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SECTION 8 (PHASE 1) DECLARATION OF ANNEXATION
AND
SUPPLEMENTAL DECLARATION
(HARBOR LAKES – SECTION 8, PHASE 1)

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THIS SECTION 8 (PHASE 1) DECLARATION OF ANNEXATION AND SUPPLEMENTAL DECLARATION (the "Section 8 (Phase 1) Declaration of Annexation") is made effective as of the 19th day of June, 2007 by FORESTAR (USA) REAL ESTATE GROUP INC. (formerly known as Lumbermen's Investment Corporation, by change of name only) (hereinafter referred to as the "Declarant").

WITNESSETH:

WHEREAS, Declarant executed a Declaration of Covenants, Conditions and Restrictions for Harbor Lakes (the "Original Declaration"), dated effective as of the 27th day of December, 2000, applicable to certain real property (the "Original Property") described in **EXHIBIT "A"** attached thereto, which Original Declaration was filed for record on December 28, 2000 in Volume 1726, Page 0001 of the Real Property Records of Hood County, Texas;

WHEREAS, Declarant, with the joinder of T.D. Murphy Construction Company, Inc. and Homes By Dunn, Inc., as Current Owners, amended the original declaration pursuant to that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Harbor Lakes (with Joinder of Current Owners) dated as of June 15, 2001, recorded in Volumes 1755, Page 0738 of the Real Property Records of Hood County, Texas (the "Amended Declaration");

WHEREAS, Declarant has from time to time annexed additional sections into the scheme of the Amended Declaration by the execution and recording of Declarations of Annexation and Supplemental Declarations (collectively, the "Supplemental Declarations"), which Supplemental Declarations were recorded in the Real Property Records of Hood County, Texas. The Original Declaration as amended by the Amended Declaration and the Supplemental Declarations hereinafter collectively referred to as the "Declaration");

WHEREAS, Declarant has the absolute and unrestricted right to file this Section 8 Declaration of Annexation pursuant to the terms and provisions of the Declaration;

WHEREAS, Article IX, Section 1 of the Declaration permits the addition of additional property to the scheme thereof by the filing of record by a Declaration of Annexation in the Real Property Records of Hood County, Texas; and

WHEREAS, the Declarant desires to add the additional Lots more particularly described in **SECTION 8 (PHASE 1) SUPPLEMENTAL EXHIBIT "A"** attached hereto and fully incorporated herein by reference for all purposes (the "Section 8 (Phase 1) Additional Lots"), to the scheme of the Declaration and to provide that all of the applicable terms, provisions, requirements and obligations of the Declaration now apply to the Additional Lots, except as modified herein.

NOW, THEREFORE, the Declarant hereby declares as follows:

1. The Section 8 (Phase 1) Additional Lots described in **SECTION 8 (PHASE 1) SUPPLEMENTAL EXHIBIT "A"**, attached hereto and fully incorporated herein by references for all purposes are and shall be subject to the scheme of the Declaration, and are and shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges and liens set forth in the Declaration (the Declaration being incorporated herein by reference for all purposes as modified herein).

2. Except as otherwise provided herein, all Section 8 (Phase 1) Additional Lots shall be subject to the scheme of the Declaration and shall constitute "Affected Lots" for all purposes, and shall be held, transferred,

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sold, conveyed, used and occupied subject to the covenants, restrictions, easements, charges and liens set forth in the Declaration (the Declaration being incorporated herein by reference for all purposes as modified herein).

3. Section 20(c) of Article VIII of the Declaration shall not be applicable to Section 8 (Phase 1) Additional Lots and, in lieu thereof, the following Section 20(c) of Article VIII shall be substituted:

"(c) The minimum dwelling units area for dwelling units located on any portion of a Lots located within Phase 1 of Section 8 of Harbor Lakes shall be the greater of (i) the minimum residential dwelling unit square footage required by governmental requirements or (ii) two thousand square feet (2,000 sq. ft.) of air-conditioned living area."

5. The Declaration, except as expressly modified herein, remains in full force and effect and is hereby ratified and confirmed.

EFFECTIVE as of the 19th day of June, 2007.

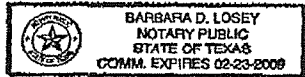
FORESTAR (USA) REAL ESTATE GROUP INC.
(formerly known as Lumbermen's Investment Corporation, by change of name only), a Delaware corporation

By: *[Signature]*
Name: Gary McAtee
Title: Vice President

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared Gary McAtee, Vice President of FORESTAR (USA) REAL ESTATE GROUP INC. (formerly known as Lumbermen's Investment Corporation, by change of name only), a Delaware corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as a duly authorized officer of such corporation, and as the act and deed of such corporation and limited partnership, for the purposes and consideration therein expressed, and in the respective capacities therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 20th day of July, 2007.



[Signature]
Notary Public, State of Texas

My Commission Expires:

(Typed/Printed Name of Notary)

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FINAL PLAT OF
LOTS 13-26 BLOCK 11
HARBOR LAKES
SECTION 8 PHASE I

14 LOTS
PLAT PREPARED
JUNE 11, 2007
1 BLOCK

SHENCK & ASSOCIATES, INC.
1400 EAST 10TH STREET, SUITE 200
MILWAUKEE, WISCONSIN 53212
TEL: (414) 224-2200
FAX: (414) 224-2201
WWW.SHENCK.COM

04-11-07
04-11-07

Approved by the Board of Directors
of Harbor Lakes Section 8 Phase I
Development, Inc.
Date: 04/11/07



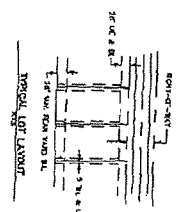
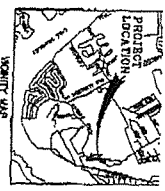
Harbor Lakes Section 8 Phase I
Development, Inc.
1400 East 10th Street, Suite 200
Milwaukee, Wisconsin 53212
Tel: (414) 224-2200
Fax: (414) 224-2201
www.harborlakes.com

1. The plat is subject to all existing easements, covenants, conditions and restrictions, including but not limited to the easements, covenants, conditions and restrictions set forth in the recorded plat of Harbor Lakes Section 8 Phase I, Block 11, Lots 1-12, dated 04/11/07, and the recorded plat of Harbor Lakes Section 8 Phase I, Block 11, Lots 13-26, dated 04/11/07.

1. The plat is subject to all existing easements, covenants, conditions and restrictions, including but not limited to the easements, covenants, conditions and restrictions set forth in the recorded plat of Harbor Lakes Section 8 Phase I, Block 11, Lots 1-12, dated 04/11/07, and the recorded plat of Harbor Lakes Section 8 Phase I, Block 11, Lots 13-26, dated 04/11/07.

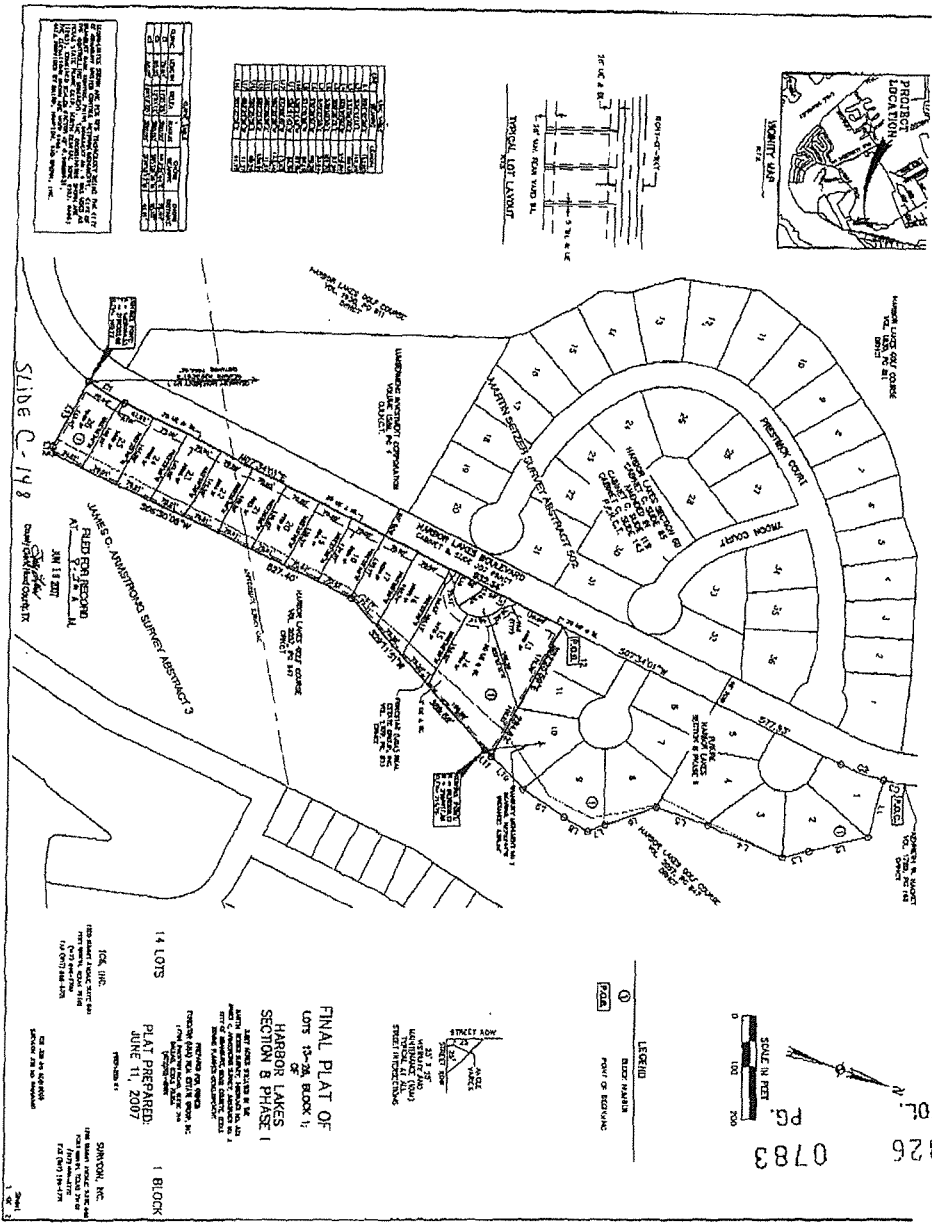
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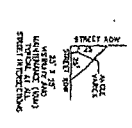
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100	1,200	0.347



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LEGEND
① BLOCK NUMBER
② POINT OF BEGINNING



FINAL PLAT OF
LOTS 13-26, BLOCK 1,
OF
HARBOR LAKES
SECTION 8 PHASE I
PLAT PREPARED
JUNE 11, 2007

14 LOTS
1 BLOCK