restrictions for Mystic Shores under Clerk's Doc. # 200206027138 in the Official Public Records of Comal County, Texas (herein referred to as the "Declaration"); and

WHEREAS, Declarant prepared and filed of record that certain Supplemental Declaration of Covenants, Conditions and Restrictions for Mystic Shores Unit Eighteen under Clerk's Document # 200606046400 in the Official Public Records of Comal County, Texas (herein referred to as the "Supplement"); and

WHEREAS, Declarant wishes to amend and restate the Supplement as to fence height and files this First Amendment to amend the previously filed Supplement through the filing of this Amendment to the Supplemental Declaration (the "First Amendment"); and

WHEREAS, the Class B Membership has not expired and Declarant has the ability to make this Amendment; and

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects Mystic Shores, Unit Eighteen to the provisions of the Declaration and this First Amendment to the Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this First Amendment and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title and assigns. The provisions of this First Amendment to the Supplemental Declaration shall be binding upon in accordance with the terms of the Declaration and such First Amendment to the Supplemental Declaration hereby amends the previously filed Supplement.

**ARTICLE 1
Definitions**

The definitions set forth in Article 1 of the Declaration are hereby incorporated by reference, unless said terms are otherwise defined herein.

ARTICLE 2
Neighborhood Designation

The Additional Property shall be designated as a Neighborhood which shall be known as "Mystic Shores Unit Eighteen".

ARTICLE 3
Use Restrictions

In addition to the Use Restrictions set forth in Article 10 of the Declaration, as well as the Supplemental Declaration the Declarant hereby amends ONLY the following portion of the Supplemental Declaration and all other restrictions placed on the Property by the Master Declaration and the Supplement shall apply to Mystic Shores Unit Eighteen:

Declarant hereby deletes the first paragraph of Section 3.2 in its entirety and replaces that portion of Section 3.2 with the following:

3.2 Walls and Fences. Walls, fences and gates, if any, must be approved prior to the completion of construction by the Architectural Control Committee or appropriate reviewing body, and shall be on or within the Lot property line. Pipe fencing, adhering to the following standards, shall be used on any property line that fronts a road (hereinafter, the "road lot line") for a minimum of one hundred feet (100') along the road lot line:

- a. Fence posts shall consist of two and three-eighths inch (2-3/8") drill stem pipe.
- b. Each fence post shall be spaced ten feet (10') apart.
- c. A single top rail consisting of the same pipe size shall be placed on the top of line posts.
- d. The area between the posts shall consist of tight lock or solid lock mesh tensile steel Class III galvanized wire or equal.
- e. Maximum fence height shall be seventy-two inches (72").

THE REMAINING PORTION OF SECTION 3.2 AS STATED IN THE SUPPLEMENTAL DECLARATION SHALL REMAIN AND BE A PART OF THE RESTRICTIONS FOR UNIT EIGHTEEN.

In addition to the Use Restrictions set forth the Master Declaration, the following shall apply to Mystic Shores Unit Eighteen:

Underground electric lines are not required or mandated in Mystic Shores Unit Eighteen. All electric lines are overhead lines, and the Owner shall not be required to provide underground services from the roadway to the dwelling. It is recommended that the Owner bury the electrical lines from the roadway to the dwelling but it is not required.

ARTICLE 4
Amendment to Supplemental Declaration

5.1 By Declarant. This Supplemental Declaration may be unilaterally amended by the Declarant in accordance with Section 15.2(a) of the Declaration.

5.2 By Members. In addition to the requirements of Section 15.2(b) of the Declaration with respect to amendment by Members, any amendment to this Amendment to the Declaration shall also require the written consent or affirmative vote, or any combination thereof, of Members holding at least sixty-seven percent (67%) of the total Class "A" votes allocated to the Lots subject to this Amendment to the Supplemental Declaration.

ARTICLE 6
Declaration

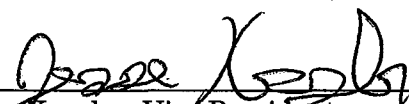
Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has executed this First Amendment to the Supplemental Declaration on this the 15th day of April, 2009, and such First Amendment amends Document # 200606046400, Official Real Property Records of Comal County, Texas.

DECLARANT:

BLUEGREEN SOUTHWEST ONE, L.P.
by and through its General Partner
BLUEGREEN SOUTHWEST LAND, INC.

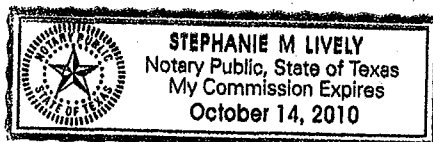
By: _____


Jesse Keasler, Vice President,
Bluegreen Southwest Land, Inc.

ACKNOWLEDGMENT

STATE OF TEXAS §
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 15th day of April, 2009, by Jesse Keasler, Vice President of Bluegreen Southwest Land, Inc., a Delaware corporation, the general partner of Bluegreen Southwest One, L.P., a Delaware limited partnership, on behalf of said entity.




Notary Public, State of Texas

Filed and Recorded
Official Public Records
Joy Streater, County Clerk
Comal County, Texas
04/07/2009 01:56:42 PM
CASHTWO
200906011417



