

(or if such capitalized term is not defined in the Lake Pointe Annexation, then in the Declaration), unless the context otherwise requires.

ARTICLE II

REGULATION OF USES

2.01 Permitted Uses - Common Area. Except as permitted under this Supplement, no use shall be made of the Common Area except as permitted under the Declaration, the Lake Pointe Plaza Annexation, or this Supplement without the prior written consent of the NCC.

2.02 Owners' Enjoyment. Each Owner within the Property shall have the right to an easement of enjoyment in and to the Common Area, which right shall be appurtenant to and shall pass with title to its respective Tract; subject, however, to the following provisions:

A. The right of the Association to dedicate or transfer all or any part of the Common Area (i) to any public agency or authority for any public purpose; (ii) for public right-of-way purposes; or (iii) for public utility purposes; provided such dedication or transfer is approved by the Board, in its sole discretion (such dedication or transfer shall not require the approval of the Members of the Association); and

B. Except as allowed by any document granting the Common Area to the Association, no Tract Owner or Occupant shall plant, place, fix, install, construct, or remove any vegetation, hedge, tree, shrub, fence, wall, structure, or improvement within the Common Area, either in whole or in part, without the prior written consent of the NCC. The Association may, without liability to any Tract Owner(s) or Occupant(s), remove any items placed on the Common Area in violation hereof and recover from such Tract Owner(s) or Occupant(s) all costs of such removal and the restoration of the Common Area to its pre-existing condition.

2.03 Permitted Uses - Properties Other Than Common Area. Subject to the provisions of Section 2.04 and Section 2.05 of this Supplement, the Property (excluding the Common Area) may be used exclusively for one (1) or more of the following purposes:

A. Banking or Financial Institution Use;

B. Day Care Use;

C. Hospital Use; provided, however, if any such use shall include a trauma unit with ambulance service, such use shall only be permitted if the conditional use permit for same provides for (i) installation and maintenance of directional signage for the hospital ambulance route; (ii) prohibition of outdoor speaker systems; and (iii) trauma center

designated as a Level IV by the Texas Department of State Health Services (and in no event, Level I, Level II, or Level III);

D. Hotel Use;

E. Medical Use;

F. Operation of automobile parking garages, in conjunction with any of the Permitted Uses set forth in this Section 2.03 or permitted by the NCC pursuant to Section 2.05 of this Supplement;

G. Office Building Use;

H. Restaurant Use;

I. Other uses specifically permitted by the NCC (and approved by LPTC, its successors or assigns) pursuant to Section 2.05 of this Supplement.

In the absence of a specific restriction contained in this Supplement to the contrary, written approval by the NCC of a particular use shall be conclusive evidence of compliance with this Supplement as to the use of any Tract (or a portion thereof) within the Property expressly made the subject of such approval.

2.04 Prohibited Uses and Operations. The following operations and uses shall not be permitted on any portion of the Property:

A. Any use prohibited under the Declaration and/or the Lake Pointe Plaza Annexation;

B. Refining of petroleum or of its products; smelting of iron, tin, zinc, or other ores; drilling for and/or removal of oil, gas, or other hydrocarbon substances;

C. Except for the storage or assembly of goods for sale from the Property incidental to an Office Use or Medical Use, any warehouse operation or any assembly, manufacturing, distilling, refining, smelting, industrial, agricultural, drilling, or mining operation;

D. Any trailer court, mobile home park, lot for sale of new or used motor vehicles, labor camp, junk yard, stock yard, or animal raising (other than pet shops and veterinarian clinics or hospitals);

E. Any dumping, disposal, incineration, or reduction of garbage or refuse other than handling or reducing such waste if produced on the premises from otherwise authorized uses and, in such latter event, only if handled in a reasonably clean and sanitary manner;

F. Any establishment which offers or sells a product or service that is intended to provide sexual gratification to its users including, but not limited to, the dissemination or exhibition of obscene materials (including, without limitation, an adult book or video store); any establishment featuring topless, bottomless, or totally nude performances or persons or which provides visually-recorded entertainment featuring nude or partially nude persons performing or simulating sexual acts; or any establishment which regularly shows X-rated type movies or pornographic movies, or sells or rents pornographic materials;

G. Industrial Use;

H. Any use which by its nature will cause objectionable odors and objectionable untidiness;

I. Residential Use;

J. Penny arcades or amusement centers, including, without limitation, any establishments with the primary business of the operation of video or arcade games; outdoor carnivals and circuses (which shall not include occasional community events organized by the City of Sugar Land or the Association for the enjoyment of the community that may be considered in part or contain a carnival operation);

K. Any use which involves any unusual firing, explosives, or other dangerous or damaging hazards (including the storage, display, or sale of explosives or fireworks) (except those events organized by the City of Sugar Land or the Association for the enjoyment of the community such as, but not limited to, firework demonstrations for holidays and special events);

L. Any fire sale, bankruptcy sale (unless pursuant to a court order), or auction house operation;

M. Any type of "flea market" or "tent" sale;

N. Any sexually-oriented massage parlor, lingerie or nude modeling studio, or establishment where men or women are engaged in other salacious activities;

O. Any "second hand" store or Army, Navy, or governmental type "surplus" store or pawn shop (except resale shops which merchandise and sell used products in a first-class manner); provided, however, that no goods or products may be sold or stored outside a Building in connection with any such resale shops;

P. Any establishment which has as its primary use the sale of guns or other firearms;

Q. Any tattoo or piercing parlor (provided, however, ear piercing as an ancillary use shall not be prohibited);

R. Service Distribution and/or Office Warehouse Use;

S. Health Club Use;

T. Drive-Through Restaurant Use;

U. Fast Food Restaurant Use;

V. Retail Use; and

W. Service Station Use.

2.05 Other Uses. Uses which are neither specifically prohibited nor specifically authorized by the Declaration, the Lake Pointe Plaza Annexation, or this Supplement may be permitted only if a Proposed Use Plan (as defined in the Declaration) describing such proposed use of the Tract, in such detail as the NCC may reasonably request, is submitted to and approved in writing by the NCC and LPTC. Approval or disapproval of any such Proposed Use Plan shall be based upon the effect of such use on other portions of the Property and upon the Owners or Occupants thereof.

ARTICLE III

REGULATION OF IMPROVEMENTS

3.01 NCC Approval Required. No Improvement shall be constructed, remodeled (excluding, however, any remodeling performed solely to the interior of any Building which has no effect on the exterior of said Building), replaced, or altered in any manner on any Tract or any portion of the Property, until plans (including, without limitation, Design Development Plans, Exterior Plans, Lighting Plans, Signage Plans, Landscaping Plans, and Site Plans; hereinafter collectively referred to as the "Plans") have first been submitted to and approved in writing by the NCC as required and specified in the Declaration. The purpose of the approval process shall be (i) to ensure compliance with the Dedictory Instruments and (ii) to confirm that the quality of the materials, colors, and external design of the proposed improvement is compatible with the surrounding development. The construction, remodeling, replacement, or alteration of any improvement shall comply with the Development Guidelines as they now exist or as they may hereafter be amended and reference to said Development Guidelines is hereby made for all purposes. Copies of the Development Guidelines shall be furnished upon request made to the NCC. Approval