COPY

SECOND SUPPLEMENTARY DECLARATION OF COVENANTS, RESTRICTIONS AND CONDITIONS ADDING PHASE III, THE WINDMILLS AT WOOD SPRINGS RANCH

This Second Supplementary Declaration of Covenants, Restrictions and Conditions Adding Phase III, The Windmills At Wood Springs Ranch ("Supplementary Declaration") is made by Robert Wood Fair Trust Number Two, Allen Whaley Fair Trust Number Two, And Virginia Rice Fair Trust Number Two. (the "Declarant") this 7th day of January, 2008, as follows:

Background. The Declarant has previously signed and filed of record a Declaration of Covenants, Restrictions and Conditions for The Windmills At Wood Springs Ranch, Phase 1 dated January 7, 2004, recorded in Volume 7409, Page 945 of the Official Public Records of Smith County, Texas, And also (i) a First Amendment to the Declaration of Covenants, Restrictions and Conditions for The Windmills At Wood Springs Ranch, Phase 1 dated April 14, 2004, recorded in Volume 7482 Page 157 of the Official Public Records of Smith County, Texas; And (ii) a Second Amendment to the Declaration of Covenants, Restrictions and Conditions for The Windmills At Wood Springs Ranch, Phase 1 dated July 12, 2005, recorded in Volume 7838 Page 093 of the Official Public Records of Smith County, Texas; And a First Supplementary Declaration of Covenant, Restrictions, and Conditions for the Windmills At Wood Springs Ranch dated August 29, 2006, recorded under Instrument Number 2006-R00043073 of the Official Public Records of Smith County, Texas, (such documents being collectively referred to herein as the "Original Declaration"). The Original Declaration imposed certain covenants, restrictions and conditions on Phase 1 of The Windmills At Wood Springs Ranch (the "Subdivision") located in the Francis Gilkison Survey A-407 and H. Jacobs Survey A-504 , Smith County, Texas. Article II, Section 2.3 of the Original Declaration authorizes the Declarant to add additional properties to the Subdivision by filing a supplementary declaration of covenants, restrictions and conditions. The purpose of this Supplementary Declaration is to add the property within the Windmills At Wood Springs Ranch, Phase III, Final Plat dated September 18, 2007, recorded under Instrument Number R00048210, of the plat records of Smith County, Texas, a copy of which is attached hereto as Exhibit "A", and to impose the covenants, restrictions and conditions as contained herein and in the Original Declaration on such plat. Capitalized terms as used herein shall have the same meanings ascribed to them in the Original Declaration unless otherwise specified herein.

NOW THEREFORE, Declarant declares The Windmills At Wood Springs Ranch Phase III (Phase III) to be a part of the Subdivision and that the lots therein shall be held, transferred, sold, conveyed and occupied subject to the covenants, conditions, restrictions, easements, charges and liens set forth in the Original Declaration as amended herein. The following amendments and additions to the covenants, restrictions and conditions shall also be applicable:

Article I, Section 1.1

1. Article I, Section 1.1, (h): Common Areas: The definition shall be amended to also include Lot # 84 as shown on the final plat of Phase III.

2. Article I, Section 1.1, (p): Lot: The definition shall be amended to include Lots # 69 through lot # 83 as shown on the final plat of Phase III.

3. Article I, Section 1.1, (p-1) Corner Lot - This definition is added: Corner Lot means a Lot with street frontage on both the front and at least one side. Corner Lots are Lots # 71, 72, 74, 80 and 81 as shown on the final plat of phase III

4. Article I, Section 1.1, (v): Plat: The definition is amended to also include the Windmills at Wood Springs Ranch Phase III, dated September 18, 2007, recorded under Instrument Number R00048210, of the Official Public Records of Smith County, Texas.

5. Article I, Section 1.1, (x): private Front Fence: The definition shall be amended to also apply to Lots 71, 72, 74, 80 and 81 with respect to side fencing and lots 74 through 79 with respect to rear fencing of the Windmills at Wood Springs Ranch Phase III.

6. Article I, Section 1.1, (y): Public Planting Areas: This definition shall be amended to include Lot # 84 of Phase III.

7. Article I, Section 1.1, (z): Subdivision: The definition shall be amended to include The Windmills at Wood Springs Ranch Phase III, Final Plat dated September 18, 2007, recorded under Instrument Number R00048210 of the Official Public Records of Smith County, Texas.

8. Article III, Section 3.6: Open Space: The definition shall be amended to include Lot # 84 of the Windmills at Wood Springs Ranch Phase III.

9. Article XII Section 12.1: (l) Reservation of 10' wide Utility Easement: This section is added: A 10' wide utility easement is reserved across all Lots in the Windmills at Wood Springs Ranch Phase III outside of, and along and parallel to the Public Street Right of Ways within said Plat, in accordance with the reservation noted on said Plat.

Except as otherwise specifically amended, all of the other terms and provisions of the Original Declaration shall remain in full force and effect.

By: _____
John R. Garrett, Trustee

By: Barbara King Fair Trustee
Barbara King Fair, Trustee

STATE OF TEXAS §

COUNTY OF SMITH §

This instrument was acknowledged before me on the 8TH day of JANUARY, 2008, by John R. Garrett, and Barbara King Fair Trustees of Robert Wood Fair Trust Number Two, Allen Whaley Fair Trust Number Two, And Virginia Rice Fair Trust Number Two, in the capacity therein stated.

BECKY MAYS
Notary Public
STATE OF TEXAS
My Comm. Exp. 3-7-2011

Becky Mays
Notary Public, State of Texas

After recording, return to:
Fariba Pouraryan
P.O. Box 1084
Tyler, TX 75710

C:\Documents and Settings\fpouraryan\My Documents\Windmills @ Woodspring Ranch\Declarations\Second Supp Declarations- PH III- June 2007.DOC

I, KEVIN L. KILGORE, REGISTERED PROFESSIONAL LAND SURVEYOR NO. 4687, DO HEREBY CERTIFY THAT THE PLAT SHOWN HEREON WAS PREPARED FROM AN ACTUAL SURVEY MADE UNDER MY DIRECTION AND SUPERVISION ON THE GROUND DURING THE MONTH OF NOVEMBER, 2005.

GIVEN UNDER MY HAND AND SEAL THIS 24TH DAY OF APRIL, 2007.

KEVIN L. KILGORE, R.P.L.S. NO. 4687

SUBSCRIBED AND SWORN TO BEFORE ME, A NOTARY PUBLIC, IN AND FOR THE STATE OF TEXAS, THIS 1st DAY OF Sept., 2007.

NOTARY PUBLIC

NOW, THEREFORE, KNOWN ALL MEN BY THESE PRESENTS:

That We, ROBERT WOOD FAIR TRUST NUMBER TWO, ALLEN WHALEY FAIR TRUST NUMBER TWO, and VIRGINIA RICE FAIR TRUST NUMBER TWO, do hereby adopt this plat designating the hereinabove described property as THE WINDMILLS AT WOOD SPRINGS RANCH, PHASE 3, an addition to Smith County, Texas, and does hereby dedicate all of the street right-of-ways and easements shown thereon to the public in addition, utility easements may also be used for the mutual use and accommodation of all public utilities desiring to use or using same unless the easement limits the use to particular utilities.

This plat approved subject to all platting ordinances, rules, regulations and resolutions of the City of Tyler, Texas.

WITNESS, my hand, this the day of , 2007.

JOHN R. GARRETT, TRUSTEE

SUBSCRIBED AND SWORN TO BEFORE ME, A NOTARY PUBLIC, IN AND FOR THE STATE OF TEXAS, THIS 29th DAY OF August 2007.

NOTARY PUBLIC

SHERRI L. HARRIS
Notary Public
STATE OF TEXAS
My Comm. Exp. 10-12-2008

WITNESS, my hand, this the day of

BARBARA KING FAIR TRUSTEE

SUBSCRIBED AND SWORN TO BEFORE ME, A NOTARY PUBLIC, IN AND FOR THE STATE OF TEXAS, THIS 29th DAY OF August 2007.

NOTARY PUBLIC

SHERRI L. HARRIS
Notary Public
STATE OF TEXAS
My Comm. Exp. 10-12-2008

WITNESS, my hand, this the day of

W. SCOTT KNIGHT, TRUSTEE

SUBSCRIBED AND SWORN TO BEFORE ME, A NOTARY PUBLIC, IN AND FOR THE STATE OF TEXAS, THIS 31st DAY OF August 2007.

NOTARY PUBLIC

SHERRI L. HARRIS
Notary Public
STATE OF TEXAS
My Comm. Exp. 10-12-2008

APPROVED BY THE CITY PLANNING & ZONING ON THIS 4th DAY OF Sept., 2007.

CHAIRMAN

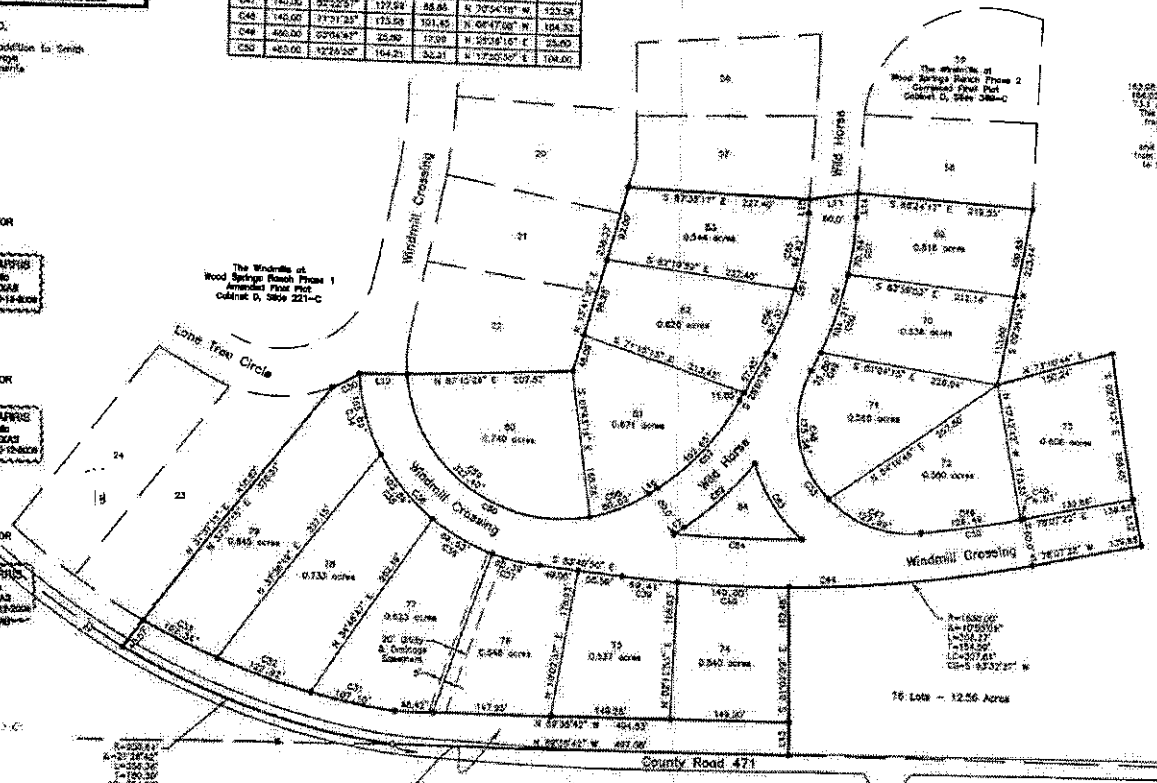
ATTEST:

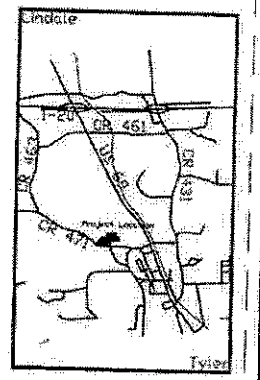
SECRETARY 09/04/07

CURVE	RADIUS	DELTA	ARC	TANGENT	BEARING	CHORD
C30	460.00	11°56'30"	95.92	48.83	N 61°47'18" E	95.75
C31	910.84	05°44'18"	107.12	53.61	N 79°43'27" W	107.06
C32	910.84	07°44'03"	122.93	61.55	N 72°29'47" W	122.83
C33	910.84	08°27'09"	167.54	83.92	N 63°24'38" W	167.31
C34	755.33	28°42'14"	169.43	86.38	S 75°56'19" E	169.08
C35	200.33	32°40'42"	114.24	58.72	S 29°53'12" E	112.70
C36	235.33	19°15'02"	79.08	39.94	S 61°16'33" E	78.70
C37	200.33	17°33'04"	61.36	30.84	S 77°47'36" E	61.12
C38	200.33	85°20'04"	298.44	215.80	S 44°21'09" E	271.63
C39	1830.00	02°10'23"	69.41	34.71	S 84°54'01" E	69.40
C40	1830.00	04°55'14"	148.00	70.64	S 88°24'51" E	147.96
C41	1830.00	16°11'46"	517.80	261.03	N 87°10'18" E	516.00
C42	1570.00	00°09'23"	4.01	2.00	S 78°41'19" W	4.01
C43	1570.00	04°38'53"	126.46	63.28	S 80°39'34" W	126.43
C44	140.00	90°00'00"	219.91	140.00	N 39°54'19" W	197.99
C45	140.00	71°31'25"	175.58	101.45	N 08°47'08" W	164.33
C46	460.00	09°04'47"	72.90	36.53	N 69°28'15" E	72.83
C47	460.00	12°26'06"	104.21	52.31	N 77°30'50" E	104.00

CURVE	RADIUS	DELTA	ARC	TANGENT	BEARING	CHORD
C51	695.00	08°27'19"	70.61	35.40	N 07°33'48" E	70.57
C52	1570.00	04°48'53"	131.91	65.94	S 80°30'48" W	131.87
C53	145.00	134°14'20"	339.67	264.83	N 34°38'37" W	267.00
C54	480.00	23°58'37"	200.90	101.91	N 19°09'06" E	199.46
C55	420.00	13°39'07"	84.82	42.71	S 09°38'10" W	84.67
C56	420.00	11°20'05"	83.12	41.84	S 22°03'47" W	83.01
C57	300.00	27°19'57"	102.65	77.81	S 41°41'16" W	101.91
C58	195.33	73°28'25"	80.03	46.56	S 87°05'29" W	79.47
C59	195.33	148°30'04"	507.42	517.62	N 53°09'17" W	380.46
C60	195.33	119°30'38"	407.42	334.99	N 64°53'28" W	337.48
C61	420.00	28°31'13"	182.18	92.90	S 13°00'43" W	180.74
C62	300.00	58°09'47"	121.37	65.26	N 46°10'58" E	121.15
C63	300.00	33°09'58"	173.66	89.34	S 38°19'01" E	171.27
C64	1570.00	04°58'08"	180.82	90.48	N 86°41'53" W	180.73

LINE	DISTANCE	BEARING
L30	60.13'	N 89°47'18" E
L31	61.28'	S 81°30'48" E
L32	60.00'	S 11°52'38" E
L33	60.00'	S 09°23'18" W
L34	29.68'	N 07°18'07" E
L35	17.28'	S 41°41'16" W
L36	13.13'	S 09°31'19" W
L37	15.38'	N 35°23'58" E





Vicinity Map

RECORDED IN CABINET E SLIDE 37-C OF THE PLAT RECORDS OF SMITH COUNTY, TEXAS. DATE

FRANCIS GILKISON SURVEY A-407

NO.	DATE	REMARKS	REVISIONS

CONTRACT NO. 2003019

SHEET NO. 1 OF 1

Final Plat showing
The Windmills at Wood Springs Ranch Phase 3
Smith County, Texas

KL Kilgore & Company, Inc.
www.klkilgore.com
4712 Paluxy Drive
Tyler, Texas 75703
(903)581-7800
Fax (903)581-3736

- SURVEYING
- PLANNING
- MAPPING

DESIGNED BY:	D. Jansen
DRAWN BY:	klk
CHECKED BY:	
DATE:	4-2007
SCALE:	1"=100'

Smith County
Judy Carnes
County Clerk
Tyler Tx 75702

70 2008 00001219

COPY

Instrument Number: 2008-R00001219

As

Recorded On: January 08, 2008 **Recordings - Land**

Parties: WINDMILLS AT WOOD SPRINGS RANCH

To PUBLIC

Billable Pages: 4

Number of Pages: 5

Comment: RESTRICTIONS

(Parties listed above are for Clerks reference only)

**** Examined and Charged as Follows: ****

Recordings - Land	28.00
Total Recording:	**28.00**

********** **DO NOT REMOVE THIS PAGE IS PART OF THE INSTRUMENT** **********

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.

File Information:

Document Number: 2008-R00001219
Receipt Number: 458565
Recorded Date/Time: January 08, 2008 02:46:42P

User / Station: D Hawkins - Cash Station 2

Record and Return To:

FARIBA POURARYAN
PO BOX 1084
TYLER TX 75710

I hereby certify that this instrument was filed and duly recorded in the Official Records of Smith County, Texas

Judy Carnes

County Clerk
Smith County, Texas