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DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

KNOW ALL MEN BY THESE PRESENTS:

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WHEREAS, I. Harold Silberberg and Adele G. Silberberg ("Declarants") are the owners of that certain 9.421 acres, more or less, of real property ("Property") located in Travis County, Texas, more particularly described in Exhibit A attached hereto; and

WHEREAS, the Declarants are creating a planned unit development on the Property, known as Mesa Forest P.U.D., ("PUD") on which single-family residences will be erected and wish to place certain restrictions on the development thereof;

NOW, THEREFORE, it is hereby declared that the Property shall be HELD, SOLD, and CONVEYED subject to the following covenants, conditions and restrictions which shall run with the Property and shall be binding on all parties having any right, title or interest in or to the Property or any part thereof, and their heirs, successors and assigns.

ARTICLE I

DEFINITIONS

Section 1.01 Defined Terms. For all purposes of this Declaration, each of the following terms shall have the meaning assigned to it in this Section 1.01, notwithstanding any contrary meaning assigned to it in the preamble of this Agreement unless the context in which it is used clearly requires otherwise:

"Declarants" shall mean I. Harold Silberberg and Adele G. Silberberg, their heirs, successors, and assigns.

"Homeowners Association" shall mean the Mesa Forest Homeowners' Association, Inc., a Texas non-profit corporation, its successors and assigns.

"Lot" shall mean each tract, part or parcel of land within the Property, excepting any common areas or amenities, shown upon a recorded plat evidencing the PUD on the Property.

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having any such interest merely as security for the performance of an obligation, provided, however, that the purchaser at a foreclosure sale or trustee's sale shall be deemed an Owner.

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TRAVIS COUNTY, TEXAS

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"Property" shall mean that certain parcel of real estate containing 9.421 acres of land, more or less, and more particularly described in Exhibit A attached hereto.

"PUD" shall mean or refer to Declarants' development known as "Mesa Forest P.U.D." which is located on the Property.

Section 1.02 Article and Section Headings. The headings or titles of the several articles and sections of this Declaration are solely for the convenience of reference and shall not affect the meaning, construction or effect of the provisions hereof.

Section 1.03 Interpretation. The singular form of any word used herein shall include the plural, and vice versa, unless the context requires otherwise. The use of the word of any gender herein shall include all other genders, unless the context requires otherwise. This Declaration and all of the terms and provisions hereof shall be construed so as to effectuate the purposes contemplated hereby and to sustain the validity hereof.

ARTICLE II

USE RESTRICTIONS

Section 2.01 Limitation on Subdivision. The Property shall be subdivided into not more than fifty-four (54) single-family lots.

Section 2.02 Single-Family Development. There shall be no dwellings constructed on any Lot within the Property other than a single-family detached home.

ARTICLE III

GENERAL PROVISIONS

Section 3.01 Enforcement. The Declarants, the Homeowners' Association, or any Owner shall have the right to enforce, by any proceeding at law or in equity, all covenants, conditions and restrictions now or hereafter imposed by the provisions of this Declaration. Failure to enforce any covenant or restriction herein contained shall in no event be deemed a waiver of the right to do so thereafter.

Section 3.02 Severability. Invalidation of any one of the covenants, conditions or restrictions herein stated by judgment or court order shall in no way affect any other provision hereof, and all other provisions hereof shall remain in full force and effect.

Section 3.03 Duration and Amendment. The covenants, conditions, and restrictions of this Declaration shall run with and bind the Property, and, unless amended or terminated as provided herein, shall be in effect for a term of twenty (20) years from the date this Declaration is recorded, after which time said covenants, conditions and restrictions shall automatically be extended for successive periods of ten (10) years. During the initial term and any extension

thereof, the covenants, conditions and restrictions of this Declaration may be altered, amended or terminated only by an instrument filed of record evidencing approval by a majority of the Owners of the Lots and a majority of the owners of that certain 5.437 acre tract described in Exhibit B attached hereto. Any such termination or amendment shall be filed of record in the Travis County Deed Records promptly when executed. In order for any such amendment to be effective as to the holder of any lien on any Lot, such amendment must be executed by all of the holders of first liens.

Section 3.04 Parties Bound. This Declaration shall be binding upon and inure to the benefit of the heirs, personal representatives, successors and assigns of the Declarants, the parties comprising the Homeowners' Association, and Owners.

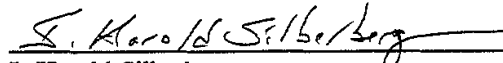
Section 3.05 Applicable Law. This Declaration shall be construed under the laws of the State of Texas and all obligations of the parties hereunder are performable in Travis County, Texas.

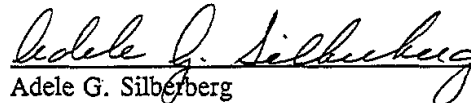
Section 3.06 Exhibits. All recitals and all exhibits referred to in this Declaration are incorporated herein by reference and shall be deemed a part of this Agreement for all purposes as if set forth at length herein.

Section 3.07 Conflicts with Other Restrictions. In the event any of the herein described covenants, conditions and restrictions conflict with any other covenants, conditions or restrictions which may now or hereafter apply to the Property, the more restrictive provision or provisions shall govern the Property.

IN WITNESS WHEREOF, this Declaration is executed effective as of October 24, 1994.

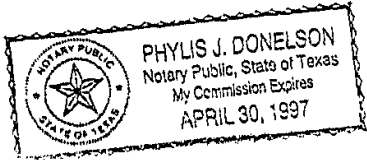
DECLARANTS:


I. Harold Silberberg


Adele G. Silberberg

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on October 24, 1994, by I. Harold Silberberg.

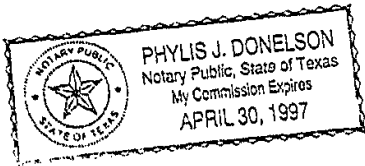


Phylis J. Donelson

Notary Public in and for
the State of Texas

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on October 24, 1994, by Adele G. Silberberg.



Phylis J. Donelson

Notary Public in and for
the State of Texas

RETURN TO: PHYLIS DONELSON
HERITAGE TITLE
98 SAN JACINTO BLVD. STE. 400
AUSTIN, TEXAS 78701
GF# 3-14497

EXHIBIT A

Property Description

TRACT ONE: Lots 2 - 11, inclusive, Block A, Lots 12 - 18, inclusive, Block B, Lots 19 - 29, inclusive, Block C, Lots 30 - 39, inclusive, Block D, Lots 40 - 54, inclusive, Block E, Common Area Lots 55 and 56, and Common Area Lot 57, Block D, MESA FOREST P.U.D., an addition in Austin, Travis County, Texas, according to the map or plat thereof recorded in Volume 93, Page 388-390, Plat Records of Travis County, Texas.

TRACT TWO: Lot 1, and Common Area Lots 58-1 and 59-1, MESA FOREST P.U.D., Lot 1, an addition in Austin, Travis County, Texas, according to the map or plat thereof recorded in Volume 88, Page 64, Plat Records of Travis County, Texas.

Exhibit B

FIELD NOTES FOR
5.437 ACRES

DESCRIBING 5.437 ACRES OF LAND, MORE OR LESS, OUT OF THE JAMES M. MITCHELL SURVEY NO. 17 IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS; SAID 5.437 ACRES BEING OUT OF AND A PART OF THAT CERTAIN 11.3 ACRE TRACT DESCRIBED IN A DEED TO I. HAROLD SILBERBERG AND WIFE, ADELE G. SILBERBERG AS RECORDED IN VOLUME 2223, PAGE 411 OF THE TRAVIS COUNTY, TEXAS DEED RECORDS; SAID 5.437 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron pin found for the most southerly corner of Spicewood Springs Road Office Park, a subdivision of record in Plat Book 85, Pages 124A-B of the Plat Records of Travis County, Texas; said point also being in the northwest line of said 11.3-acre Silberberg tract; from said beginning point run the following ten (10) courses and distances:

THENCE, with the east line of said Spicewood Springs Road Office Park, by course 1 as follows:

- 1) N39°23'09" E, a distance of 466.62 feet to an iron pin found for the most easterly corner of said Spicewood Springs Road Office Park, same being in the south right-of-way line of Spicewood Springs Road;

THENCE, with said south right-of-way line of Spicewood Springs Road by courses 2 and 3 as follows:

- 2) S14°08'00" E, a distance of 116.96 feet to a 1/2" iron pin at a point of curvature to the left;
- 3) Along a curve to the left an arc distance of 288.51 feet, having a radius of 826.00 feet and a chord which bears S23°41'28" E, a distance of 287.04 feet to a 1/2" iron pin found for the most northerly corner of Common Area Lot 3 of Charleston Place I-B, a subdivision as recorded in Book 85, Pages 178A and 178B of the Travis County, Texas Plat Records;

THENCE, with said west line of said Charleston Place I-B, by courses 4 - 6 as follows:

- 4) S32°44'48" W a distance of 162.74 feet to a 1/2" iron pin;
- 5) S27°11'09" W a distance of 258.95 feet to a 1/2" iron pin found;
- 6) S22°43'07" W, a distance of 84.00 feet to a 1/2" iron pin at the southeast corner of the herein described tract;

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THENCE, through the interior of said 11.3-acre Silberberg tract for the southerly and westerly lines of the herein described 5.437 acre tract, by courses 7 - 10 as follows:

- 7) N67°16'43" W, a distance of 282.83 feet to an iron pin;
- 8) N55°16'44" W, a distance of 123.02 feet to an iron pin;
- 9) N34°16'11" E, a distance of 325.96 feet to an iron pin;
- 10) N62°54'20" W, a distance of 25.57 feet to the POINT OF BEGINNING and containing 5.437 acres of land, more or less, as computed by Jeryl Hart Engineers, Inc. in September, 1994.

Prepared By:
JERYL HART ENGINEERS, INC.

Jeryl D. Hart

Jeryl D. Hart, R.P.L.S. #
F93025d

9/12/94
Date



STATE OF TEXAS COUNTY OF TRAVIS
I hereby certify that this Instrument was FILED on
the date and at the time stamped hereon by me; and
was duly RECORDED, in the Volume and Page of the
named RECORDS of Travis County, Texas, on

OCT 24 1994



Debra Robinson
COUNTY CLERK
TRAVIS COUNTY, TEXAS

FILED
94 OCT 24 PM 4:19
DAHA DE BEAUVIR
COUNTY CLERK
TRAVIS COUNTY, TEXAS

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TRAVIS COUNTY, TEXAS

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