

ARTICLE I

The Declaration is hereby supplemented and amended by adding the following to Paragraph 6 of the Declaration:

1.1 Additional Association Maintenance Responsibilities. In addition to maintenance upon the Common Area, and as provided in Section 6 of the Declaration, the Association shall also provide maintenance upon the retaining/screening wall constructed in the Subdivision along Sandy Lake Road on the rear of Lot Thirteen (13), Block A, and the side of Lot Twenty-three (23), Block A ("Screening Wall"). Such maintenance shall include maintaining, repairing, removing, replacing or upgrading of the Screening Wall.

1.2 Maintenance Easement. The Association and Developer reserve a non-exclusive perpetual easement in, to, over, under, along and across Lot Thirteen (13), Block A, Lot Twenty-three (23), Block A, and Lot Twenty-four (24), Block A, solely for the purpose of maintaining, repairing, removing, replacing, or upgrading the Screening Wall ("Maintenance Easement"). Neither the Association nor the Developer, using the Maintenance Easement, shall be liable for any damage done by them or their assigns, their agents, employees or servants to any property of the Owner.

ARTICLE II

2.1 Duration. The Supplemental Covenants and Restrictions of this Supplemental Declaration shall run and bind the Subdivision, and shall inure to the benefit of and be enforceable by the Association. This Supplemental Declaration shall be effective until January 31, 2026, after which time such covenants and restrictions shall be automatically extended for successive ten-year periods, unless the Association by a seventy-five percent (75%) vote of its members determined by allocating votes as provided in the Declaration, shall in writing, change or modify same in whole or in part by action taken during the year 2026 or during the last year of any succeeding ten-year renewal period.

2.2 Amendments. Notwithstanding Section 2.1 of this Article, this Supplemental Declaration may be amended and/or changed by a seventy-five percent (75%) vote of the members of the Association, determined by allocating the votes as provided in the Declaration. No such amendment shall become effective in any event unless contained in a duly executed and authorized instrument filed in the office of the County Clerk of Dallas County, Texas, except that prior to January 1, 2002, no such amendment shall be valid or effective without the joinder of the Developer. No amendment shall be effective until thirty (30) days after recording or until all requisite governmental approvals, if any, have been obtained.

2.3 Conflict with Declaration. If any provisions of this Supplemental Declaration conflict with the provision in the Declaration pertaining to the same subject, the provision that is more restrictive, or that contains the most stringent requirements shall control.

2.4 Defined Terms. Each term utilized in this Supplemental Declaration with its initial letter capitalized and not otherwise specifically defined herein shall be given the meaning ascribed to such term in the Declaration.

IN WITNESS WHEREOF, the Association and Developer have caused this instrument to be executed as of the date set forth in the first paragraph of this Supplemental Declaration.

FOREST COVE ESTATES HOMEOWNERS ASSOCIATION, INC.
a Texas non-profit corporation

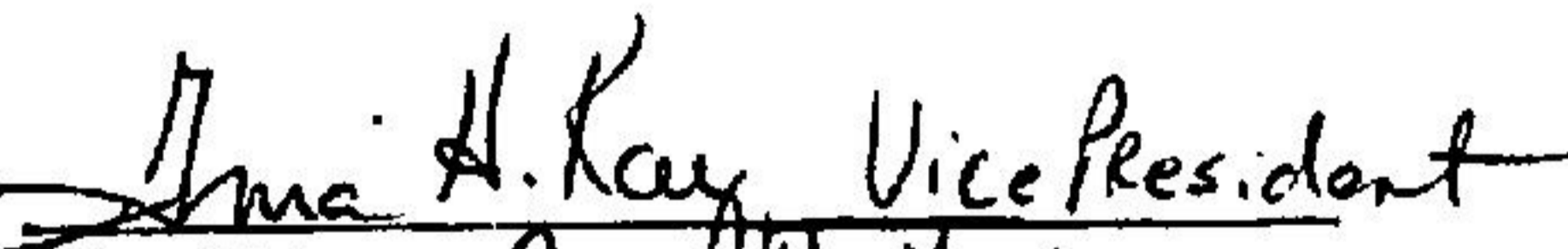
By:


Printed Name: Mark Messer
Title: President

PACIFIC UNITED, L.P.
a Texas limited partnership

By: Pacific United Development Corp.
a Nevada corporation, its sole General Partner

By:


Printed Name: Gina H. Kay
Title: Vice President

ACKNOWLEDGMENTS

THE STATE OF TENNESSEE §
COUNTY OF DAVISON §

BEFORE ME, the undersigned authority, on this day personally appeared Mark Messer, President of Forest Cove Estates Homeowners Association, Inc., a Texas non-profit corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 29 day of February, 2000.

Shawn Marie Lambrecht
Notary Public in and for State of Tennessee

My Commission Expires:
NOV 25 2000

THE STATE OF TEXAS §
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, on this day personally appeared Gina H. Kay, Vice President of Pacific United Development Corp., the sole General Partner of Pacific United, L.P., a Texas limited partnership, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 3RD day of FEBRUARY, 2000.



S. Lambrecht
Notary Public in and for State of TEXAS

My Commission Expires:
6-30-01

EXHIBIT A

STATE OF TEXAS X
 COUNTY OF DALLAS X

WHEREAS PACIFIC UNITED, L.P. IS THE SOLE OWNER OF A 13.434 ACRE TRACT OF LAND SITUATED IN THE J.W. ANDERSON SURVEY, ABSTRACT NO. 18, DALLAS COUNTY, TEXAS AND BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED IN DEED TO PACIFIC UNITED, L.P. RECORDED IN VOLUME 97154, PAGE 1809 OF THE DEED RECORDS OF DALLAS COUNTY, TEXAS (D.R.D.C.T.), SAID 13.434 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 1/2" IRON ROD FOUND AT THE NORTHWEST CORNER OF DEVONSHIRE, AN ADDITION TO THE CITY COPPELL, RECORDED IN VOLUME 91029, PAGE 0817 OF THE PLAT RECORDS OF DALLAS COUNTY, TEXAS (P.R.D.C.T.), SAID POINT BEING IN THE EAST RIGHT-OF-WAY LINE OF COPPELL ROAD (80' R.O.W.);

THENCE ALONG SAID EAST RIGHT-OF-WAY LINE THE FOLLOWING TWO COURSES AND DISTANCES:

N 00°10'44" W, A DISTANCE OF 487.74 FEET TO A 1/2" IRON ROD FOUND;

ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 200.00 FEET, A DELTA ANGLE OF 90°33'58", A LONG CHORD THAT BEARS N 45°05'15" E A DISTANCE OF 284.24 FEET, AN ARC DISTANCE OF 318.14 FEET TO A 1/2" IRON ROD FOUND IN THE SOUTH RIGHT-OF-WAY LINE OF SANDY LAKE ROAD (80' R.O.W.);

THENCE S 89°38'48" E, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 810.11 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

THENCE OVER AND ACROSS SAID PACIFIC UNITED TRACT THE FOLLOWING SEVENTEEN COURSES AND DISTANCES:

S 00°04'00" W, A DISTANCE OF 98.18 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 30°20'21" E, A DISTANCE OF 15.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 89°58'00" E, A DISTANCE OF 40.21 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 00°04'00" W, A DISTANCE OF 15.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 40.00 FEET, A DELTA ANGLE OF 90°00'00", A LONG CHORD THAT BEARS S 45°04'00" W A DISTANCE OF 56.57 FEET, AN ARC DISTANCE OF 62.83 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 00°04'00" W, A DISTANCE OF 344.50 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 89°58'00" E, A DISTANCE OF 107.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

N 45°04'00" E, A DISTANCE OF 14.14 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

N 00°04'00" E, A DISTANCE OF 9.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 89°58'00" E, A DISTANCE OF 50.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 00°04'00" W, A DISTANCE OF 9.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 45°04'00" E, A DISTANCE OF 14.14 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 89°58'00" E, A DISTANCE OF 93.18 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 00°04'00" W, A DISTANCE OF 50.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

N 89°58'00" W, A DISTANCE OF 9.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 45°04'00" W, A DISTANCE OF 14.14 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET;

S 00°04'00" W, A DISTANCE OF 105.00 FEET TO A 5/8" IRON ROD CAPPED "CARTER & BURGESS" SET IN THE NORTH LINE OF SAID DEVONSHIRE;

THENCE N 89°58'00" W, ALONG SAID NORTH LINE, A DISTANCE OF 1075.41 FEET TO THE POINT OF BEGINNING, AND CONTAINING 13.434 ACRES OF LAND, MORE OR LESS.

STATE OF TEXAS X
 COUNTY OF DALLAS X

WHEREAS PACIFIC UNITED, L.P. IS THE SOLE OWNER OF A 13.217 ACRE TRACT OF LAND SITUATED IN THE J.W. ANDERSON SURVEY, ABSTRACT NO. 18, DALLAS COUNTY, TEXAS AND BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED IN DEED TO PACIFIC UNITED, L.P. RECORDED IN VOLUME 97154, PAGE 1809 OF THE DEED RECORDS OF DALLAS COUNTY, TEXAS (D.R.O.C.T.), SAID 13.217 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 3/8" IRON ROD CAPPED "CARTER & BURGESS" FOUND FOR THE NORTHEAST CORNER OF DEVONSHIRE AN ADDITION TO THE CITY OF COPPELL, TEXAS (P.R.O.C.T.), SAID POINT BEING IN THE WEST LINE OF WHISPERING HILLS AN ADDITION TO THE CITY OF COPPELL, RECORDED IN VOLUME 80018, PAGE 1738 P.R.O.C.T.;

THENCE N 89°56'00" W, ALONG THE NORTH LINE OF SAID DEVONSHIRE, A DISTANCE OF 624.77 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

THENCE OVER AND ACROSS SAID PACIFIC UNITED, L.P. TRACT THE FOLLOWING SEVENTEEN COURSES AND DISTANCES:

N 00°04'00" E, A DISTANCE OF 105.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 45°04'00" E, A DISTANCE OF 14.14 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

S 89°56'00" E, A DISTANCE OF 9.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 00°04'00" E, A DISTANCE OF 50.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 89°56'00" W, A DISTANCE OF 93.18 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 45°04'00" W, A DISTANCE OF 14.14 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 00°04'00" E, A DISTANCE OF 9.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 89°56'00" W, A DISTANCE OF 50.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

S 00°04'00" W, A DISTANCE OF 9.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

S 45°04'00" W, A DISTANCE OF 14.14 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 89°56'00" W, A DISTANCE OF 107.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 00°04'00" E, A DISTANCE OF 344.50 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 40.00 FEET, A DELTA ANGLE OF 90°00'00", A LONG CHORD THAT BEARS N 45°04'00" E A DISTANCE OF 56.57 FEET, AN ARC DISTANCE OF 62.83 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 00°04'00" E, A DISTANCE OF 15.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 89°56'00" W, A DISTANCE OF 40.31 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 80°20'21" W, A DISTANCE OF 15.00 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER;

N 00°04'00" E, A DISTANCE OF 96.18 FEET TO A 3/8" IRON ROD CAPPED "CARTER & BURGESS" SET FOR CORNER IN THE NORTH LINE OF SAID PACIFIC UNITED, L.P. TRACT, BEING THE COMMON SOUTH RIGHT-OF-WAY LINE OF SANDY LAKE ROAD (80' R.O.W.);

THENCE S 89°36'46" E, ALONG SAID COMMON LINE, A DISTANCE OF 988.76 FEET TO A 1/2" IRON ROD FOUND FOR THE NORTHWEST CORNER OF SAID WHISPERING HILLS;

THENCE ALONG THE WEST LINE OF SAID WHISPERING HILLS THE FOLLOWING FIVE COURSES AND DISTANCES:

S 00°06'35" E, A DISTANCE OF 389.67 FEET TO A 1/2" IRON ROD FOUND;

N 97°25'00" W, A DISTANCE OF 130.38 FEET TO A 3/8" IRON ROD FOUND;

S 00°03'55" W, A DISTANCE OF 170.67 FEET TO A 1/2" IRON ROD FOUND;

S 00°08'16" E, A DISTANCE OF 100.74 FEET TO A 1/2" IRON ROD FOUND;

S 00°24'31" E, A DISTANCE OF 98.81 FEET TO THE POINT OF BEGINNING, AND CONTAINING 13.217 ACRES OF LAND, MORE OR LESS.

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Unofficial Copy

COUNTY CLERK, Dallas County, Texas
Earl B. Bussell



MAR 23 2000

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.
COUNTY OF DALLAS
STATE OF TEXAS
I hereby certify this instrument was filed on the date and time stamped herein by me and was duly recorded in the volume and page of the named records of Dallas County, Texas as stamped herein by me.

FILED
2000 MAR 23 PM 1:02
EARL BULLOCK
COUNTY CLERK
DALLAS COUNTY

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