

H/c

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

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR
RIVER'S EDGE AT MYSTIC SHORES UNIT ONE**

THIS SUPPLEMENTAL DECLARATION is made this 26th day of August, 2003, 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" 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 "River's Edge at Mystic Shores Unit One".

ARTICLE 3

Use Restrictions

In addition to the Use Restrictions set forth in Article 10 of the Declaration, the following shall apply to River's Edge at Mystic Shores Unit One:

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-seven hundred (2700) 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 eighteen hundred (1800) square feet of living area, excluding porches and garages, on the ground floor. All improvements, including but not limited to the dwelling, must be constructed using new construction material and must be comprised of one hundred percent (100%) 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) is built above the 948 contour line as shown on the recorded plat, (ii) contains a minimum of five hundred (500), and no more than one thousand (1000), square feet, and (iii) 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 thirty percent (30%) 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: Jack Dean
Title: Vice President, Bluegreen Southwest Land, Inc.

STATE OF TEXAS

COUNTY OF HAYS

This instrument was acknowledged before me on the 26th day of August, 2003, 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.

Patricia D. Shirley
Notary Public, State of Texas

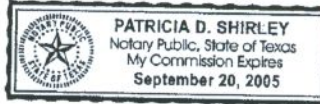


EXHIBIT "A"

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 August 19, 2003, a copy of which plat was recorded on August 26, 2003, in the real property records of Comal County, Texas in Book Volume 14, Page(s) 275-277, and to which plat reference is hereby made for a more particular description of said land.

Doc# 200306031397
Pages 4
08/27/2003 10:21:53 AM
Filed & Recorded in
Official Records of
COMAL COUNTY
JOY STREATER
COUNTY CLERK
Fees \$15.00

Doc# 200306031397

6/c

Cross-reference to Clerk's Doc. No.
200206027138,
Comal County, Texas records.

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

THIS SUPPLEMENTAL DECLARATION is made this 4 day of MAY, 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. No. 200206027138 in the Official Public Records of Comal County, Texas (hereinafter referred to as the "Declaration"); and

WHEREAS, Amended and Restated By-Laws of Mystic Shores Property Owners Association were recorded in the Official Public Records of Comal County, Texas as Exhibit "C" to the Declaration (hereinafter referred to as the "By-Laws"); and

WHEREAS, pursuant to Article 2, Section 2.3 of the By-Laws, the Declarant may establish Neighborhoods within Mystic Shores by designation on a Supplemental Declaration; and

WHEREAS, the Declarant desires to hereby establish Neighborhoods within Mystic Shores by designation on this Supplemental Declaration; and

WHEREAS the definitions set forth in Exhibit 1 of the By-Laws are incorporated herein by reference;

NOW, THEREFORE, pursuant to the powers retained by the Declarant under the Declaration and By-

Laws, Declarant hereby designates those portions of Mystic Shores described in Exhibit "A", attached hereto and incorporated herein by this reference, as Neighborhoods as further set forth on Exhibit "A."

1.

Amendment to Supplemental Declaration

3.1 **By Declarant.** This Supplemental Declaration may be unilaterally amended by the Declarant in accordance with Section 8.8(a) of the By-Laws.

3.2 **By Members.** In addition to the requirements of Section 8.8(c) of the By-Laws 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 within any Neighborhood directly affected by such amendment.

2.

Effect

The provisions of this Supplemental Declaration shall be binding in accordance with the terms of the 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: Jack Dean
Title Vice President

STATE OF TEXAS

COUNTY OF COMAL

This instrument was acknowledged before me on the 4th day of Nov., 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.

Patricia Dyer Shirley
Notary Public, State of Texas

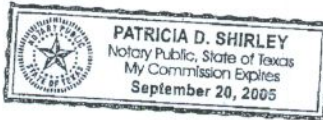


EXHIBIT "A"

Neighborhood Designations

Neighborhood Designation: Mystic Shores Unit One

Property Description: That certain tract of land known as containing approximately 307.39 acres of land as shown on that certain Plat of Mystic Shores, Unit One, recorded in the office of the County Clerk of Comal County, Texas on the 24th day of March, 2000, and being recorded in Volume 13, Pages 202-211 of the Map Records of Comal County Texas.

Neighborhood Designation: Mystic Shores Unit Two

Property Description: That certain tract of land known as containing approximately 307.39 acres of land as shown on that certain Plat of Mystic Shores, Unit Two, recorded in the office of the County Clerk of Comal County, Texas on the 11th day of August, 2000, and being recorded in Volume 13, pages 270-273 of the Map Records of Comal County, Texas.

Neighborhood Designation: Mystic Shores Unit Three

Property Description: That certain tract of land known as containing approximately 307.39 acres of land as shown on that certain Plat of Mystic Shores, Unit Three, recorded in the office of the County Clerk of Comal County, Texas on the 8th day of March, 2001 and being recorded in Volume 13, Pages 362-370 of the Map Records of Comal County, Texas.

Neighborhood Designation: Mystic Shores Unit Four

Property Description: That certain tract of land known as containing approximately 639.61 acres of land as shown on that certain Plat of Mystic Shores, Unit Four, recorded in the office of the County Clerk of Comal County, Texas on the 1st day of June, 2001 and being recorded in Volume 13, Pages 393-397 of the Map Records of Comal County, Texas.

Neighborhood Designation: Mystic Shores Unit Six

Property Description: That certain tract of land known as containing approximately 67.21 acres of land as shown on that certain Plat of Mystic Shores, Unit Six, recorded in the office of the County Clerk of Comal County, Texas on the 25th day of January, 2002 and being recorded in Volume 14, Pages 86-87 of the Map Records of Comal County, Texas.

Neighborhood Designation: Mystic Shores Unit Seven

Property Description: That certain tract of land known as containing approximately 338.70 acres of land as shown on that certain Plat of Mystic Shores, Unit Seven, recorded in the office of the County Clerk of Comal County, Texas on the 15th day of February, 2002 and being recorded in Volume 14, Pages 91-95 of the Map Records of Comal County, Texas.

Neighborhood Designation: Mystic Shores Unit Eight

Property Description: 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 October 12, 2001, a copy of which plat was recorded on July 26, 2002, in the real property records of Comal County, Texas in Book Volume 14, pages 150-155, and to which plat reference is hereby made for a more particular description of said land.

Neighborhood Designation: Mystic Shores Unit Nine

Property Description: 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 April 30, 2002, a copy of which plat was recorded on August 8, 2002, in the real property records of Comal County, Texas in Book Volume 14, Page(s) 157-159, and to which plat reference is hereby made for a more particular description of said land.

Neighborhood Designation: Mystic Shores Unit Ten

Property Description: 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 February 24, 2003, a copy of which plat was recorded on January 23, 2004, in the map and plat records of Comal County, Texas in Book Volume 14, Pages(s) 353-358, and to which plat reference is hereby made for a more particular description of said land.

Neighborhood Designation: Rivers Edge

Property Description: 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 August 19, 2003, a copy of which plat was recorded on August 26, 2003, in the real property records of Comal County, Texas in Book Volume 14, Page(s) 275-277, and to which plat reference is hereby made for amore particular description of said land.

Neighborhood Designation: The Peninsula at Mystic Shores, Unit One

Property Description: That certain tract of land known as containing approximately 295.68 acres of land as shown on that certain Plat of The Peninsula at Mystic Shores, Unit One recorded in the office of the County Clerk of Comal County, Texas on the 22nd day of June, 2001 and being recorded in Volume 14, Pages 8-11 of the Map Records of Comal County, Texas.

Neighborhood Designation: The Peninsula at Mystic Shores, Unit Two

Property Description: 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 February 24, 2004, a copy of which plat was recorded on February 27, 2004, in the real property records of Comal County, Texas in Book Volume 14, Page(s) 368-370, and to which plat reference is herby made for a more particular description of said land.

(b) At the first Association meeting occurring after termination of the Class "B" Control Period, the Board shall be increased to five (5) members and an election shall be held to elect four (4) directors by the Voting Delegates. If four (4) or fewer Voting Groups have been established, one (1) director shall be elected by the Voting Delegates representing each Voting Group and any remaining directorships filled at large by the vote of all Voting Delegates. Two (2) of the initial elected directors shall serve a term of two (2) years, and two (2) initial elected directors shall serve a term of one (1) year, as such directors determine among themselves. Until termination of the Class "B" membership, the Class "B" Member shall be entitled to appoint, remove and replace one (1) director. Upon termination of the Class "B" membership, the director appointed by the Class "B" Member shall resign and the remaining directors shall be entitled to appoint a director to serve until the next annual meeting, at which time the Voting Delegates shall be entitled to elect a director to fill such position. Such director shall be elected for a term of two (2) years.

Upon the expiration of the term of office of each initial director elected by the Voting Delegates, the Voting Delegates entitled to elect such director shall elect a successor to serve a term of two (2) years. The directors elected by the Voting Delegates shall hold office until their respective successors have been elected.


2.

Except as hereby modified, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, Bluegreen Southwest One, L.P., as the Declarant, hereby executes this Amendment by and through its authorized representative on the date and year first above written.

Bluegreen Southwest One, L.P.,
a Delaware limited partnership

By: Bluegreen Southwest Land, Inc., a Delaware corporation, its general partner

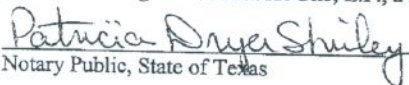
By: 
Jack Dean
Vice President, Bluegreen Southwest Land, Inc.

[Corporate Seal]

STATE OF TEXAS

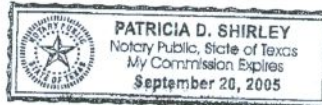
COUNTY OF COMAL

This instrument was acknowledged before me on the 4th day of May, 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

Commission Expiration Date: 09-20-05

[Notary Seal]





This page has been added to comply with the statutory requirement that the clerk shall stamp the recording information at the bottom of the last page.

This page becomes part of the document identified by the file clerk number affixed on preceding pages.

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Pages 6
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Official Records of
COMAL COUNTY
JOY STREATER
COUNTY CLERK
Fees \$22.00

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