

4
AFTER RECORDING RETURN TO:
Tim Hagen
Glast, Phillips & Murray, P.C.
2200 One Galleria Tower
13355 Noel Road
Dallas, Texas 75240

**FIRST AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
SKYLINE RANCH, FORT WORTH, TEXAS**

FILED
TARRANT COUNTY TEXAS
2010 MAR 15 PM 2:37
SUZANNE HENDERSON
COUNTY CLERK
BY _____

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR SKYLINE RANCH, FORT WORTH, TEXAS (this "Amendment") is made by WILBOW-SKYLINE DEVELOPMENT CORPORATION, a Texas corporation ("Declarant"), as of the 3rd day of February, 2010.

WHEREAS, Declarant executed that certain Declaration of Covenants, Conditions and Restrictions for Skyline Ranch, Fort Worth, Texas, dated March 6, 2007, recorded in the Official Public Records of Real Property of Tarrant County, Texas, under Document No. D207082551 (the "Declaration"); and

WHEREAS, Section 12.02 of the Declaration provides that during the time Declarant is the owner of a Lot, Declarant may amend the Declaration with the consent of at least seventy percent (70%) of the owners of Lots subject to the Declaration; and

WHEREAS, Declarant owns at least seventy percent (70%) of the Lots subject to the Declaration or has obtained the consent of owners of at least seventy percent (70%) of the Lots subject to the Declaration; and

WHEREAS, Declarant desires to amend the Declaration; and

WHEREAS, capitalized terms not defined in this Amendment shall have the meanings given to such terms in the Declaration.

NOW, THEREFORE, Declarant declares that the Declaration is hereby amended as follows:

1. Section 3.02 of the Declaration is amended to read as follows:

3.02 Classes of Membership. The Association shall have two (2) classes of voting membership:

CLASS A. Class A Members shall be all Members with the exception of Class B Members. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote

for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

CLASS B. Class B Members shall be Declarant and any bona fide Owner who is engaged in the process of constructing a residential dwelling on any Lot for sale to consumers. Declarant shall be entitled to six (6) votes for each Lot owned by all Class B Members. Class B Members other than Declarant shall be non-voting Members of the Association. The Class B membership shall cease, and each Class B Member shall become a Class A Member, upon the earlier to occur of the following:

(i) when the total number of votes outstanding in the Class A Membership is eight (8) times greater than the total number of votes outstanding in the Class B Membership; or

(ii) when Declarant no longer owns record title to any of the Lots; or

(iii) on the twentieth (20th) anniversary of the date this Declaration was recorded in the Office of the County Clerk of Tarrant County, Texas.

Notwithstanding the voting rights within the Association, until the Declarant no longer owns record title to any of the Lots or the twentieth (20th) anniversary of the date this Declaration was recorded in the Office of the County Clerk of Tarrant County, Texas, whichever occurs first in time, the Association shall take no action with respect to any matter whatsoever without the prior written consent of the Declarant.

Owners of exempt properties as described in Section 5.11 hereof shall be Members but shall not have voting rights.

2. The Declaration, as expressly amended herein, remains in full force and effect and is hereby ratified and confirmed.

{signature page follows}

EXECUTED as of the date set forth above.

DECLARANT:

WILBOW-SKYLINE
DEVELOPMENT CORPORATION,
a Texas corporation

By: 
Chas Fitzgerald, President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on February 3, 2010, by CHAS FITZGERALD, President of WILBOW-SKYLINE DEVELOPMENT CORPORATION, a Texas corporation, on behalf of said corporation.

Margaret A Cady
Notary Public, State of Texas

My Commission Expires:
05-30-2012

Margaret A. Cady
(Printed or Typed Name of Notary)




**CONSENT, JOINDER AND SUBORDINATION
OF MORTGAGEE**

FROST BANK, the mortgagee holding a current deed of trust lien on all or a portion of the Property subject to the Declaration, does hereby consent to the execution and recordation of the foregoing, First Amendment to Declaration of Covenants, Conditions and Restrictions for Skyline Ranch, Fort Worth, Texas, and agrees that all liens currently held by it shall be subject and subordinate to the provisions of the foregoing First Amendment to Declaration.

EXECUTED this the 18 day for FEBRUARY, 2010.

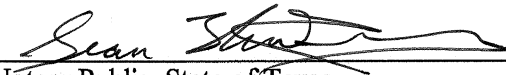
FROST BANK

By: 
Name: LARRY CHILTON
Title: EXEC. V.P.

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on 2/18, 2010, by Larry Chilton, Exec. Vice President of FROST BANK, on behalf of said bank.

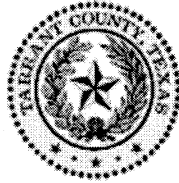
My Commission Expires:
1-5-2012


Notary Public, State of Texas
Sean Thacker
(Printed or Typed Name of Notary)



SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

GLAST PHILLIPS & MURRAY
2200 ONE GALLERIA TOWER
13355 NOEL RD
DALLAS, TX 75240

Submitter: WILBOW SKYLINE
DEVELOPMENT

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 3/15/2010 2:36 PM

Instrument #: D210056745

OPR

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PGS

\$28.00

By: _____

Suzanne Henderson

D210056745

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: CAMADDOCK