

When recorded, Return to:

Roy L. White
Shaddox, Compere, Walraven & Good, P.C.
1250 N.E. Loop 410, Ste. 725
San Antonio, Texas 78212-3166

RE: Delete
RFR
provision

SECOND 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 and amended ("First Amendment") by First Amendment of Declaration of Las Haciendas Townhomes, a condominium which was recorded under Document No. 20020429556 at Volume 9593, Page 1954, *et seq.*, Real Property Records of Bexar County, Texas.

B. G-P Ventures, Ltd., a Texas limited partnership, the Declarant under the original Declaration and the First Amendment, remains the owner of 18 Units, 2 Units in the Project having been sold.

C. The Declarant and the owners of the 2 privately held units, desire to amend the Declaration in certain respects as set forth below.

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

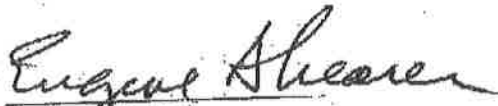
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E. The term "Declaration" shall henceforth mean the original Declaration as amended by the First and Second Amendments.

Now, therefore, the Declarant and the owners of Unit 802 (Shearer) and 601 (Amaon), being the owners 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:

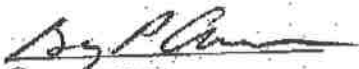
1. Article 8 (Right of First Refusal) is removed and deleted in its entirety from the "Declarations".
2. The original Declaration, as amended by the First and Second Amendments, is and shall be the Declaration and shall govern the Project.

Eugene & Anne Shearer
Owners of Unit 802


Eugene Shearer


Anne Shearer

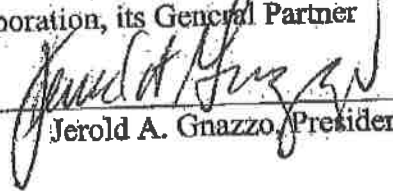
Gary & Paula Amaon
Owners of Unit 601


Gary Amaon


Paula Amaon

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

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

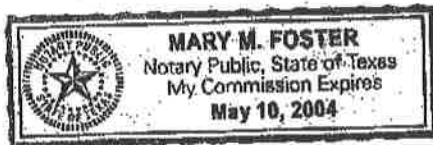
By: 
Jerold A. Gnazzo, President

WOL 9658 PG 1952

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on the 23rd day of OCTOBER, 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.



Mary M. Foster
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF BEXAR

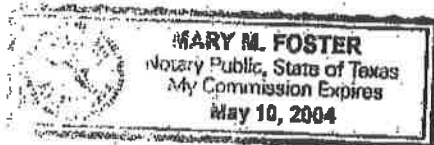
This instrument was acknowledged before me on the 23rd day of OCTOBER, 2002, by Eugene Shearer.



Mary M. Foster
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF BEXAR

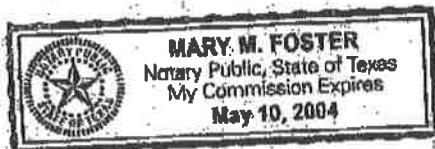
This instrument was acknowledged before me on the 23rd day of OCTOBER, 2002, by Anne Shearer.



Mary M. Foster
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on the 23rd day of OCTOBER, 2002, by Gary Amaon.

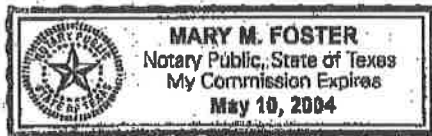


Mary M. Foster
Notary Public, State of Texas

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STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on the 23rd day of OCTOBER, 2002, by Paula Amaon.



Mary M. Foster
Notary Public, State of Texas

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

By: Its Board of Directors and Officers

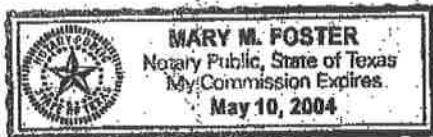
By: Jerold A. Gnazzo
Jerold A. Gnazzo, Director, President, and Treasurer

By: Jane S. Gnazzo
Jane S. Gnazzo, Director, Vice President & Secretary

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on the 23rd day of OCTOBER, 2002, by Jerold A. Gnazzo, Director, President, and Treasurer of Las Haciendas Townhomes of San Antonio Property Owners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



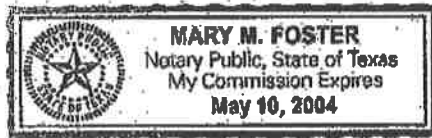
Mary M. Foster
Notary Public, State of Texas

YML 9658 PB 1954

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on the 23rd day of OCTOBER, 2002,
by Jane S. Gnazzo, Director, Vice-President, and Secretary of Las Haciendas Townhomes of San
Antonio Property Owners Association, Inc., a Texas non-profit corporation, on behalf of said
corporation.



Mary M. Foster
Notary Public, State of Texas

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 herein by me and was duly RECORDED
in the Official Public Record of Real Property of Bexar County, Texas on:

NOV 06 2002



Sergio Rodriguez
COUNTY CLERK BEXAR COUNTY, TEXAS

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Doc# 20020458717
Pages: 5
11/06/2002 03:58:07 PM
Filed & Recorded in
Official Records of
BEXAR COUNTY
BERRY RICKHOFF
COUNTY CLERK
Fees \$17.00