

**SECOND SUPPLEMENTARY DECLARATION
OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR RUBY RANCH SUBDIVISION**

PREAMBLE

This Second Supplementary Declaration of Covenants, Conditions, and Restrictions is made on the 15th day of September, 1997, by TWC Enterprises, Inc., a corporation duly formed and existing in the State of Texas, acting by and through the officer whose signature appears below (who has been duly authorized to execute this instrument on behalf of the corporation), (such corporation being referred to herein as the "Declarant").

RECITALS

1. Declarant is the owner of all that certain real property located in Hays County, Texas, described and shown on Exhibit "A" attached hereto and incorporated herein for all purposes.

2. The Declarant has devised general plans for all of the property described and shown on: (a) the subdivision plat for Ruby Ranch, Phase One, a subdivision in Hays County, Texas, as recorded in Volume 6, Pages 398 of the Plat Records of Hays County, Texas, reference being here made to such subdivision for all relevant purposes herein; and, (b) the subdivision plat for Ruby Ranch, Phase Two, a subdivision in Hays County, Texas, as recorded in Volume 7, Page 22 of the Plat Records of Hays County, Texas, reference being here made to such subdivision for all relevant purposes herein. Such general plans provide a common scheme of development designed to protect and safeguard the property shown on the above-referenced subdivision plats over a long period; such plans being filed for record in Volume 1181, Page 57 of the Official Public Records of Hays County, Texas (entitled "Declaration Of Covenants, Conditions, And Restrictions For Ruby Ranch Subdivision") and filed for record in Volume 1214, Page 247 of the Official Public Records of Hays County, Texas (entitled Supplementary Declaration of Covenants, Conditions, and Restrictions for Ruby Ranch Subdivision), and such general plans being incorporated herein by reference. Declarant now desires, pursuant to the terms of such general plans and subject to certain modifications set forth herein, to add the property described and shown on Exhibit "A" attached hereto to such general plans so that the common scheme of development provided for in such general plans is extended to the property described and shown on Exhibit "A" attached hereto. The property described and shown on Exhibit "A" attached hereto is contiguous to the property shown on the subdivision plats for Ruby Ranch, Phases One and Two; and the plat referenced on Exhibit "A", and incorporated herein by reference, contains a geographical description of such property.

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3. The general plans, referred to above, (and as modified herein) will benefit the property described and shown on Exhibit "A" attached hereto, the parcels and lots that constitute such property, the Declarant, and each successive owner of an interest in such property.

4. The purpose of the general plans, referred above, in addition to those stated above, is to enhance and protect the value, attractiveness, and desirability of the property subject to such general plans and to prevent nuisances and to maintain the desired character of the property subject to such plans; and it is the desire of the Declarant to extend such benefits to the property shown and described on Exhibit "A" attached hereto.

5. Therefore, in accordance with both the doctrines of restrictive covenant and implied equitable servitude, the Declarant desires to restrict the property shown and described on Exhibit "A" attached hereto according to such general plans (and as modified herein) and in furtherance of such general development plans.

NOW THEREFORE, it is declared that all of the property shown and described on Exhibit "A" attached hereto shall be held, sold, and conveyed subject to the easements, restrictions, covenants, and conditions contained and referred to in the general plans of development (subject to the modifications set forth below) recorded in Volume 1181, Page 57, Official Public Records, Hays County, Texas, and recorded in Volume 1214, Page 247, Official Public Records, Hays County, Texas, and such general plans shall run with the property shown and described on Exhibit "A" attached hereto.

ARTICLE I Definitions

The Declaration Of Covenants, Conditions, and Restrictions For Ruby Ranch Subdivision, recorded in Volume 1181, Page 57, Official Public Records of Hays County, Texas, and recorded in Volume 1214, Page 247, Official Public Records of Hays County, Texas, (herein referred to as the "Declarations"), shall be modified and supplemented as follows:

1. The term "Property" as defined in such Declarations is hereby modified and supplemented to include and be extended to the property shown and described on Exhibit "A" attached hereto.

2. The term "Subdivision" as defined in such Declarations is hereby modified and supplemented to include and be extended to the subdivided property shown and described on Exhibit "A" attached hereto.

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3. The term "Lot" as defined in such Declarations is hereby modified and supplemented to include and be extended to any of the plots of land, except the "common area", shown and described on the plan and subdivision map recorded in Volume 7, Page 331, Plat Records of Hays County, Texas, on which there is or will be built a single family dwelling.

4. The term "Owner" as defined in such Declarations is hereby modified and supplemented to include and be extended to the record owner or owners of the fee simple title to any Lot or portion of a Lot in the property shown and described on Exhibit "A" attached hereto on which there is or will be built a detached single family dwelling.

5. The term "Common Area" as defined in such Declarations is hereby modified and supplemented to include and be extended to the roads/streets shown and described within the boundaries of the subdivision shown and described on the plat recorded in Volume 7, Page 331, Plat Records of Hays County, Texas.

ARTICLE II

Property Subject to Second Supplementary Declaration

Property Subject to Second Supplementary Declaration. The real property covered by this Second Supplementary Declaration is described in Exhibit "A" attached hereto and incorporated by reference. All of the properties and any right, title or interest therein shall be owned, held, leased, sold and/or conveyed by Declarant, and any subsequent owner of all or any part thereof, subject to this Second Supplementary Declaration [and the Declarations referred to herein which have been incorporated herein by reference (except as modified herein)].

ARTICLE III

Covenants Running With the Land

Covenants Running With the Land. The easements, restrictions, covenants, and conditions contained in the Declarations, as supplemented and modified by this Second Supplementary Declaration, are for the purpose of protecting the value and desirability of the real property described herein (in addition to the real property described in such Declarations). Consequently, they shall run with the real property described herein and shall be binding on all parties having any right, title, or interest in such property (in whole or in part), and their heirs, successors, and assigns. Such easements, covenants, conditions, and restrictions shall be for the benefit of the real property described herein, each Lot, and each Lot Owner.

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ARTICLE IV
Modifications

Modifications of Declarations applicable to Property. The following modifications of the Declarations shall be applicable to, and only applicable to, the real property described in Exhibit "A" attached hereto:

1. Article VIII, provisions 8.02 and 8.03, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, are amended to add the following:

All residences constructed on the lots in Ruby Ranch, Phase III, must have an enclosed side or rear entry garage (which may be attached or detached) providing for the parking and storage of at least two (2) automobiles; and none of such lots in Ruby Ranch, Phase III, will be permitted to have carports.

2. Article VIII, provision 8.04, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, is amended to add the following:

The building setback requirement for all lots in Ruby Ranch, Phase III, are as follows: no building or other structure will be built any closer than 40' from the front property line, nor closer than 20' from side or rear property line.

3. Article VIII, provision 8.13, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, is amended to add the following:

None of the lots in Ruby Ranch, Phase III, shall be permitted to have an individual water supply system unless the centralized water supply system as mentioned hereinbelow ceases to exist and/or is not replaced by another centralized water supply system. The lots in Ruby Ranch, Phase III, shall be serviced by the centralized water system currently located adjacent to Ruby Ranch, Phase III. A water supply corporation has been created under the name "Ruby Ranch Water Supply Corporation" (referred to herein as "RRWSC"). The Declarant and RRWSC have entered into an agreement under which RRWSC will acquire such water system at some point in the future (such agreement being entitled "Agreement For Conveyance and Transfer Of Water System", dated September 15, 1997, and filed of record in the Official Public Records of Hays County, Texas, and reference being here made to such agreement for all relevant purposes herein); and until the consummation of the transaction contemplated under such agreement, the Declarant, among other things, will operate such water system and will be entitled to collect and retain the fees and charges lawfully permitted to be assessed for such water service. Each and every owner of a lot in Ruby Ranch, Phase III, shall automatically become, and must remain, a member of RRWSC during such owner's period of ownership of such lot; and membership will appurtenant to and may not be separated from

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ownership of a lot. The membership of a person or entity in RRWSC shall terminate automatically whenever such person or entity ceases to be an owner, except that such termination shall not release or relieve any such person or entity from any liability or obligation incurred under or in any way connected with RRWSC during the period of ownership, nor impair any rights or remedies which RRWSC or any other owner has with regard to such former owner. By accepting ownership of a lot in Ruby Ranch, Phase III (which shall be evidenced by the recording of a deed to such lot), each owner shall be deemed to ratify, confirm and accept the Agreement between Declarant and RRWSC as referenced above (and all of the terms, conditions and provisions contained therein) for the period covered by such Agreement.

4. Article VIII, provision 8.15, of the Declarations filed at Volume 1181, Page 57 of the Official Public Records of Hays County, Texas, is amended to add the following:

Only household pets shall be allowed on any of the lots in Ruby Ranch, Phase III. Provided, however, and notwithstanding the foregoing prohibition, on Lots 1, 2, 3, 4, 5 6, and 11, Block A, and Lot 1, Block B, Ruby Ranch, Phase III, animals shall be allowed as provided in Article VIII, provision 8.15 of the Declaration filed at Volume 1181, Page 57, Official Public Records of Hays County, Texas.

The above modifications will apply to, and only to, the affected lots in Ruby Ranch, Phase III, as set forth above in this Article IV, notwithstanding anything to the contrary contained in those Declarations filed for record at Volume 1181, Page 57, Official Public Records of Hays County, Texas (as supplemented by that certain instrument filed for record at Volume 1214, Page 247, Official Public Records of Hays County, Texas).

ARTICLE V Miscellaneous

It is the express intent of the Declarant that this document supplement the Declarations referred to herein. Notwithstanding anything contained herein to the contrary, this instrument is expressly declared to be a supplement of such Declarations and not a replacement of such Declarations.

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This Second Supplementary Declaration is executed this the 15th day of September, 1997.

TWC Enterprises, Inc., a
Texas corporation

By: Terri Lee Wimmer Vice-President
Terri Lee Wimmer

Acknowledgment

State of Texas
County of Hays

This instrument was acknowledged before me on the 15th day of September, 1997, by Terri Lee Wimmer, Vice-President of TWC Enterprises, Inc., a Texas corporation, on behalf of such corporation.



Christina T. Dunkin
Notary Public, State of Texas
Notary's Stamp with Printed Name
and Commission Expiration Date:

AFTER RECORDING, RETURN TO:

TWC Enterprises, Inc.
1900 FM 967
Buda, Texas 78610

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EXHIBIT "A"

(Attached to Second Supplementary Declaration of Covenants, Conditions,
and Restrictions For Ruby Ranch Subdivision dated September 15, 1997)

All of the property and lots shown on and described on that certain map or plat filed
of record in Volume 7, Page 331 of the Plat Records of Hays County, Texas; said
map or plat referred to and incorporated herein for all relevant and pertinent
purposes.

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Margie T. Villalpando

9-15-97 04:08 PM 9715703
LYNN \$21.00
MARGIE T VILLALPANDO, County Clerk
HAYS COUNTY