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Cross-reference to Clerk's Doc.
#20020607138 Comal County,
Texas records.

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR
MYSTIC SHORES UNIT ELEVEN**

THIS SUPPLEMENTAL DECLARATION is made this 30th day of July, 2004, by Bluegreen Southwest One, L.P., a Delaware limited partnership (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions and Restrictions for Mystic Shores under Clerk's Doc. # 20020607138 in the Official Public Records of Comal County, Texas (herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Article 7 of the Declaration, the Declarant may submit certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto ("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title and assigns. The provisions of this Supplemental Declaration shall be binding upon in accordance with the terms of the Declaration.

ARTICLE 1

Definitions

The definitions set forth in Article 1 of the Declaration are hereby incorporated by reference, unless said terms are otherwise defined herein.

ARTICLE 2

Neighborhood Designation

The Additional Property shall be designated as a Neighborhood which shall be known as "Mystic Shores Unit Eleven".

ARTICLE 3

Use Restrictions

In addition to the Use Restrictions set forth in Article 10 of the Declaration, the following shall apply to Mystic Shores Unit Eleven:

3.1 Lot Construction. No Lot shall contain more than one dwelling. The dwelling contained on the Lot shall meet the following standards:

All dwellings must have no less than twenty three hundred (2300) square feet of living area, excluding porches and garages. One and one-half (1 ½) and two (2) story houses must have no less than fourteen hundred (1400) square feet of living area on the first floor, excluding porches and garages. All improvements, including but not limited to the dwelling, must be constructed using new construction material and must be comprised of seventy-five percent (75%) masonry, excluding windows, eaves and doors.

Lots consisting of two (2) acres or less shall have no more than two (2) buildings, with the dwelling being considered as one building. A detached garage, barn, workshop, etc., shall each be considered as a separate building for purposes of this paragraph. No guesthouse or servant's quarters shall be built on Lots consisting of two (2) acres or less. A Lot consisting of more than two (2) acres may have a maximum of three (3) buildings, including the dwelling, located on it. Said Lots may have a guesthouse/servant's quarters so long as such guesthouse/servant's quarters: (i) contains a minimum of five hundred (500) and no more than one thousand (1000) square feet, and (ii) is built during or after completion of construction of the dwelling. Improvements on all Lots must be built on a concrete slab or on a pier foundation, constructed with concrete and rebar, with the masonry (in the percentages required above) and roofs matching the masonry and roof of the dwelling. The term "masonry" shall not include "hardiplank" material, aluminum, asbestos, plywood, concrete block, or vinyl or metal siding. All shingle roofs must have a minimum thirty (30) year life. Detached garages, workshops and barns must be erected, altered or placed on the property, either during or after construction of the dwelling and shall be no larger than forty percent (40%) of the main

dwelling (excluding all attached guest/servant's houses), based on square footage of living area. Workshops, barns and detached garages may be the same height as the dwelling, but no taller. All dwellings must have a garage, whether detached or attached, and such garage must hold a minimum of two (2) cars and a maximum of four (4) cars, must have finished interiors (sheet rocked, taped/floated and painted) and must face away from all roadways. No carports shall be allowed. Porticos may be allowed by the Architectural Control Committee or appropriate architectural control reviewing body on a case-by-case basis. Construction of all dwellings and other improvements commenced on any Lot shall be completed as to exterior finish and appearance within one (1) year from the date of commencement.

3.2 Driveways. Driveways must be surfaced with either concrete, exposed aggregate, brick pavers, asphalt, or a combination thereof. Driveways must be surfaced upon completion of construction of the dwelling unit.

3.3 Landscaping. All homes that are built, must be landscaped. (See Design Guidelines for details.)

3.4 Setback Requirements. (See Appendix A of the Design Guidelines.)

ARTICLE 4

Amendment to Supplemental Declaration

4.1 By Declarant. This Supplemental Declaration may be unilaterally amended by the Declarant in accordance with Section 15.2(a) of the Declaration.

4.2 By Members. In addition to the requirements of Section 15.2(b) of the Declaration with respect to amendment by Members, any amendment to this Supplemental Declaration shall also require the written consent or affirmative vote, or any combination thereof, of Members holding at least sixty-seven percent (67%) of the total Class "A" votes allocated to the Lots subject to this Supplemental Declaration.

ARTICLE 5

Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Supplemental Declaration the day and year first above written.

DECLARANT: BLUEGREEN SOUTHWEST ONE, L.P.
a Delaware limited partnership
by BLUEGREEN SOUTHWEST LAND,
INC., a Delaware Corporation.

By: 
Title: Vice President, Bluegreen Southwest Land, Inc.

STATE OF TEXAS

COUNTY OF HAYS

This instrument was acknowledged before me on the 30th day of July, 2004, by Jack Dean, Vice President of Bluegreen Southwest Land, Inc., a Delaware corporation, the general partner of Bluegreen Southwest One, L.P., a Delaware limited partnership, on behalf of said corporation.

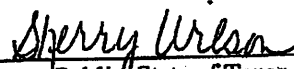

Notary Public, State of Texas



EXHIBIT "A"

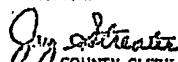
Additional Property

ALL THOSE TRACTS or parcel of land, together with the improvements and appurtenances belonging thereto, lying and being in Comal County, Texas, as shown on a plat of survey made by Protech Engineering Group, dated July 7, 2004, a copy of which plat was recorded on July 30, 2004, in the real property records of Comal County, Texas in Book Volume 15, Page(s) 40-49, and to which plat reference is hereby made for a more particular description of said land.

STATE OF TEXAS
COUNTY OF COMAL

This is to certify that this document was FILED and RECORDED in the Official Public Records of Comal County, Texas on the date and time stamped thereon.




COUNTY CLERK

Doc# 200406029506
Pages 4
08/04/2004 02:26:57 PM
Filed & Recorded in
Official Records of
COMAL COUNTY
JOY STREATER
COUNTY CLERK
Fees \$20.00

Doc# 200406029506

Cross-reference to Clerk's Doc.
#200206027138 Comal County,
Texas records.

CORRECTED
SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR
MYSTIC SHORES UNIT ELEVEN

THIS SUPPLEMENTAL DECLARATION is made this 11th day of August, 2004 by Bluegreen Southwest One, L.P., a Delaware limited partnership (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions and Restrictions for Mystic Shores under Clerk's Doc. # 200206027138 in the Official Public Records of Comal County, Texas (herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Article 7 of the Declaration, the Declarant may submit certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto ("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" of the Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title and assigns. The provisions of this Supplemental Declaration shall be binding upon in accordance with the terms of the Declaration.

ARTICLE 1

Definitions

The definitions set forth in Article 1 of the Declaration are hereby incorporated by reference, unless said terms are otherwise defined herein.

ARTICLE 2

Neighborhood Designation

The Additional Property shall be designated as a Neighborhood which shall be known as "Mystic Shores Unit Eleven".

ARTICLE 3

Use Restrictions

In addition to the Use Restrictions set forth in Article 10 of the Declaration, the following shall apply to Mystic Shores Unit Eleven:

3.1 Lot Construction. No Lot shall contain more than one dwelling. The dwelling contained on the Lot shall meet the following standards:

All dwellings must have no less than twenty three hundred (2300) square feet of living area, excluding porches and garages. One and one-half (1 ½) and two (2) story houses must have no less than fourteen hundred (1400) square feet of living area on the first floor, excluding porches and garages. All improvements, including but not limited to the dwelling, must be constructed using new construction material and must be comprised of seventy-five percent (75%) masonry, excluding windows, eaves and doors.

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3.2 Driveways. Driveways must be surfaced with either concrete, exposed aggregate, brick pavers, asphalt, or a combination thereof. Driveways must be surfaced upon completion of construction of the dwelling unit.

3.3 Landscaping. All homes that are built, must be landscaped. (See Design Guidelines for details.)

3.4 Setback Requirements. (See Appendix A of the Design Guidelines.)

ARTICLE 4

Amendment to Supplemental Declaration

4.1 By Declarant. This Supplemental Declaration may be unilaterally amended by the Declarant in accordance with Section 15.2(a) of the Declaration.

4.2 By Members. In addition to the requirements of Section 15.2(b) of the Declaration with respect to amendment by Members, any amendment to this Supplemental Declaration shall also require the written consent or affirmative vote, or any combination thereof, of Members holding at least sixty-seven percent (67%) of the total Class "A" votes allocated to the Lots subject to this Supplemental Declaration.

ARTICLE 5

Declaration

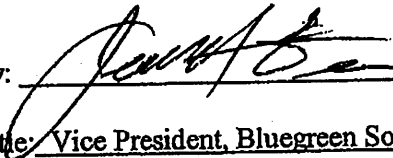
Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

This document is made as a correction documents in substitution of the Supplemental Restrictions titled "SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR MYSTIC SHORES UNIT ELEVEN" dated July 30, 2004 and recorded under

Clerk's Documents No. 200406029506 of the Official Public Records of Comal County, Texas to correct the cross reference number which was incorrectly stated and Clerk's Document No. 20020607138 when it should have been Clerk's Document No. 20020627138. Other than the stated correction, this amendment is intended to restate the Supplemental Declaration of Covenants, Conditions and Restrictions for Mystic Shores Unit Eleven, and the effective date of this correction document relates back to the effective date of the Supplemental Declaration of Covenants, Conditions and Restrictions for Mystic Shores Unit Eleven.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Supplemental Declaration the day and year first above written.

DECLARANT: BLUEGREEN SOUTHWEST ONE, L.P.
a Delaware limited partnership
by BLUEGREEN SOUTHWEST LAND,
INC., a Delaware Corporation.

By: 
Title: Vice President, Bluegreen Southwest Land, Inc.

STATE OF TEXAS

COUNTY OF HAYS

This instrument was acknowledged before me on the 11th day of August, 2004, by Jack Dean, Vice President of Bluegreen Southwest Land, Inc., a Delaware corporation, the general partner of Bluegreen Southwest One, L.P., a Delaware limited partnership, on behalf of said corporation.

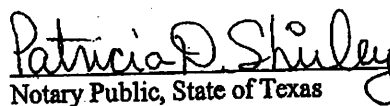

Notary Public, State of Texas



EXHIBIT "A"

Additional Property

ALL THOSE TRACTS or parcel of land, together with the improvements and appurtenances belonging thereto, lying and being in Comal County, Texas, as shown on a plat of survey made by Protech Engineering Group, dated July 7, 2004, a copy of which plat was recorded on July 30, 2004, in the real property records of Comal County, Texas in Book Volume 15, Page(s) 40-49, and to which plat reference is hereby made for a more particular description of said land.

document was FILED and
RECORDED in the Official
Public Records of Comal
County, Texas on the date and
time stamped thereon.




COUNTY CLERK

Doc# 200406032400
Pages 4
08/18/2004 03:44:10 PM
Filed & Recorded in
Official Records of
COMAL COUNTY
JOY STREATER
COUNTY CLERK
Fees \$20.00