

Republic Title of Texas, Inc. COMMERCIAL
 GF # 10R28346-48395 CRO FFS _____

RETURN TO: CRO
 Republic Title of Texas, Inc.
 2626 Howell St., 10th Floor
 Dallas, TX 75204

**AMENDMENT TO DECLARATION OF
 COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR
ALLIANCE TOWN CENTER – PHASE II ASSOCIATION**

This Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center – Phase II Association (“Amendment”) is executed to be effective as of the 18th day of April, 2013 (the “Effective Date”), by AIL Investment, L.P., a Texas limited partnership (“Declarant”), and Hillwood Multifamily Land, LP, a Texas limited partnership (“Owner”).

Declarant is the “Declarant” under the Declaration of Covenants, Conditions, Restrictions and Easements for Alliance Town Center – Phase II Association dated December 15, 2009, and recorded as Instrument No. D209326472, Real Property Records of Tarrant County, Texas (as such may have in the past or in the future be amended and supplemented from time to time, the “Declaration”). Owner is the owner of a portion of the Property (as defined in the Declaration). Declarant and Owner desire to amend the Declaration in accordance with the provisions of Section 10.04 of the Declaration. As of the Effective Date of this Amendment, Declarant and Owner, in the aggregate, own more than a majority of the gross acreage contained in the Property (as defined in the Declaration). Further, Declarant and Owner are, as of the Effective Date of this Amendment, Members in Good Standing (as defined in the Declaration) and hold, in the aggregate, more than two-thirds of all of the votes of the Class A Members (as defined in the Declaration). In lieu of a meeting of the Class A Members and pursuant to Article IX, Section 11 of the Alliance Town Center – Phase II Association Bylaws, Class A Members in Good Standing (as defined in the Declaration), including Declarant, holding, in the aggregate, more than two-thirds of the votes eligible to be cast by all Class A Members in Good Standing (including Declarant), approved this Amendment by written consent. Therefore, the Declaration is amended by this Amendment. Due to their ownership of a majority of the Property and the above referenced approval of this Amendment by written consent, no person or entity other than Declarant and Owner is required to join in and consent to this Amendment.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Section 7.02(b) of the Declaration is hereby deleted in its entirety and replaced with the following:

“(b) establishments for the rehabilitation of alcoholic, narcotic or psychiatric patients; and institutions, homes or rehabilitation centers for persons convicted of crimes; provided, however, notwithstanding anything contained herein to the contrary, the following are permitted: (i) full service hospitals, (ii) medical office buildings, (iii) ambulatory surgery centers, (iv) outpatient imaging centers, (v) freestanding emergency departments (including helipad and other ambulance areas), (vi) medical, dental or optical clinics for the examination, consultation or treatment of patients as out-patients, (vii) medical laboratories and research facilities, (viii) establishments for the sale or rental or industrial facilities for the manufacture of medical or optical supplies and equipment, (ix) pharmacies, (x) veterinarian clinics and related facilities (except outdoor boarding of animals, which is prohibited), (xi) residence homes for the aged, including,

without limitation, independent living facilities, assisted living facilities, memory care facilities and skilled nursing facilities, and (xii) as the DRB otherwise may specifically permit in writing;"

2. Section 7.02(o) of the Declaration is hereby deleted in its entirety and replaced with the following:

“(o) Sexually oriented businesses (as used herein, “sexually oriented business” means a commercial enterprise the primary business of which is the offering of a service or the selling, renting, or exhibiting of devices or any other items intended to provide sexual stimulation or sexual gratification to the customer)”

3. Section 7.03(a) of the Declaration is hereby amended to delete the table of setback specifications in its entirety and replace it with the following table of setback specifications:

Street	Paving Setback	Building Setback
I-35W Frontage Road	30 feet	60 feet
Golden Triangle Blvd.	30 feet	60 feet
North Riverside Drive	30 feet	60 feet
Heritage Trace Parkway	30 feet	60 feet
Internal private drives/roadways	10 feet	30 feet
Other primary streets:		
<ul style="list-style-type: none"> • East-West streets connecting the North-South Spine Road to the following streets (as shown on <u>Exhibit B</u> attached hereto: <ul style="list-style-type: none"> ○ Amador Dr. ○ Crawford Farms Dr. ○ Prestige Rd. 	20 feet	30 feet
<ul style="list-style-type: none"> • North-South Spine Road as generally depicted on <u>Exhibit B</u> attached hereto: <ul style="list-style-type: none"> ○ Section 1 of the North-South Spine Road (Heritage Trace Parkway to Amador Rd. East-West connector street) ○ Section 2 of the North-South Spine Road (Amador Rd. East-West connector street to Crawford Farms Dr. East-West connector street) ○ Section 3 of the North-South Spine Road (Crawford Farms Dr. East-West connector street to Golden Triangle) 		
	20 feet	30 feet
	50 feet	50 feet
	20 feet	30 feet
All other streets	10 feet	30 feet

4. Section 7.11 of the Declaration is hereby amended to insert the following additional sentence at the end of Section 7.11:

“Furthermore, with respect to residential properties within the Property, the DRB may promulgate and enforce rules and regulations concerning items that may be maintained and /or stored on residential unit patios and balconies.”

5. The Declaration is hereby amended to insert the depiction of street setbacks attached as Exhibit B to this Amendment as a new Exhibit B to the Declaration.

6. All capitalized terms not defined herein are shall have the meanings ascribed to them in the Declaration.

7. The Declaration, as amended by this Amendment, remains in full force and effect.

[signatures on following pages]

Executed to be effective as of the Effective Date.

Declarant:

AIL Investment, L.P.,
a Texas limited partnership,

By: AIL GP, LLC,
a Texas limited liability company,
its general partner

By: *[Signature]*
Name: L. Russell Laughlin
Title: Sr. Vice President

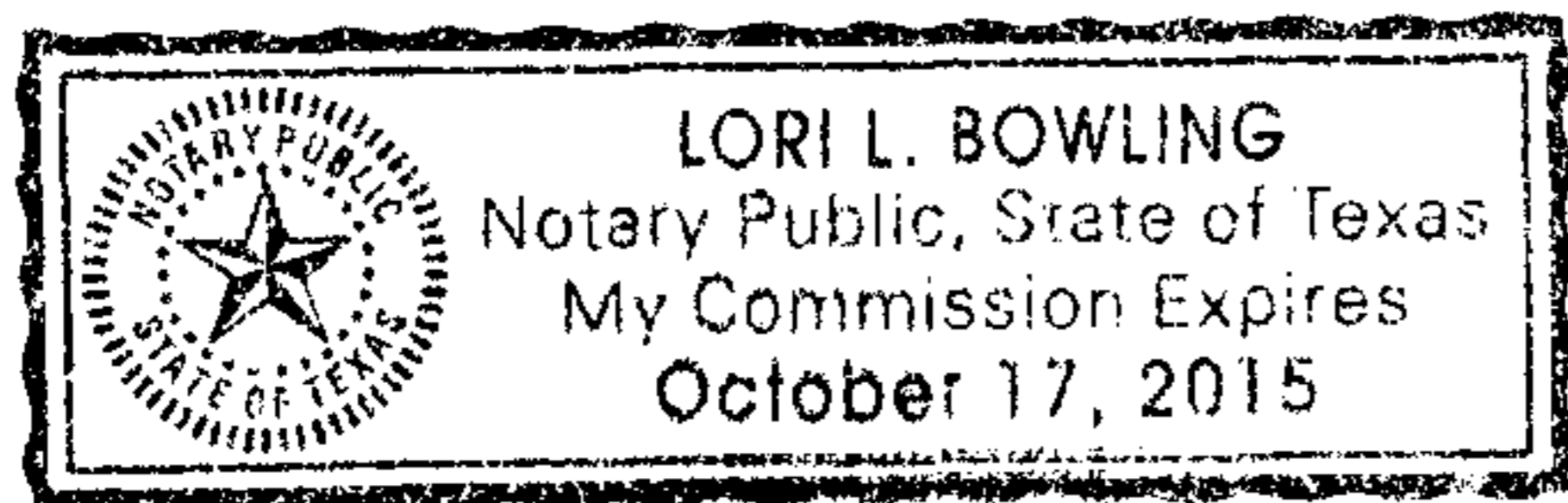
CAK

THE STATE OF TEXAS

COUNTY OF TARRANT

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§

This instrument was acknowledged before me on April 17, 2013, by L. Russell Laughlin, Sr. Vice President of AIL GP, LLC, a Texas limited liability company, as general partner of AIL Investment, L.P., a Texas limited partnership, on behalf of said limited partnership.



Lori L. Bowling
Notary Public, State of Texas

DUPLICATE

Owner:

Hillwood Multifamily Land, LP,
a Texas limited partnership,

By: Hillwood Multifamily Land GP, LLC,
a Texas limited liability company,
its general partner

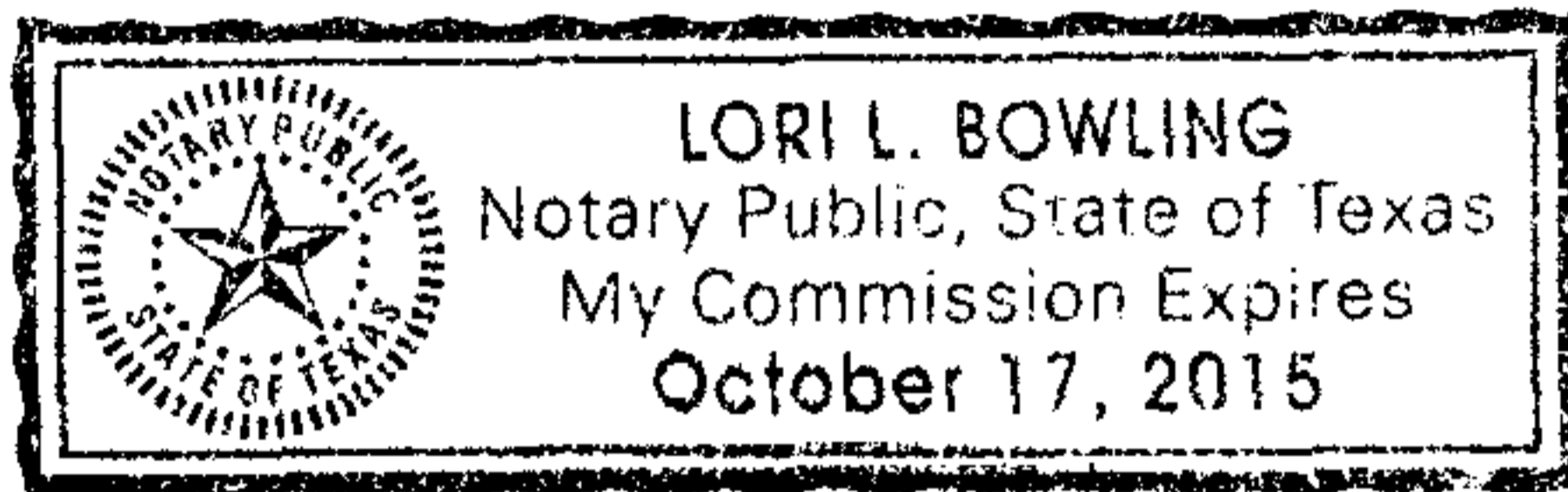
By: *[Signature]*
Name: L. Russell Laughlin
Title: Sr. Vice President

CAK

THE STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on April 17, 2013, by L. Russell Laughlin, Sr. Vice President of Hillwood Multifamily Land GP, LLC, a Texas limited liability company, as general partner of Hillwood Multifamily Land, LP, a Texas limited partnership, on behalf of said limited partnership.



Lori L. Bowling
Notary Public, State of Texas

UNRECORDED

The undersigned Vice President of Alliance Town Center – Phase II Association (referenced as the Association in the Declaration) certifies that the above and foregoing Amendment has been approved by written consent, pursuant to Article IX, Section 11 of the Alliance Town Center – Phase II Association Bylaws, by Class A Members in Good Standing (as defined in the Declaration), including Declarant, holding, in the aggregate, more than two-thirds of the votes eligible to be cast by all Class A Members in Good Standing.

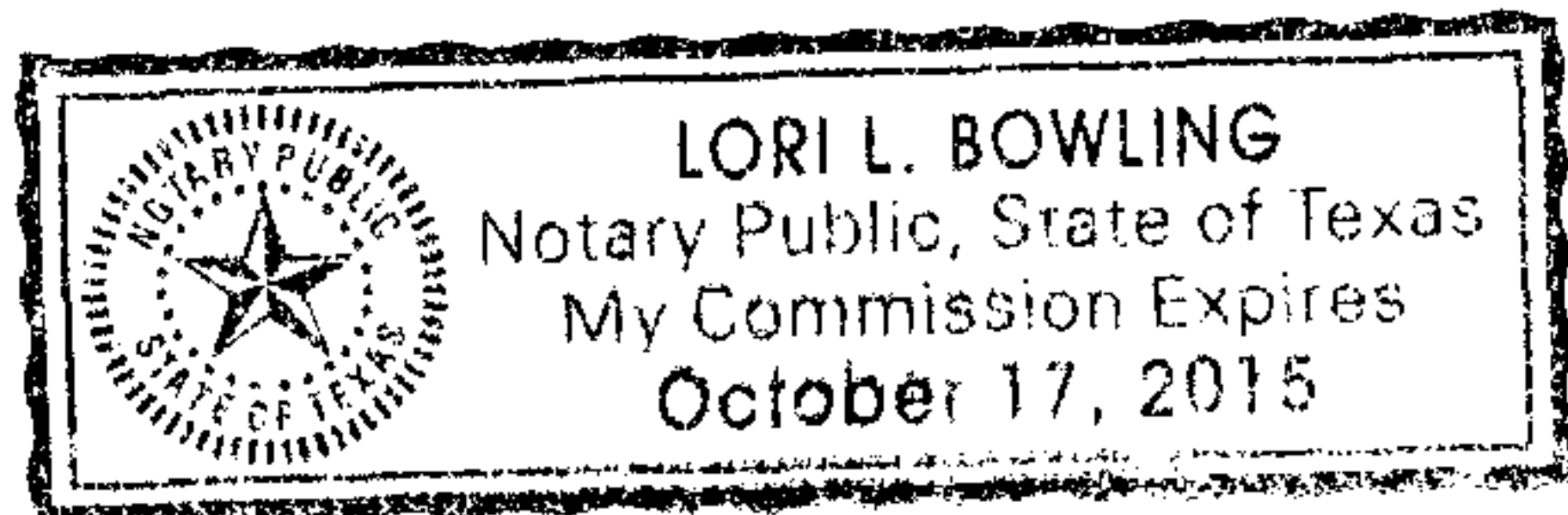
Date: April 17, 2013

Alliance Town Center – Phase II Association

By: [Signature]
Name: L. Russell Laughlin
Title: Vice President

THE STATE OF TEXAS §
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COUNTY OF TARRANT §

This instrument was acknowledged before me on April 17, 2013, by L. Russell Laughlin, as Vice President of Alliance Town Center – Phase II Association, a Texas non-profit corporation, on behalf of said non-profit corporation.

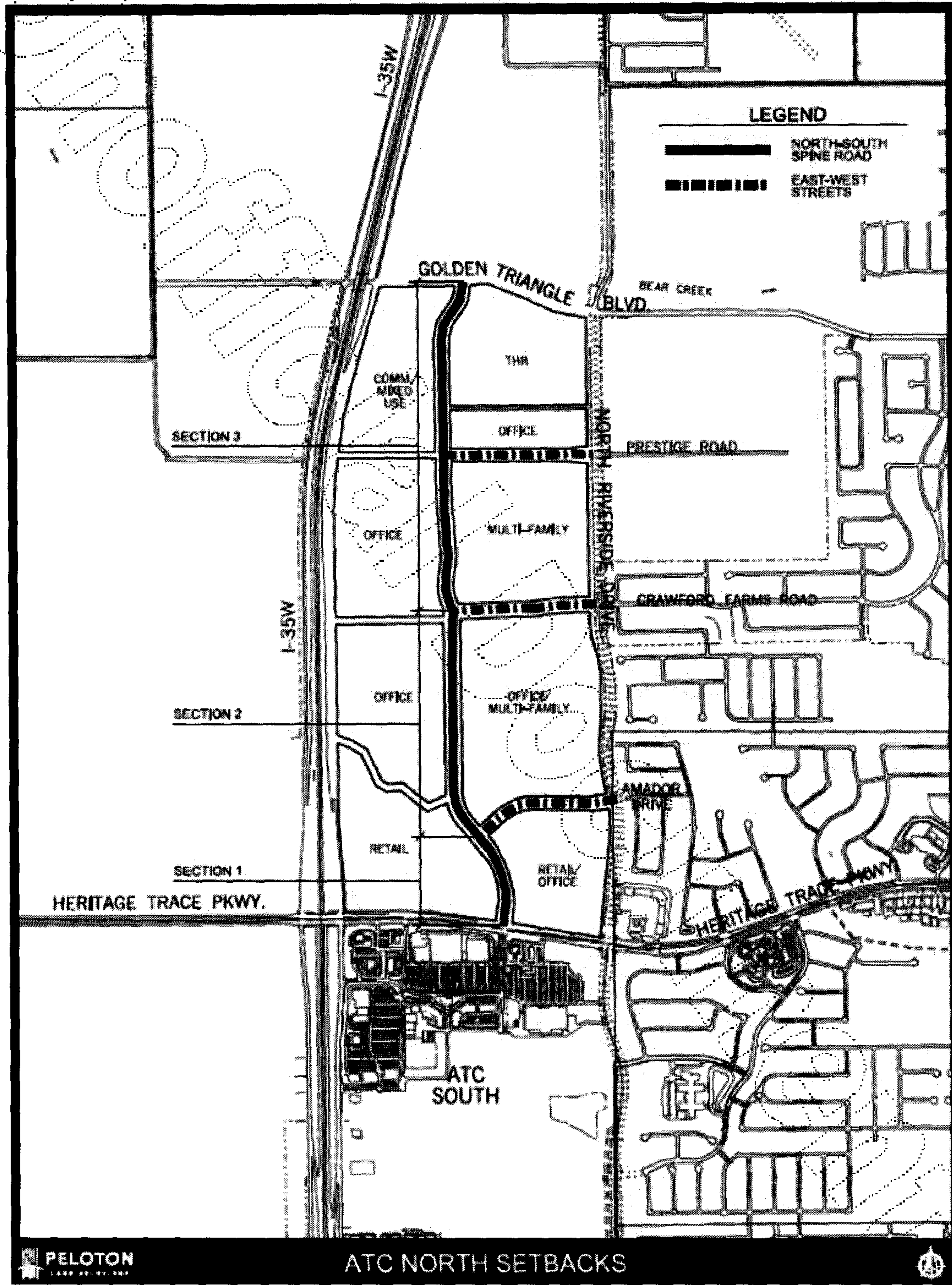


[Signature]
Notary Public, State of Texas

DUPLICATE

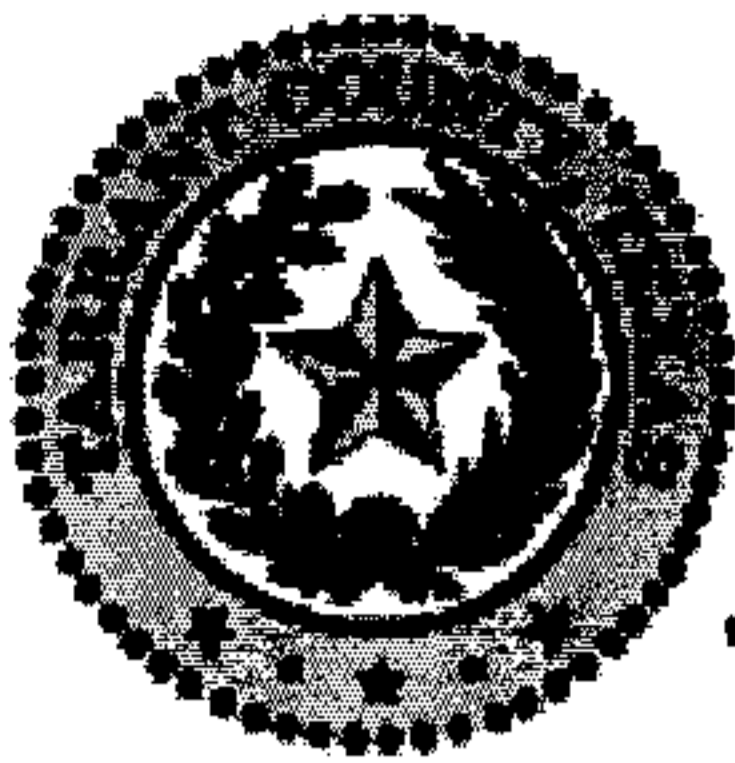
Exhibit B to Amendment

Depiction of Streets for Setbacks



MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

REPUBLIC TITLE OF TEXAS INC
2701 W PLANO PKWY 100
PLANO, TX 75075

Submitter: REPUBLIC TITLE OF TEXAS
INC

DO NOT DESTROY

WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 4/18/2013 2:53 PM

Instrument #: D213098967

OPR

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PGS

\$40.00

By: _____

Mary Louise Garcia

D213098967

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.