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**SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
509 ELM PLACE RESIDENCES
A CONDOMINIUM**

WHEREAS, 501 Elm Place Partners, Ltd., a Texas limited partnership ("Declarant"), owns that certain real property and the improvements situated thereon in the County of Dallas, State of Texas, being described as Unit 506 as more fully on Exhibit "A" attached hereto and made a part hereof (the "Unit"); and

WHEREAS, pursuant to that certain Declaration of Covenants, Conditions and Restrictions for 509 Elm Place Residences recorded in the Condominium Records of Dallas County, Texas at Volume 99125, Page 264, and refired in Volume 99151, Page 6418 of the Condominium Records of Dallas County, Texas, and amended in Volume 2000213, Page 806 of the Deed Records of Dallas County, Texas, (the "Declaration"), Declarant established a condominium regime pursuant to the Texas Uniform Condominium Act, Title VII, Chapter 82 of the Texas Property Code (Tex. Prop. Code Ann. §§ 82.001, et seq.) (the "Act"); and

WHEREAS, Pursuant to Section 10.1(C) of the Declaration, amendments to the Declaration of the type described in Section 82.067(b) of the Act, including subdivision of a Unit (as defined in the Declaration) pursuant to Section 82.063 of the Act, are not subject to approval by sixty-seven percent (67%) of the Allocated Interests (as defined in the Declaration); and

WHEREAS, pursuant to Section 10.1(C) of the Declaration and Section 82.063 of the Act, the Association (as defined in the Declaration) and the Declarant, as the owner of the Unit desire to amend the Declaration to subdivide the Unit into two (2) Units to be known as Unit 506 and Unit 507, as follows:

AMENDMENTS:

1. Amendment to Section 2.2. The first sentence of Section 2.2 is hereby amended and restated in its entirety to read as follows: "The Project is hereby divided into thirty (30) separately designated Units contained within one (1) Building known as Building "A"."
2. Amendment to Exhibit "C" of Declaration. Exhibit "C" to the Declaration, is hereby amended and restated to read entirely as set forth on Exhibit "B" attached hereto.
3. Amendment to Exhibit "D" of Declaration. Exhibit "D" is hereby amended and restated to read entirely as set forth on Exhibit "C" hereto.

IN WITNESS WHEREOF, the Association and the Declarant (as owner of the subdivided Unit) have caused to be executed this 7th day of May 2003, this Second Amendment to Declaration of Covenants, Conditions and Restrictions for 509 Elm Place Residences.

ASSOCIATION:

501 ELM PLACE RESIDENCES
ASSOCIATION, INC

By: Jack Terrillon
Name: JACK TERRILLON
Title: PRESIDENT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

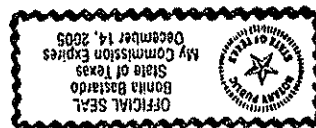
Before me, the undersigned Notary Public, on this day personally appeared Jack Terrillon, known to me to be the President of 501 Elm Place Residences Association, Inc., and acknowledged to me that he was duly authorized to execute the foregoing in and for said corporation, for the purposes and consideration therein expressed, and in the capacity therein stated, on behalf of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 9 day of May, 2003.

My Commission expires:

Bonita Bastardo
Notary Public in and for the
State of Texas

[Signatures continue on following page]



DECLARANT:

501 ELM PLACE PARTNERS, LTD.,
a Texas Limited Partnership

By: Collinternational I, Inc.,
a Texas Corporation, its sole General
Partner

By: Andreas Bremer
ANDREAS BREMER, Vice President

THE STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

This instrument was acknowledged before me on this 9 day of May, 2003, by Andreas Bremer, V.P. of Collinternational I, Inc., a Texas corporation, sole General Partner of 501 Elm Place Partners, Ltd., a Texas limited partnership, on behalf of said corporation and limited partnership.

Bonita Bastardo
Notary Public, State of Texas



Exhibit "A"

Unit number 506 as described in the Declaration, together with its Allocated Interests

2003 090 11573

Exhibit "B"

Amended and Restated Exhibit "C" to Declaration

2003090 11574

Exhibit "C"

Amended and Restated Exhibit "D" to Declaration:

EXHIBIT "D"

Allocated Interests

<u>Unit Number</u>	<u>Allocated Interest</u>
201	1.64%
202	3.86%
203	2.19%
204	4.02%
205	2.03%
206	2.08%
207	1.92%
301	2.86%
302	3.86%
303	2.19%
304	4.02%
305	2.03%
306	4.01%
401	2.86%
402	3.86%
403	2.19%
404	4.02%
405	2.03%
406	4.01%
501	2.86%
502	3.86%
503	2.19%
504	4.02%
505	2.03%
506	2.045%
507	1.965%
601	5.67%
602	6.42%
603	6.71%
604	6.55%

2033 (190 11575

RETURN TO:
NAME Hexter Fair Title
ADDRESS 8333 Douglas Ave. #13D
CITY Dallas, TX 75225

CLERK OF DISTRICT COURT
COUNTY CLERK, DALLAS COUNTY, TEXAS
Cynthia Calhoun



MAY 9 2003
I hereby certify this instrument was filed on the date and time
STATE OF TEXAS
COUNTY OF DALLAS
and unrecorded hereunder because of color or race is invalid.
The provisions herein which restrict the sale, rental, or use of
page of the record records of Dallas County, Texas as stamped
stamped hereon by me and was duly recorded in the records and
noted hereon by me.

CYNTHIA CALHOUN
COUNTY CLERK
DALLAS COUNTY
2003 MAY -9 PM 1:38

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FILED