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DH1 Title Base File

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

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
Third Amendment: Doc #2004-15170	
Second Supplement: Doc #2004-17855	

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

THIS THIRD SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PROVIDENCE, DENTON COUNTY, TEXAS (this "Supplemental Declaration") is made as of the 13th day of July, 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, recorded in Volume 5270, page 5324 of the Real Property Records of Denton County, Texas (the "First Supplement and Second Amendment"), and on February 3, 2004, Declarant executed that certain Third Amendment to Declaration of Covenants, Conditions and Restrictions for Providence filed under Clerk's File No. 2004-15170 in the Office of the County Clerk of Denton County, Texas (the "Third Amendment"), and on February 4, 2004, Declarant, executed that certain Second Supplemental Declaration of Covenants, Conditions and Restrictions for Providence filed under Clerk's File

No. 2004-17855 (the "Second Supplement") (the Original Declaration together with the First Amendment and the First Supplement and Second Amendment, the Third Amendment, and the Second Supplement 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 CREEK VILLAGE AT PROVIDENCE, to the terms of the Declaration;

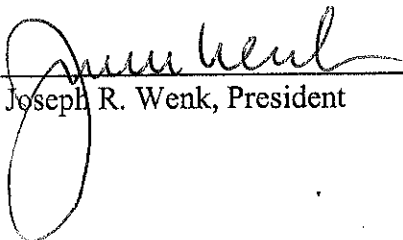
NOW, THEREFORE, pursuant to Article XIV of the Declaration, Declarant hereby submits and subjects the Additional Property to the provisions of the Declaration. Such Additional Property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions 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 Third 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 22 day of July, 2004, by Joseph R. Wenk, President of First Regency Enterprises, Inc., general partner of Valerian Properties Associates, L.P., a Delaware limited partnership, for and on behalf of said limited partnership.

 _____
Notary Public, State of New York

BARBARA B. PAPLANS
Notary Public, State of New York
No. 017451051-01
Qualified in New York County
Commission Expires February 2, 2008

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 Third Supplemental Declaration of Covenants, Conditions and Restrictions for Providence and the submission of that portion of the Additional Property which it owns to such Third Supplemental Declaration of Covenants, Conditions and Restrictions for Providence.

This _____ day of July, 2004.

OWNER:

Continental Homes of Texas, a Texas limited partnership

By: CHTEX of Texas, Inc., a Delaware corporation
Its managing partner

By: David L. Booth
Name: David L. Booth
Its: Asst VP

STATE OF TEXAS:

COUNTY OF Dallas :

The foregoing instrument was acknowledged before me on this the 27 day of July, 2004, by David Booth, personally known to me to be the _____ of CHTEX of Texas, Inc., the managing partner of Continental Homes of Texas, a Texas limited partnership, for and on behalf of said limited partnership.



Cynthia Evans
Notary Public, State of Texas

Notary's Name Printed:

Cynthia Evans

My Commission Expires: 11-12-06

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 Third Supplemental Declaration of Covenants, Conditions and Restrictions for Providence and the submission of that portion of the Additional Property which it owns to such Third Supplemental Declaration of Covenants, Conditions and Restrictions for Providence.

This 15 day of July, 2004.

OWNER:

Supreme Vision Homes, L.P., a Texas limited partnership

By: Supreme Vision Homes GP, LLC, its general partner

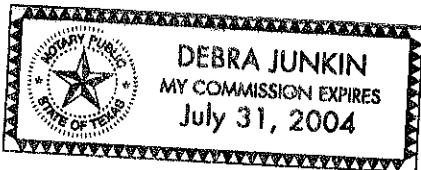
By: WH Management, Inc., its managing member

By: [Signature]
Name: Philip Johns
Its: Providence

STATE OF TEXAS:

COUNTY OF Dallas:

The foregoing instrument was acknowledged before me on this the 15 day of July, 2004, by Philip Johns, personally known to me to be the President of WH Management, Inc., the managing member of Supreme Vision Homes GP, LLC, general partner of Supreme Vision Homes, L.P., a Texas limited partnership, for and on behalf of said limited partnership.



Debra Junkin
Notary Public, State of Texas
Notary's Name Printed: Debra Junkin
My Commission Expires: 7-31-04

EXHIBIT A

ADDITIONAL PROPERTY

All of CREEK VILLAGE AT PROVIDENCE, an addition in Denton County, Texas, according to the final plat thereof recorded in Cabinet V, Page 683 of the Plat Records of Denton County, Texas.

After recording, return to:
Loni Campbell
DHI Title of Texas, Ltd
4500 Mercantile Plaza Dr. #108
Ft. Worth, TX 76137

Denton County
Cynthia Mitchell
County Clerk
Denton, TX 76202



70 2004 001 06622

Instrument Number: 2004-106622

Recorded On: August 11, 2004

As
Declaration

Parties: VALERIAN PROPERTIES ASSOCIATES

Billable Pages: 6

To

Number of Pages: 6

Comment:

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

Declaration	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.

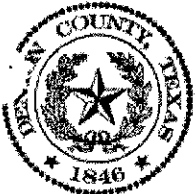
File Information:

Document Number: 2004-106622
Receipt Number: 130869
Recorded Date/Time: August 11, 2004 01:26P

User / Station: E McCorkle - Cash Station 2

Record and Return To:

DHI TITLE OF TEXAS
4500 MERCANTILE PLAZA DR #108
TONI CAMPBELL
FT WORTH TX 76137



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