

**AMENDMENT TO THE HOMEOWNER'S ASSOCIATION DECLARATION
FOR WELLINGTON AT PRESTON MEADOWS HOMEOWNERS
ASSOCIATION INC. AND THE REVISED WELLINGTON
AT PRESTON MEADOWS PHASE II DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS**

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

By the signatures attached hereto as Exhibit A, the "Declaration" (as hereinafter defined) and the "Phase II Declaration" (as hereinafter defined) are hereby amended in accordance with: (i) Article 5, Section 3 of the Homeowner's Association Declaration for Wellington at Preston Meadows Homeowner's Association, Inc., recorded in Book 3178, Page 770 of the Deed Records of Collin County (the "Declaration"); and (ii) Article 5, Section 5.13 of the Revised Wellington at Preston Meadows Phase II Declaration of Covenants, Conditions and Restrictions recorded in Book 3199, Page 675 of the Deed Records of Collin County (the "Phase II Declaration"), in connection with that certain Plan of Merger by and between Wellington at Preston Meadows Homeowners Association, Inc. and Wellington at Preston Meadows Homeowners Association Phase A, Inc. dated as of December 15, 1994 to be effective January 1, 1995 as follows:

1. Article I, Section 3 of the Declaration is amended to read in its entirety as follows:

Section 3. "Properties" shall mean and refer to that certain real property hereinbefore described.

2. Article III, Section 2 of the Declaration is amended to read in its entirety as follows:

Section 2. The Association shall have four classes of voting membership:

Class A. Class A members shall be all Owners of Lots in the Properties, with the exception of the Declarant, and shall be entitled to one 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned in the Properties. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on October 31, 1999.

Class C. The Class C member(s) are all of the Owners of Lots in Phase III - Phase VII, except the Declarant, all as more fully described in that certain Declaration of Covenants, Conditions, and Restrictions for Wellington at Preston Meadows, Phase A, executed by Declarant dated as of November 14, 1991, as amended, recorded in the office of the County Clerk of Collin County, Texas (the "Phase A Declaration").

Class D. The Class D member(s) shall be the Declarant as more fully described in the Phase A Declaration.

3. Article IV, Section 2 of the Declaration is amended to read in its entirety as follows:

Section 2. Purpose of Assessments. The assessments levied by the Association shall be used exclusively to promote the recreation, health, safety, and welfare of the residents in the Properties and the residents in the Properties identified in the Phase A Declaration and for the improvement and maintenance of the Common Area and Right-of-Way Area and Enhanced Landscape Area (as defined in the Phase A Declaration).

4. Article IV, Section 4 of the Declaration is amended to read in its entirety as follows:

Section 4. Special Assessments for Capital Improvements. In addition to the annual assessments authorized above, the Association may levy, in any assessment year, a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a Capital Improvement upon the Common Area, Right-of-Way Area, and Enhanced Landscape Area, including fixtures and personal property related thereto, provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose.

5. Article IV, Section 4.1 of the Phase II Declaration is amended to read in its entirety as follows:

Section 4.1 Homeowner's Association. The maintenance of common areas of Wellington at Preston Meadows shall be administered by the Wellington at Preston Meadows Homeowner's Association, Inc. which shall be created by instrument separate from this Declaration.

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