

**EXHIBIT A**  
**AMENDMENT OF DEED RESTRICTIONS**  
**GARDEN OAKS**

Every owner (“Owner” or “Owners”) of a Parcel (as defined below) within the following sections of Garden Oaks, each being a subdivision in Harris County, Texas, according to the map or plat thereof recorded in the Map Records of Harris County, Texas, at the volume and page as shown below (collectively, the “Subdivision”) will, solely by virtue of ownership and without further action, be a member of Garden Oaks Maintenance Organization, Inc., a Texas non-profit corporation (the “Organization”):

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The Organization will act solely to further the common interests of the Subdivision and will be operated and governed as follows:

1. Membership. Each Parcel will have one vote in the Organization, regardless of the number of Owners of a Parcel.

It is recognized that the building sites currently existing throughout the Subdivision consist, as the case may be, of one platted lot, less than one platted lot, more than one platted lot, or portions of two or more platted lots and that an equitable allocation of voting rights must be made on a basis other than platted lots. A “Parcel” is therefore defined as the land comprising a single building site for a residence or residences, without regard to (a) how the lot(s) are shown on the applicable subdivision map or plat, or (b) whether or not there are structures currently existing on the Parcel.

A Parcel is entitled to two votes only if all of the following conditions are satisfied: (a) applicable City of Houston subdivision ordinances would permit subdivision of the Parcel by replatting, (b) each resulting Parcel would satisfy the frontage requirements imposed by the deed restrictions applicable to the section of the Subdivision in which the Parcel is located, (c) no structure that is located on one resulting Parcel would encroach onto the adjacent resulting Parcel or violate setback lines after subdivision (e.g., a building may not be located on the original Parcel such that the lot line created by the subdivision would, with respect to existing buildings, result in an encroachment or violation of setback lines), and (d) each resulting Parcel may be conveyed to a separate owner as a fee simple tract of land.

If there is more than one Owner of a Parcel, the vote of each Owner is required, and the vote of each Owner must be the same for a vote to be counted unless the Owner casting the vote represents to the Organization that he or she is authorized to vote on behalf of all the Owners. If the votes of the Owners of a Parcel conflict or are not the same, no vote will be counted for that Parcel.

Votes may be cast by written proxy if the original proxy is delivered to the Organization at or before the time of voting. Proxies may not be effective for a period exceeding eleven months.

Owners may be represented at a meeting for voting purposes by an attorney-in-fact pursuant to a power of attorney satisfying the requirements of Texas law if the following are delivered to the Organization at or before the time of voting: a copy of the power of attorney; a written statement by the attorney-in-fact that the power of attorney is valid, continuing, and has not been revoked; and the current address, phone number, and contact person, if an entity, in order to contact the Owner.

No Owner will have the right to vote unless (a) the Owner is shown on the membership rolls of the Organization, or (b) the recorded deed evidencing ownership of the Parcel and the address and phone number of the Owner have been delivered to the Organization.

2. Powers of the Organization. Except for the Prohibited Actions (as defined below), the Organization will have all powers:

- a. of a non-profit corporation chartered by the State of Texas;
- b. of a property owners association pursuant to Section 204.010 of the Texas Property Code (or amended or successor statute); and
- c. to establish and assess mandatory assessments for the operation of the Organization as provided in Section 4 below.

3. Prohibited Actions. The Organization may not (a) establish, assess, or collect a mandatory assessment of any kind, except the mandatory Transfer Assessments expressly provided in Section 4, below, or (b) impose a lien against any land in the Subdivision for non-payment of a Transfer Assessment.

4. Transfer Assessments.

a. Purpose. The Organization may levy mandatory assessments for the funding of its operational expenses, including, but not limited to, enforcement of deed restrictions, liability insurance premiums, costs of litigation, and administrative expenses.

b. Transfer Assessments. When a Parcel is conveyed by one person to another (except in connection with the division of community property after a divorce or as the result of the death of an Owner), the new Owner is obligated to pay a one-time special assessment (“Transfer Assessment”) equal to 0.75% of the greater of (a) the gross purchase price of the Parcel as shown on the closing statement, or (b) the appraisal of the Parcel as shown on the then-current records of the Harris County Appraisal District. The Transfer Assessment will be either (i) collected at closing of the conveyance by the escrow or closing agent, title company, or other person conducting the closing and forwarded to the Organization at: P.O. Box 924693, Houston, Texas 77292, or other address that has been designated by the Organization by notice recorded in the Harris County Real Property Records, or (ii) if no third party has conducted the closing, then paid by the new Owner to the Organization within thirty days of the date of the conveyance.

c. Enforcement. The Organization may enforce the Transfer Assessment by obtaining a judgment against the Owner who failed to pay the Transfer Assessment and may collect counsel fees and court and other litigation costs as part of the judgment. The Organization may not foreclose a judgment lien against any land in the Subdivision or against a homestead, wherever located, but may foreclose the judgment lien against other real or personal property of the person against whom the judgment is taken.

5. Voluntary Contributions. The Organization may, at any time and from time to time, request that the Owners and residents of the Subdivision make a voluntary contribution (“Voluntary Contribution”) to the Organization for the Organization’s operational expenses or for other purposes. The Organization will notify the Owners of each request for a Voluntary Contribution, its intended use, and the due date.

6. Bylaws. The Organization is authorized to adopt Bylaws to: (a) implement the operation of the Organization; (b) provide procedures for enforcement of the deed restrictions applicable to the Subdivision; (c) provide voting procedures for meetings of the Organization and the election of the Board; (d) establish the officers of the Organization, including president, vice president, secretary, and treasurer; and (e) address other matters as are typically addressed in the Bylaws of a property owners association, including amendment of the Bylaws.

7. Existing Restrictions. This Amendment creates a property owners association and imposes Transfer Assessments on the Parcels, but does not otherwise amend, modify, terminate, or change the use restrictions applicable to any Parcel by reason of the following restrictions recorded in the Harris County Real Property Records, each of which is ratified by the Owners of land located in a particular section who have executed this amendment instrument, to continue in full force and effect as to that section.

<b>SECTION</b>	<b>FILM CODE NUMBER</b>
One	087-50-0455
Two	088-59-0656
Three	088-52-1409
Four	090-52-0989
Five	092-55-0208