

B24.53

DRH Title GF# Base

After recording, return to:
Valerian Properties Associates, L.P.
8222 Douglas Ave., Suite 660
Dallas, Texas 75225

Cross-Reference: Declaration Volume 5105
Page 2787
FHA Amendment Volume 5198
Page 2470
First Supplement: Volume 5270
Page 5324

**SECOND SUPPLEMENTAL DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
PROVIDENCE
DENTON COUNTY, TEXAS**

THIS SECOND SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PROVIDENCE, DENTON COUNTY, TEXAS (this "Supplemental Declaration") is made as of the 4th day of February, 2004, by **Valerian Properties Associates, L.P.**, a Delaware limited partnership ("Declarant").

WITNESSETH

WHEREAS, on June 10, 2002, Declarant executed that certain Declaration of Covenants, Conditions and Restrictions for Providence, Denton County, Texas (the "Original Declaration"), recorded in Volume 5105, Page 2787 of the Real Property Records of Denton County, Texas; and

WHEREAS, on October 17, 2002, Declarant executed that certain FHA Amendment to Declaration of Covenants, Conditions and Restrictions for Providence (the "First Amendment"), therein amending the Original Declaration, which First Amendment is recorded in Volume 5198, Page 2470 of the Real Property Records of Denton County, Texas, and on January 28, 2003, Declarant executed that certain First Supplemental Declaration and Second Amendment of Covenants, Conditions and Restrictions for Providence (the "First Supplement and Second Amendment") (the Original Declaration together with the First Amendment and the First Supplement and Second Amendment are herein collectively called, the "Declaration"); and

WHEREAS, in accordance with Article XIV of the Declaration, Declarant, may, without the joinder and consent of any person or entity, subject additional property to the Declaration; and

WHEREAS, Declarant desires to subject that certain real property described in **Exhibit A** attached hereto (the "Additional Property"), such Additional Property being PROVIDENCE PHASE 4, to the terms of the Declaration;

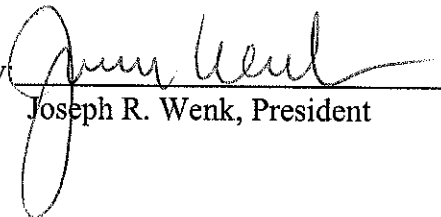
NOW, THEREFORE, pursuant to Article XIV of the Declaration, Declarant hereby submits and subjects the Additional Property to the provisions of the Declaration. Such Additional Property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of the Declaration, as amended and supplemented from time to time, 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.

IN WITNESS WHEREOF, Declarant has executed this Second Supplemental Declaration of Covenants, Conditions and Restrictions for Providence on the day and year first above written.

DECLARANT:

Valerian Properties Associates, L.P., a Delaware limited partnership

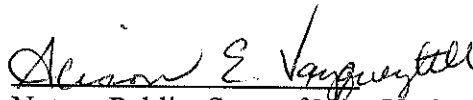
By: First Regency Enterprises, Inc., its general partner

By: 
Joseph R. Wenk, President

STATE OF NEW YORK:

COUNTY OF New York

This instrument was acknowledged before me on this 3rd day of February, 2004, by Joseph R. Wenk, President of First Regency Enterprises, Inc., general partner of Valerian Properties Associates, L.P., a Delaware limited partnership, personally known to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the instrument for the purpose and consideration therein expressed and in the capacity therein stated.


Notary Public, State of New York

ALISON E. VAZQUEZTELL
Notary Public, State of New York
No. 01VA5082616
Qualified in Suffolk County
Commission Expires July 28, 2005

EXHIBIT A

ADDITIONAL PROPERTY

All of PROVIDENCE PHASE 4, an addition in Denton County, Texas, according to the final plat thereof recorded in Cabinet V, Page 246 of the Plat Records of Denton County, Texas.

**THIS STAMP IS FOR SCANNING
PURPOSES ONLY.**

**THIS STAMP IS FOR SCANNING
PURPOSES ONLY.**

OWNER CONSENT AND JOINDER

IN WITNESS WHEREOF, the undersigned, as the owner of all or a portion of the Additional Property, hereby consents to and joins with the within and foregoing Second Supplemental Declaration of Covenants, Conditions and Restrictions for Providence and the submission of that portion of the Additional Property which it owns to such Second Supplemental Declaration of Covenants, Conditions and Restrictions for Providence.

This 4th day of FEBRUARY, 2004.

OWNER:

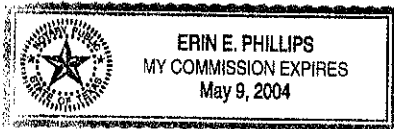
Choice Homes, Inc.

By: [Signature]
Name: MATT BILARDI
Title: V.P.

THE STATE OF TEXAS:

COUNTY OF Tarrant:

This instrument was acknowledged before me this 4th day of February, 2004, by Matt Billardi, V.P. of Choice Homes, Inc., a Texas corporation, for and on behalf of said corporation.



[Signature]
Notary Public, State of Texas

OWNER CONSENT AND JOINDER

IN WITNESS WHEREOF, the undersigned, as the owner of all or a portion of the Additional Property, hereby consents to and joins with the within and foregoing Second Supplemental Declaration of Covenants, Conditions and Restrictions for Providence and the submission of that portion of the Additional Property which it owns to such Second Supplemental Declaration of Covenants, Conditions and Restrictions for Providence.

This 29th day of January, 2004.

OWNER:

Continental Homes of Texas, Ltd., a Texas limited partnership

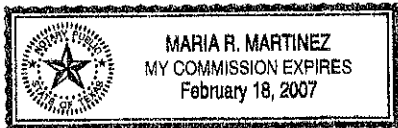
By: CHTEX of Texas, Inc.
A Delaware corporation
Its Managing Partner

By: David Booth
Name: David Booth
Title: Asst VP

THE STATE OF TEXAS:

COUNTY OF Dallas:

This instrument was acknowledged before me this 29 day of January, 2004, by DAVID BOOTH, Assistant Vice President of Continental Homes of Texas, Ltd., a Texas limited partnership.



Maria R. Martinez
Notary Public, State of Texas

Denton County
Cynthia Mitchell
County Clerk
Denton, TX 76202



70 2004 00017855

Instrument Number: 2004-17855

Recorded On: February 11, 2004

As
Restrictions

Parties: PROVIDENCE

To

Billable Pages: 6

Number of Pages: 6

Comment:

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

Restrictions	24.00
Total Recording:	24.00

***** 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: 2004-17855

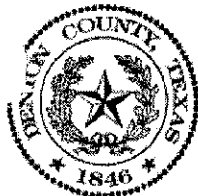
Receipt Number: 87024

Recorded Date/Time: February 11, 2004 03:28P

User / Station: J Morris - Cash Station 1

Record and Return To:

VALERIAN PROPERTIES ASSOC
8222 DOUGLAS AVE STE 660
DALLAS TX 75225



THE STATE OF TEXAS }
COUNTY OF DENTON }

I hereby certify that this instrument was FILED in the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Denton County, Texas.

C Mitchell

County Clerk
Denton County, Texas