

SCANNED

When Recorded, Return to:

Steven R. Brook
 Langley & Banack, Inc.
 745 E. Mulberry, Suite 900
 San Antonio, Texas 78212-3166
 (210) 736-6600 Telephone
 (210) 735-6889 Telecopier

FIRST AMENDMENT TO**DECLARATION****OF****LAS HACIENDAS TOWNHOMES, A CONDOMINIUM****State of Texas****§****§****County of Bexar****§****RECITALS**

A. The Declaration of Las Haciendas Townhomes, A Condominium ("Original Declaration") is dated July 12, 2002, and was recorded under Document No. 2002-0373928, at Volume 9475, Page 1966, *et seq.*, Real Property Records of Bexar County, Texas.

B. G-P Ventures, Ltd., a Texas limited partnership, the Declarant under the original Declaration, remains the owner of all Units, no Units in the Project having yet been sold.

C. The Declarant desires to amend the Declaration in certain respects as set forth below.

D. The capitalized terms used in this First Amendment and not otherwise herein defined shall have the meaning as set forth in the original Declaration.

E. The term "Declaration" shall henceforth mean the original Declaration as amended by this First Amendment.

Now therefore, the Declarant, being the owner of all Units in the Project, waiving any requirement for the notice or call of a meeting, and further herein joined by the Board of Directors of the Association, hereby amends the original Declaration as follows:

1. Section 3.10 (a) is amended in its entirety to read as follows:

Section 3.10 (a). Entering into (i) a contract with a third person under which the third person will furnish goods or services for a term longer than one (1) year, except for a management contract approved by the Federal Housing Administration or the Veterans' Administration; (ii) prepaid casualty and/or liability insurance for a term of more than three (3) years' duration, unless the policy provides for short-rate cancellation by the insured.

2. Section 4.01 A is amended in its entirety to read as follows:

Section 4.01 A. Declarant's Special Payment. Recognizing that to some degree, the cost of the administration and maintenance of the Project and the Common Elements is related to the number of Units which are occupied: in accordance with Section 82.112 (a) TUCA, the Declarant shall pay all of the expenses of the Project as they accrue, until the Association makes its first assessment to pay such expenses. Until the expiration of the Declarant Control Period (being that period established under Section 3.08 above, and being the period until 120 days after Declarant has conveyed 75% of the Units in the Project to Owners other than Declarant) in lieu of any regular assessment or special assessment with regard to any Units which Declarant owns during that period, Declarant shall pay periodically all Actual Operating Expenses less the Actual Operating Expenses paid by Owners other than Declarant. For the

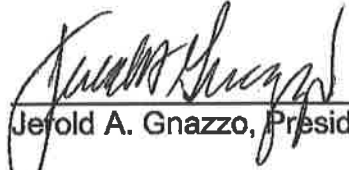
purposes of this paragraph 4.01A, the term "Actual Operating Expenses" shall mean those expenses reasonably necessary for the normal maintenance and operation of the Project in order to provide the level and quality of the services as set forth in the budget initially prepared by the Declarant, and shall include capital expenditures, reserves, prepaid items, inventories, and/or similar expenses to the extent attributable to periods after the initial fiscal year, or any increase in the level and/or quality of services set forth in such initial budget prepared by Declarant. The provisions of this paragraph are intended to satisfy Declarant's obligations under Section 82.112, TUCA; provided, however, mandatory requirements of the TUCA shall control.

3. The original Declaration, as amended by this Amendment, is and shall be the Declaration and shall govern the Project.

G-P Ventures, Ltd., a Texas limited partnership

By: Santa Maria Ventures, Inc.,
a Texas corporation, its General Partner

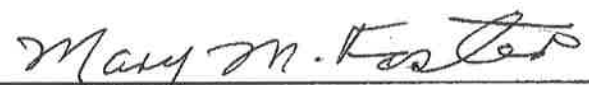
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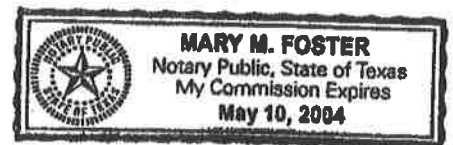

Jerold A. Gnazzo, President

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on the 11th day of SEPTEMBER, 2002, by Jerold A. Gnazzo, President of Santa Maria Ventures, Inc., a Texas corporation, as general partner of G-P Ventures, Ltd., a Texas limited partnership, on behalf of said corporation and partnership.

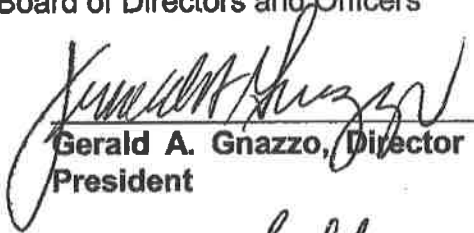

Notary Public in and for the State of TEXAS
APPROVED:



**LAS HACIENDAS TOWNHOMES OF
SAN ANTONIO PROPERTY OWNERS
ASSOCIATION, INC.**

By: Its Board of Directors and Officers

By:


Gerald A. Gnazzo, Director and
President

By:


Jane S. Gnazzo, Director and Vice
Officer

By:


Maynard H. Braden, Director,
Secretary and Treasurer

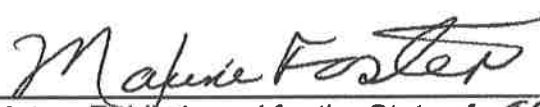
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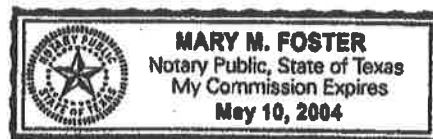
ACKNOWLEDGMENT

STATE OF TEXAS

COUNTY OF BEXAR

This instrument was acknowledged before me on the 11th day of SEPTEMBER, 2002,
by Jerold A. Gnazzo, Director and President of Las Haciendas Townhomes of San Antonio
Property Owners Association, Inc., a Texas non-profit corporation, on behalf of said
corporation.


Notary Public in and for the State of TEXAS

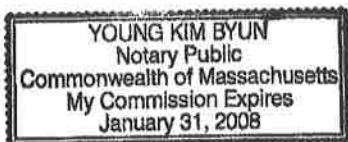


ACKNOWLEDGMENT

STATE OF Massachusetts

COUNTY OF Suffolk

This instrument was acknowledged before me on the 15th day of August, 2002, by Jane S. Gnazzo, Director and Vice Officer of Las Haciendas Townhomes of San Antonio Property Owners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Young Kim Byun
Notary Public in and for the State of Massachusetts

ACKNOWLEDGMENT

STATE OF TEXAS

COUNTY OF BEXAR

This instrument was acknowledged before me on the 14th day of Sept, 2002, by Maynard H. Braden, Director, Secretary and Treasurer of Las Haciendas Townhomes of San Antonio Property Owners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Brenda Brewer
Notary Public in and for the State of Texas

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Pages 5
10/01/2002 03:35:50 PM
Filed & Recorded in
Official Records of
BEXAR COUNTY
GERRY RICKHOFF
COUNTY CLERK
Fees \$17.00

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas etc

OCT 01 2002



Gerry Rickhoff
COUNTY CLERK BEXAR COUNTY, TEXAS