

**FIRST AMENDMENT TO  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS  
OF  
VILLAGES OF TOWN CENTER SECTION FIVE**

THE STATE OF TEXAS       §  
  §                   KNOW ALL MEN BY THESE PRESENTS:  
COUNTY OF FORT BEND     §

**RECITALS:**

- A. That certain Declaration of Covenants, Conditions and Restrictions of Villages of Town Center Section Five (as amended, the "Declaration") was executed by Intercontinental United Investors Corp., a Texas corporation (the "Declarant") on May 20, 2002, and was recorded in the Office of the County Clerk of Fort Bend County, Texas, under Clerk's File No. 2002053669 and encumbers the subdivision in Fort Bend County, Texas, known as Villages of Town Center Section Five (the "Subdivision").
- B. Article VIII, Section 8.1 of the Declaration provides that during the initial thirty (30) year term of the Declaration, the Declaration may be changed by an instrument executed by the then owners of ninety percent (90%) of the lots within the Subdivision and properly recorded in the Official Public Records of Real Property of Fort Bend County, Texas.
- C. Article VIII, Section 8.4 of the Declaration provides that as long as Class B membership in the Villages of Town Center Five Owners Association, Inc., a Texas non-profit corporation (the "Section Five Association") exists, amendment of the Declaration requires the prior approval of the Federal Housing Administration ("FHA") and/or the Veteran's Administration ("VA").
- D. The Declarant and KB Home Lone Star LP, currently owns more than ninety percent (90%) of the lots in the Subdivision and the Declarant desires to change the Declaration.
- E. The United State Department of Housing and Urban Development ("HUD") on behalf of the FHA, by its signature herein, gives its consent to the amendment to the Declaration as set forth herein.

**AMENDMENT**

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant does hereby amend and change Article V, Section 5.1(b) of the Declaration to read as follows:

- (b) Voting Rights. The Association shall have one class of voting membership; Class A. Class A members shall be all Owners. Class A members shall be entitled to one (1) vote for each Lot

owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. The Class A members shall have not right as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, the Articles of Incorporation or the By-Laws of the Association or as hereby provided.

EXECUTED this 9 day of December, 2002.

DECLARANT:

INTERCONTINENTAL UNITED INVESTORS CORP., a Texas corporation

By: [Signature]  
Tofigh Shirazi, President

KB HOME LONE STAR LP,  
a Texas limited partnership

By: KBSA, Inc., a Texas corporation, its  
general partner

MK By: [Signature]  
Michael L. Rafferty  
Sr. Vice President

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 9 day of Dec, 2002, by Tofigh Shirazi, President of INTERCONTINENTAL UNITED INVESTORS CORP., a Texas corporation, on behalf of said corporation.

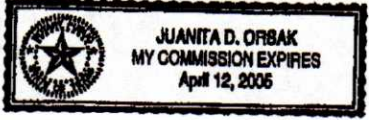


Olwen Sandel  
Notary Public

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 16 day of December, 2002, by Michael L. Rafferty, of KB HOME LONE STAR LP,, a Texas limited partnership, on behalf of said corporation.

[Signature]  
Notary Public





AS PER ORIGINAL

HUD:

UNITED STATES DEPARTMENT OF HOUSING  
AND URBAN DEVELOPMENT

By: Linda J. Carter  
Name: Linda J. Carter  
Title: Supervisory Housing Program Specialist

THE STATE OF TEXAS §  
TARRANT §  
COUNTY OF ~~HARRIS~~

This instrument was acknowledged before me on the 27 day of December, 2002,  
by Linda J. Carter, Supv.Hsg,Pr.Spec of UNITED STATES DEPARTMENT OF  
HOUSING AND URBAN DEVELOPMENT, on behalf of said entity



Theresa H. Laird  
Notary Public

AFTER RECORDING, RETURN TO:

Mark K. Knop  
Hoover Slovacek LLP  
5847 San Felipe, Suite 2200  
Houston, Texas 77057  
File No. 122279-02

Ret:

**Hoover Slovacek**  
Attorneys at Law  
P. O. BOX 4547  
HOUSTON, TEXAS 77210

FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS

Dianne Wilson

2003 JAN 13 02:27 PM 2003005154  
DA \$11.00  
DIANNE WILSON, COUNTY CLERK  
FORT BEND COUNTY, TEXAS