

AMENDMENT TO DECLARATION OF COVENANTS,

CONDITIONS AND RESTRICTIONS

PROMONTORY POINTE AT STONE OAK II P.U.D., UNIT 1

STATE OF TEXAS §
 KNOW ALL MEN BY THESE PRESENTS
 COUNTY OF BEXAR §

THAT THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PROMONTORY POINTE AT STONE OAK II P.U.D., UNIT 1 (hereinafter referred to as "Amendment"), is made on the date hereinafter set forth by VFA Associates, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant"), through Great America Companies, Inc., a Texas corporation, its Managing General Partner, acting herein by and through its duly authorized officers.

WITNESSETH

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Promontory Pointe at Stone Oak II P.U.D., Unit 1, Bexar County, Texas, according to plat recorded in Volume 9534, Pages 64-67 of the Deed and Plat Records of such County (the "Property"); and,

WHEREAS, Declarant desires to amend the Declaration of Covenants, Conditions and Restrictions for Promontory Pointe at Stone Oak II, Unit 1 (hereinafter referred to as "Declaration") filed and duly recorded in the Real Property Records of Bexar County, Texas on May 6, 1996 in Book D, Volume 06745, Page 01751, Document Number 96-0065912 as follows:

Article X, Section 25. Building Height; Minimum Square Footage. No developed area labeled sixty-five (65') front Lots shall contain less than one thousand eight hundred square feet (1,800') of heated/air-conditioned living space.

Except as otherwise defined herein, all other conditions, covenants and restrictions will remain in the same force and effect as described in the Declaration.

VOLUME 9534 PAGE 64-67

IN WITNESS WHEREOF, this Amendment is executed this the 8th day of May, 1996.

DECLARANT:

VFA ASSOCIATES, LTD.,
a Texas limited partnership

By: Great America Companies, Inc.,
Managing General Partner

By:


Israel Fogiel, President

STATE OF TEXAS

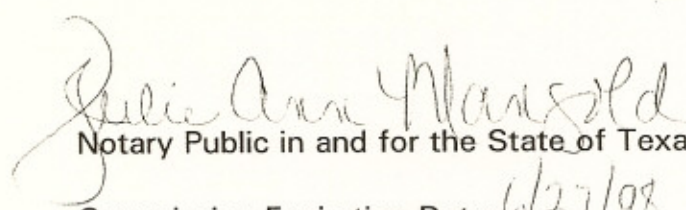
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COUNTY OF BEXAR

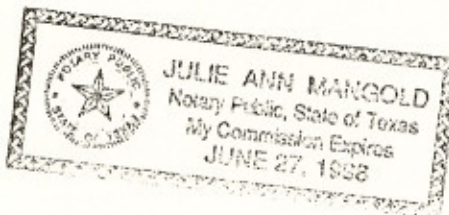
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This instrument was acknowledged before me on the 8th day of May, 1996, by Israel Fogiel, President of Great America Companies, Inc., a Texas Corporation, Managing General Partner of VFA Associates, Ltd., a Texas limited partnership, on behalf of said Corporation and said partnership.


Notary Public in and for the State of Texas

Commission Expiration Date: 6/27/98

AFTER RECORDING, RETURN TO:
VFA Associates, Ltd.
8000 IH-10 West, Suite 700
San Antonio, TX 78230



VOL 6751 PG 0556

Any provision herein which restricts the sale, rental, or use of the described real property because of race is invalid and unenforceable under Federal law. STATE OF TEXAS, COUNTY OF BEXAR

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

MAY 13 1996



Gerry Rickhoff

COUNTY CLERK BEXAR COUNTY, TEXAS

Filed for Record in:
BEXAR COUNTY, TX
GERRY RICKHOFF, COUNTY CLERK

On May 10 1996

At 3:59pm

Receipt #: 221443
Recording: 5.00
Doc/Mgmt: 6.00

Doc/Num : 96- 0069200

Deputy -Jane Hernandez

VOL 6751 PG 0557

**SECOND AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
PROMONTORY POINTE AT STONE OAK II P.U.D., UNIT 1**

STATE OF TEXAS	§	
		KNOW ALL MEN BY THESE PRESENTS
COUNTY OF BEXAR	§	

THAT THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PROMONTORY POINTE AT STONE OAK II P.U.D., UNIT 1 (hereinafter referred to as "Amendment"), is made on the date hereinafter set forth by VFA Associates, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant"), through Great America Companies, Inc., a Texas corporation, its Managing General Partner, acting herein by and through its duly authorized officers.

WITNESSETH

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Promontory Pointe at Stone Oak II P.U.D., Unit 1, Bexar County, Texas, according to plat recorded in Volume 9534, Pages 64-67 of the Deed and Plat Records of such County (the "Property"); and,

WHEREAS, Declarant desires to amend the Declaration of Covenants, Conditions and Restrictions for Promontory Pointe at Stone Oak II, Unit 1 recorded in Volume 6745, Page 01751 of the Real Property Records of Bexar County, Texas, and as amended in the Amendment to Declaration of Covenants, Conditions and Restrictions for Promontory Pointe at Stone Oak II, Unit 1 recorded in Volume 6751, Pages 555-557 of the Real Property Records of Bexar County, Texas (hereinafter referred to as "Declaration") as follows:

Article X, Section 27. Walls and Fences, will include the following paragraphs:

Platted lots that side to a collector street, such as Prospect Hill and Bear Ridge, will be provided with a masonry wall built by the Declarant. The masonry wall is to be located approximately fifteen feet (15') inside the property line of the side of the lot that fronts these collector streets. This wall may have a return into the lot at the rear property line for a variable distance to be determined by the Declarant in each instance.

This wall will be maintained at the sole cost and expense of the Association.

For Unit 1, the specific lots that are effected by this Amendment are Lots 27, 40, 41, 46, 56, Block 1 and Lots 4, 10, 33, Block 3.


IN WITNESS WHEREOF, this Amendment is executed this the 7th day of June, 1996.

DECLARANT:

VFA ASSOCIATES, LTD.,
a Texas limited partnership

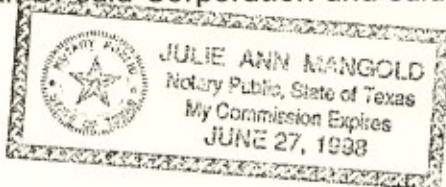
By: Great America Companies, Inc.,
Managing General Partner

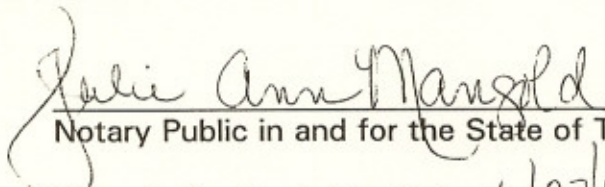
By:


Israel Fogiel, President

STATE OF TEXAS §
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COUNTY OF BEXAR §

This instrument was acknowledged before me on the 13th day of June, 1996, by Israel Fogiel, President of Great America Companies, Inc., a Texas Corporation, Managing General Partner of VFA Associates, Ltd., a Texas limited partnership, on behalf of said Corporation and said partnership.




Notary Public in and for the State of Texas

Commission Expiration Date: 6/27/98

AFTER RECORDING, RETURN TO:
VFA Associates, Ltd.
8000 IH-10 West, Suite 700
San Antonio, TX 78230

**THIRD AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
PROMONTORY POINTE AT STONE OAK II P.U.D.
(Umbrella Declaration)**

98- 0011796

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS
COUNTY OF BEXAR §

THAT THIS THIRD AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PROMONTORY POINTE AT STONE OAK II P.U.D. (hereinafter referred to as "Amendment"), is made on the date hereinafter set forth by VFA Associates, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant"), through Great America Companies, Inc., a Texas corporation, its Managing General Partner, acting herein by and through its duly authorized officers.

WITNESSETH

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Promontory Pointe at Stone Oak II P.U.D., Unit 1, Bexar County, Texas, according to plat recorded in Volume 9534, Pages 64-67 of the Deed and Plat Records of such County (the "Initial Property"); and, Promontory Pointe at Stone Oak II P.U.D., Unit 2, Bexar County, Texas, and being marketed as Promontory Heights, according to plat recorded in Volume 9537, Pages 62-63 of the Deed and Plat Records of Bexar County, Texas and Promontory Pointe at Stone Oak II P.U.D., Unit 3, Bexar County, Texas, according to plat recorded in Volume 9537, Pages 64-67 of the Deed and Plat Records of Bexar County, Texas (referred to collectively as the "Additional Property"); and

WHEREAS, Declarant desires to hold, sell and convey the Initial Property and the Additional Property subject to the Declaration of Covenants, Conditions and Restrictions for Promontory Pointe at Stone Oak II, Unit 1 recorded in Volume 6747, Page 1222 of the Real Property Records of Bexar County, Texas, as the same may be amended from time to time (the "Declaration"), which is for the purpose of establishing a uniform plan for the development, improvement and sale of the Initial Property, together with such other land constituting the Property from time to time brought within the terms of the Declaration pursuant thereto, and to insure the preservation of such uniform plan for the benefit of both present and future owners of the residential subdivision Lots within the Property; and,

WHEREAS, Article XII, Section 4 of the Declaration provides that the Declaration may be amended by an instrument when approved by not less than seventy-four percent (74%) of the aggregate of the votes of all Members of the Association; and

WHEREAS, the approval of not less than seventy-four percent (74%) of the aggregate of the votes of all Members of the Association is evidenced by the instrument attached as Exhibit "A", attached hereto and incorporated herein by reference.

NOW, THEREFORE, Declarant hereby amends the Restrictions by deleting from the first sentence of Article II, Section 7, paragraph (g) the following language: "(or profit or otherwise)"; and

Declarant hereby amends the first sentence of Article III, Section 3 (Maximum Annual Assessment) by deleting \$240.00 and replacing this amount with \$360.00.

Except as otherwise defined herein, all other conditions, covenants and restrictions will remain in the same force and effect as described in the Declaration.

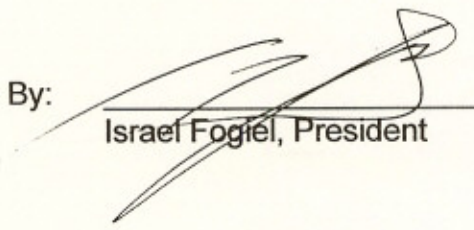
IN WITNESS WHEREOF, this Amendment is executed this the 19th day of December, 1997.

DECLARANT:

VFA ASSOCIATES, LTD.,
a Texas limited partnership

By: Great America Companies, Inc.,
Managing General Partner

By:


Israel Fogiel, President

STATE OF TEXAS

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COUNTY OF BEXAR

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This instrument was acknowledged before me on the 19th day of December, 1997, by Israel Fogiel, President of Great America Companies, Inc., a Texas Corporation, Managing General Partner of VFA Associates, Ltd., a Texas limited partnership, on behalf of said Corporation and said partnership.





Notary Public in and for the State of Texas

Commission Expiration Date: 8/5/2000

AFTER RECORDING, RETURN TO:
VFA Associates, Ltd.
c/o Great America Companies, Inc.
8000 IH-10 West, Suite 700
San Antonio, TX 78230

7325 PG 1334

EXHIBIT "A"
OFFICIAL BALLOT

VFA Associates, Ltd., a Texas limited partnership, through Great America Companies, Inc., a Texas corporation, its Managing General Partner, consents to the recordation of the Third Amendment to the Declaration of Covenants, Conditions and Restrictions for Promontory Pointe at Stone Oak II P.U.D. (Umbrella Declaration).

VFA Associates, Ltd. is the owner of the following lots in Promontory Pointe at Stone Oak II, P.U.D., as of the date hereinafter set forth:

Promontory Pointe, Unit 1

Block 1: Lots 18-20, 23-25, 33,35,38,
41-42,44,47-49

Block 2: Lots 29-37, 39-43,47,49-58,
61-62, 64, 66, 68-72

Block 3: Lots 1-7, 10, 30-31

Total Lots in Unit 1: 59 Lots

Promontory Pointe, Unit 2

Block 1: Lots 1-20, 22-23, 25-30, 33-35,
37-52

Total Lots in Unit 2: 47 Lots

Promontory Pointe, Unit 3

Block 1: Lots 57-62, 64, 66-82, 84-85

Block 3: Lots 34-38, 40-41, 49-50, 52,
55-57, 59-69, 71-86

Block 4: Lots 1, 3

Total Lots in Unit 3: 68 Lots

Total Lots Owned by VFA Associates, Ltd.: 174 Lots

Total Number of Votes entitled to Cast Pursuant to Article II, Section 3: 870

VFA ASSOCIATES, LTD.,
a Texas limited partnership

By: Great America Companies, Inc.,
Managing General Partner

By: 
Israel Fogiel, President

Date: December 19, 1997

Any provision herein which purports to affect the age, rental, or use of the described real property because of record is invalid and unenforceable under Federal law. STATE OF TEXAS, COUNTY OF BEXAR. I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

JAN 28 1998



Gerry Rickhoff

COUNTY CLERK BEXAR COUNTY, TEXAS

Filed for Record in:
BEXAR COUNTY, TX
GERRY RICKHOFF, COUNTY CLERK

On Jan 26 1998

At 4:24pm

Receipt #: 97272
Recording: 7.00
Doc/Mgmt: 6.00

Doc/Num : 98- 0011796

Deputy -Janie Sanchez

RECORDER'S MEMORANDUM

AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.

VOL 7325 PG 1336

**FOURTH AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
PROMONTORY POINTE AT STONE OAK II P.U.D.
(Umbrella Declaration)**

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS
COUNTY OF BEXAR §

THAT THIS FOURTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PROMONTORY POINTE AT STONE OAK II P.U.D. (hereinafter referred to as "Amendment"), is made on the date hereinafter set forth by VFA Associates, Ltd., a Texas limited partnership (hereinafter referred to as "Declarant"), through Great America Companies, Inc., a Texas corporation, its Managing General Partner, acting herein by and through its duly authorized officers.

W I T N E S S E T H

WHEREAS, Declarant is the owner of certain property heretofore platted and subdivided into that certain residential subdivision known as Promontory Pointe at Stone Oak II P.U.D., Unit 1, Bexar County, Texas, according to plat recorded in Volume 9534, Pages 64-67 of the Deed and Plat Records of such County (the "Initial Property"); and, Promontory Pointe at Stone Oak II P.U.D., Unit 2, Bexar County, Texas, and being marketed as Promontory Heights, according to plat recorded in Volume 9537, Pages 62-63 of the Deed and Plat Records of Bexar County, Texas and Promontory Pointe at Stone Oak II P.U.D., Unit 3, Bexar County, Texas, according to plat recorded in Volume 9537, Pages 64-67 of the Deed and Plat Records of Bexar County, Texas (referred to collectively as the "Additional Property"); and

WHEREAS, Declarant desires to hold, sell and convey the Initial Property and the Additional Property subject to the Declaration of Covenants, Conditions and Restrictions for Promontory Pointe at Stone Oak II, Unit 1 recorded in Volume 6747, Page 1222 of the Real Property Records of Bexar County, Texas, as the same may be amended from time to time (the "Declaration"), which is for the purpose of establishing a uniform plan for the development, improvement and sale of the Initial Property, together with such other land constituting the Property from time to time brought within the terms of the Declaration pursuant thereto, and to insure the preservation of such uniform plan for the benefit of both present and future owners of the residential subdivision Lots within the Property; and,

WHEREAS, Article XII, Section 4 of the Declaration provides that the Declaration may be amended by an instrument when approved by not less than seventy-four percent (74%) of the aggregate of the votes of all Members of the Association; and

WHEREAS, the approval of not less than seventy-four percent (74%) of the aggregate of the votes of all Members of the Association is evidenced by the instrument attached as Exhibit "A", attached hereto and incorporated herein by reference.

NOW, THEREFORE, Declarant hereby amends Article X, Restrictions of Use, Section 1, Single Family Residence, by adding subsection (c) as follows:

- (c) Unless the New Construction Committee otherwise agrees in writing, (i) the second floor front elevation shall be at least eighty-five percent (85%) brick, stone or other masonry material, excluding all window penetration for the purpose of computing percentage of area, and (ii) where construction finds it to be technically feasible, the brick in the second floor exterior facade shall return on either one (1) or both sides of the home for a minimum distance of six feet (6'). This subsection (c) applies only to Lots owned by Declarant as of February 9, 1998, and will also apply to any future single family residential Lots to be developed by Declarant and annexed to this Umbrella Declaration. As of February 9, 1998, the Declarant owns the following Lots:

Promontory Pointe, Unit 1
Block 1: Lots 41-42, 44, 47-49
Block 3: Lots 1-7, 10, 30, 31

Promontory Pointe, Unit 3
Block 1: Lots 57-62, 64, 66-82, 84-85
Block 3: Lots 34-38, 40-41, 49-50, 52, 59-69, 71-86
Block 4: Lots 1, 3

Declarant hereby amends Article X, Restrictions of Use, Section 29, Garages, to include the following:

For all detached garages, the front elevation, exclusive of the garage doors, must be 100% brick, stone or other masonry, and shall return on both sides of the garage for a minimum distance of four feet (4').

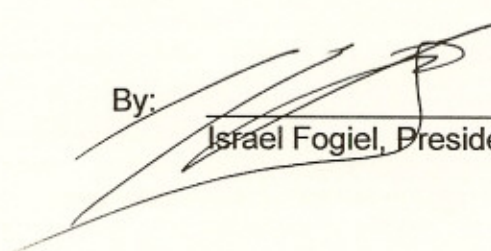
Except as otherwise defined herein, all other conditions, covenants and restrictions will remain in the same force and effect as described in the Declaration.

IN WITNESS WHEREOF, this Amendment is executed this the 9th day of February, 1998.

DECLARANT:

VFA ASSOCIATES, LTD.,
a Texas limited partnership

By: Great America Companies, Inc.,
Managing General Partner

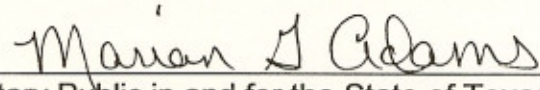
By: 
Israel Fogiel, President

STATE OF TEXAS

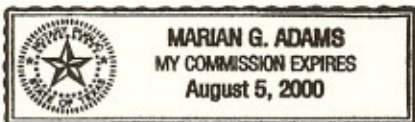
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COUNTY OF BEXAR

This instrument was acknowledged before me on the 9th day of February, 1998, by Israel Fogiel, President of Great America Companies, Inc., a Texas Corporation, Managing General Partner of VFA Associates, Ltd., a Texas limited partnership, on behalf of said Corporation and said partnership.


Notary Public in and for the State of Texas

Commission Expiration Date: 8/5/2000



AFTER RECORDING, RETURN TO:
VFA Associates, Ltd.
c/o Great America Companies, Inc.
8000 IH-10 West, Suite 700
San Antonio, TX 78230

EXHIBIT "A"
OFFICIAL BALLOT

VFA Associates, Ltd., a Texas limited partnership, through Great America Companies, Inc., a Texas corporation, its Managing General Partner, consents to the recordation of the Fourth Amendment to the Declaration of Covenants, Conditions and Restrictions for Promontory Pointe at Stone Oak II P.U.D. (Umbrella Declaration).

VFA Associates, Ltd. is the owner of the following lots in Promontory Pointe at Stone Oak II, P.U.D., as of the date hereinafter set forth:

Promontory Pointe, Unit 1

Block 1: Lots 18-20, 23-25, 33,35,38,
41-42,44,47-49

Block 2: Lots 29-37, 39-43,47,49-58,
61-62, 64, 66, 68-72

Block 3: Lots 1-7, 10, 30-31

Total Lots in Unit 1: 59 Lots

Promontory Pointe, Unit 2

Block 1: Lots 1-20, 22-23, 25-30, 33-35,
37-52

Total Lots in Unit 2: 47 Lots

Promontory Pointe, Unit 3

Block 1: Lots 57-62, 64, 66-82, 84-85

Block 3: Lots 34-38, 40-41, 49-50, 52,
59-69, 71-86

Block 4: Lots 1, 3

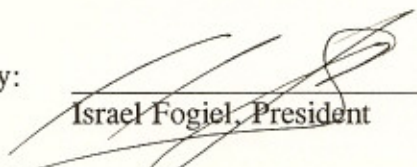
Total Lots in Unit 3: 65 Lots

Total Lots Owned by VFA Associates, Ltd.: 171 Lots

Total Number of Votes entitled to Cast Pursuant to Article II, Section 3: 855

VFA ASSOCIATES, LTD.,
a Texas limited partnership

By: Great America Companies, Inc.,
Managing General Partner

By: 
Israel Fogiel, President

Date: February 9, 1998