

07-914



AFTER RECORDING RETURN TO:

W. Russell Toates, Esq.
Legal Department
Centex Destination Properties
2728 N. Harwood Street
Dallas, Texas 75201

**FIRST AMENDMENT TO DECLARATION OF
THE WATERS AT HORSESHOE BAY RESORT CONDOMINIUM**

A Residential Condominium Community Located in Llano County, Texas

DECLARANT: CENTEX HOMES, a Nevada general Partnership d/b/a Centex Destination Properties

Cross Reference to Declaration of The Waters at Horseshoe Bay Resort Condominium recorded in Vol. 3, Pages 314-412 of the Condominium Records of Llano County, Texas.

**FIRST AMENDMENT TO DECLARATION OF
THE WATERS AT HORSESHOE BAY RESORT CONDOMINIUM**

This First Amendment to Declaration of Horseshoe Bay Resort Condominium (the "Amendment") is made by CENTEX HOMES, a Nevada general partnership d/b/a CENTEX DESTINATION PROPERTIES ("Declarant"), pursuant to the Texas Uniform Condominium Act ("TUCA"), and is as follows:

RECITALS:

A. The Waters at Horseshoe Bay Resort Condominium, a condominium regime (the "Regime"), located in Llano County, Texas, was established pursuant to that certain Declaration of The Waters at Horseshoe Bay Resort Condominium recorded in Vol. 3, Pages 314-412 of the Condominium Records of Llano County, Texas. (the "Declaration").

B. During the Development Period, and pursuant to *Section 20.4* of the Declaration and *Section B.3.8(b),(d)&(g)* of Appendix B to the Declaration, Declarant may amend the Declaration unilaterally and without the consent of other Owners or any mortgagee to 1) correct any defects in the execution of the Declaration or other Documents; 2) create Units, General Common Elements and Limited Common Elements within the Property, in the exercise of statutory Development Rights pursuant to *Section B.3.9* of Appendix B to the Declaration; and 3) resolve conflicts, clarify ambiguities and correct misstatements, errors or omissions in the Documents.

C. The "Development Period" as such term is defined in *Section 1.13* of the Declaration, is a twenty (20) year period commencing on the date the Declaration was recorded in the Condominium Records of Llano County, Texas. The Declaration was recorded in the Condominium Records of Llano County, Texas on December 13, 2006.

D. Declarant desires to amend the Declaration and assign Limited Common Element storage units to certain units, which were not so designated in the Declaration, by replacing the maps entitled First Floor through Sixth Floor Living Area Maps of Buildings 2, 3 and 4 contained in Appendix D of the Declaration at Vol. 3, Pages 377-382, 388-393 and 398-403 of the Condominium Records of Llano County, Texas with new maps depicting the Limited Common Element storage unit assignment.

E. Due to the recitals contained in Paragraph D Above, Declarant desires to amend the Declaration by replacing the pages entitled Assignment of Parking Spaces and Storage Units for Buildings 2, 3 and 4 contained in Appendix F of the Declaration at Vol. 3, Pages 407-409 of the Condominium Records of Llano County, Texas with new pages reflecting the new assignments.

F. Due to the inadvertent omission of a page in the Declaration, Declarant desires to amend the Declaration by adding a map depicting the carport and storage assignments for Building 4 which was inadvertently omitted from the Declaration by adding a page to Appendix D of the Declaration entitled Building 4 Carport C2 Parking/Storage.

G. Due to a typographical error contained in a page of the Declaration, Declarant desires to amend the Declaration by replacing the map entitled Building 3 Carport C2 Parking/Storage at Vol. 3, Page 395 of the Condominium Records of Llano County, Texas, with a new map correcting the typographical error.

NOW THEREFORE, the Declaration is hereby amended as follows:

1. **Replacement of Maps.** The maps assigning Limited Common Element storage units to certain Units in maps entitled First Floor through Sixth Floor Living Area Maps of Buildings 2, 3 and 4 are attached hereto as Attachment 1, and hereby supercede and replace the maps contained in Appendix D of the Declaration at Vol. 3, Pages 377-382, 388-393 and 398-403 of the Condominium Records of Llano County, Texas.
2. **Additional Replacement of Maps.** The new pages assigning parking spaces and storage units to certain Units entitled Assignment of Parking Spaces and Storage Units for Buildings 2, 3 and 4 are attached hereto as Attachment 2, and hereby supercede and replace the pages of Appendix F of the Declaration at Vol. 3, Pages 407-409 of the Condominium Records of Llano County, Texas.
3. **Supplement to Appendix D.** Appendix D to the Declaration is hereby supplemented with an additional page of a map depicting the carport and storage assignments for Building 4 entitled Building 4 Carport C2 Parking/Storage, attached hereto as Attachment 3.
4. **Additional Replacement of Map.** The map depicting carport parking and storage of Building 3 entitled Building 3 Carport C2 Parking/Storage is attached hereto as Attachment 4, and hereby supercedes and replaces the map contained in Appendix D at Vol. 3, Page 395 of the Condominium Records of Llano County, Texas.
5. **Miscellaneous.** Any capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Declaration. Unless expressly amended by this Amendment, all other terms and provisions of the Declaration remain in full force and effect as written, and are hereby ratified and confirmed.

[SIGNATURE PAGE FOLLOWS]

EXECUTED to be effective as of the 22nd day of January, 2007.

DECLARANT:

CENTEX HOMES, a Nevada general partnership d/b/a
CENTEX DESTINATION PROPERTIES

By: CENTEX REAL ESTATE CORPORATION, a Nevada
corporation, its Managing General Partner

By: _____

Joseph J. Arcisz, III, President
(CDP-Central Division)

THE STATE OF TEXAS §

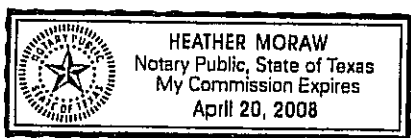
COUNTY OF Tarrant §

This instrument was acknowledged before me this 22nd day of January, 2007 by Joseph J. Arcisz, III, President (CDP-Central Division) of CENTEX REAL ESTATE CORPORATION, a Nevada corporation, Managing General Partner of CENTEX HOMES a Nevada general partnership d/b/a CENTEX DESTINATION PROPERTIES, on behalf of said corporation and partnership.

(SEAL)

Heather Moraw

Notary Public Signature



ATTACHMENT 1

Willis - Sherman Associates, Inc.



LAND SURVEYORS AND PLANNERS
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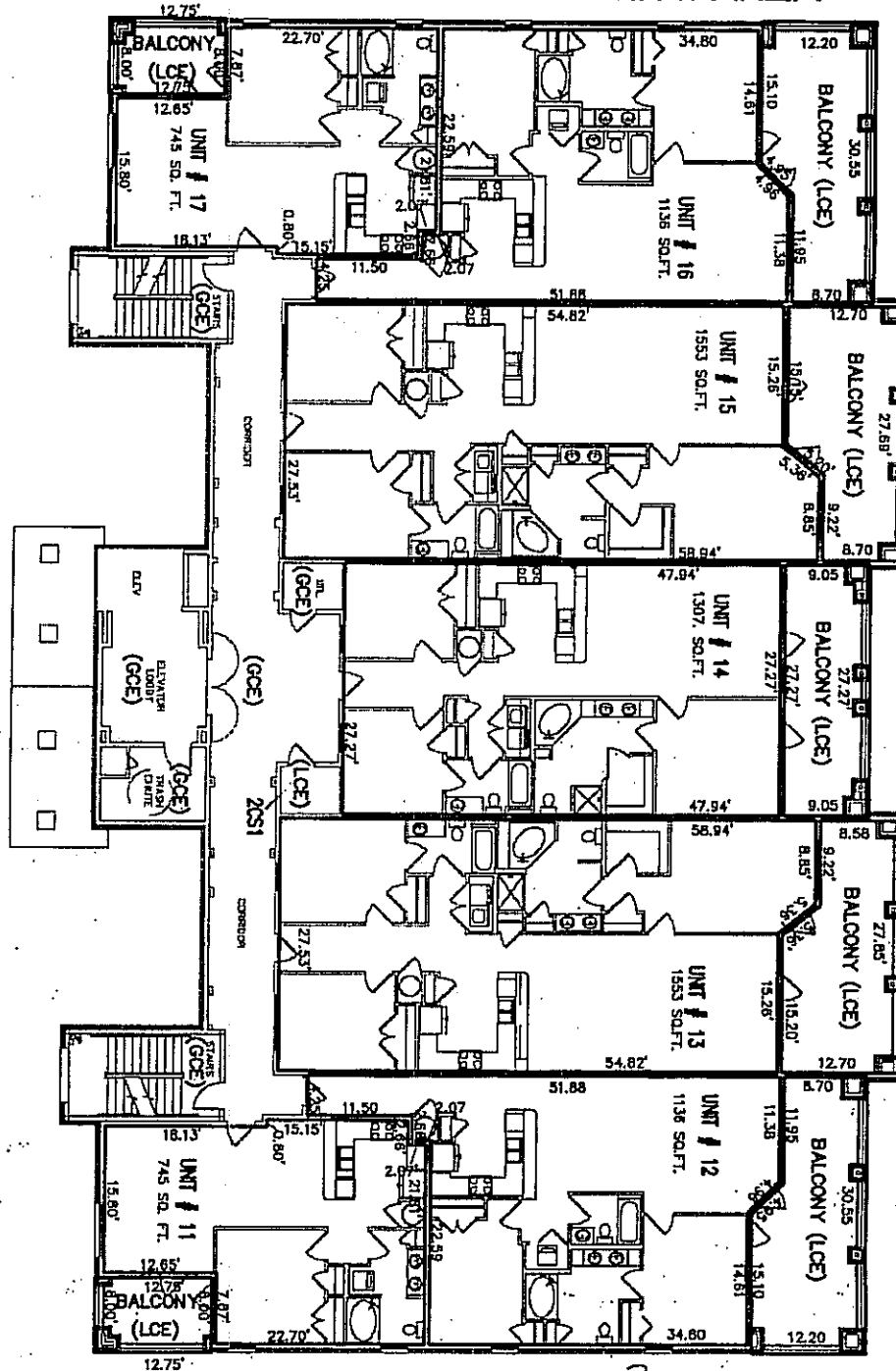
NOTES:

1. STORAGE SPACE LABEL DEFINITION:
2 (BUILDING 2) C (CORRIDOR) S (STORAGE) I (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
2CS1 = 5.13' X 8.57'

APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 2
FIRST FLOOR LIVING AREA

101 WEST BANK

(GCE) - DENOTES GENERAL COMMON ELEMENT
(LCE) - DENOTES LIMITED COMMON ELEMENT



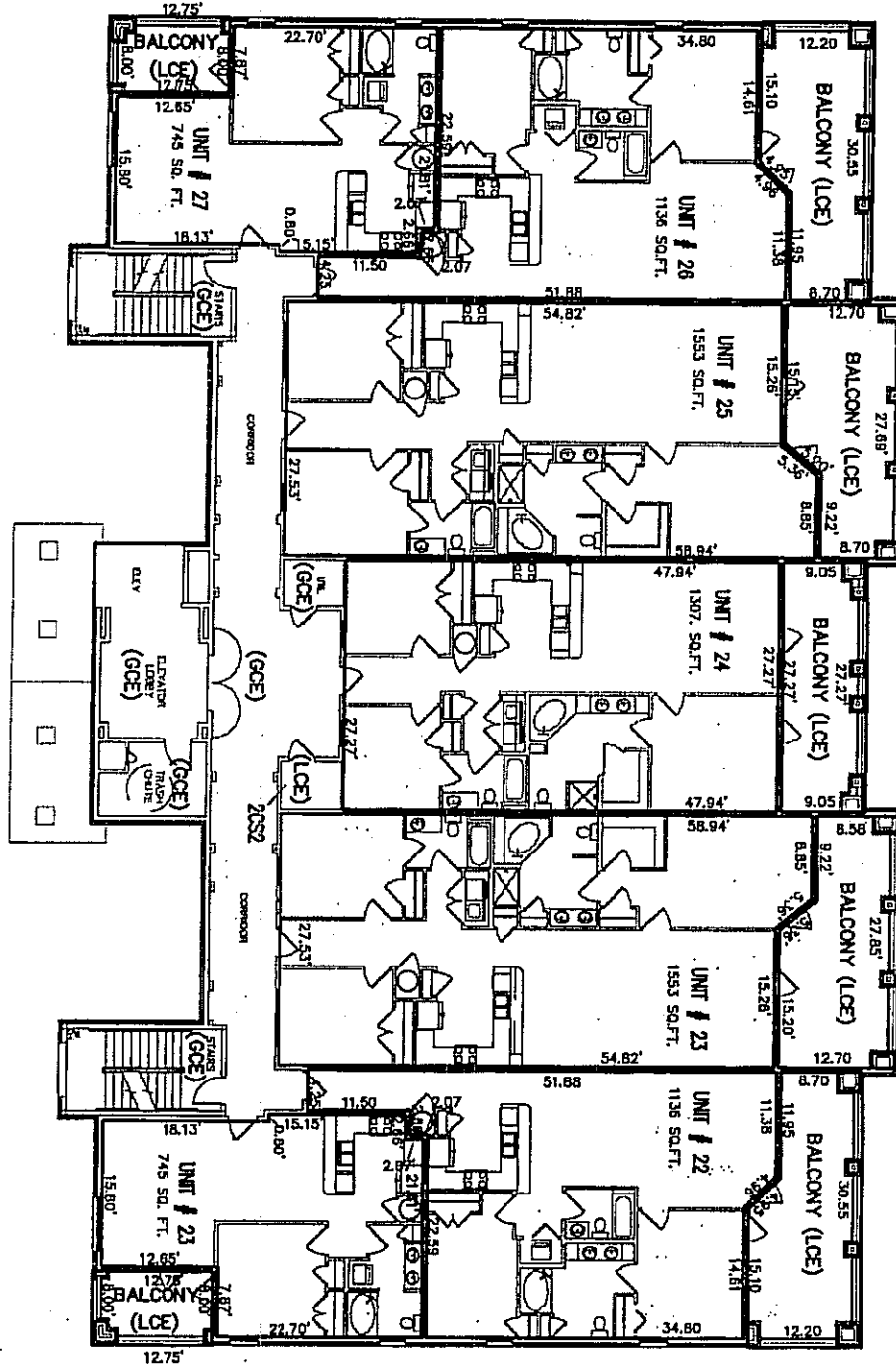


APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 2
SECOND FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
2 (BUILDING 2) C (CORRIDOR) S (STORAGE) 2 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
2CS2 = 5.13' X 6.57'

101 WEST BANK
(GCE)-DENOTES GENERAL COMMON ELEMENT
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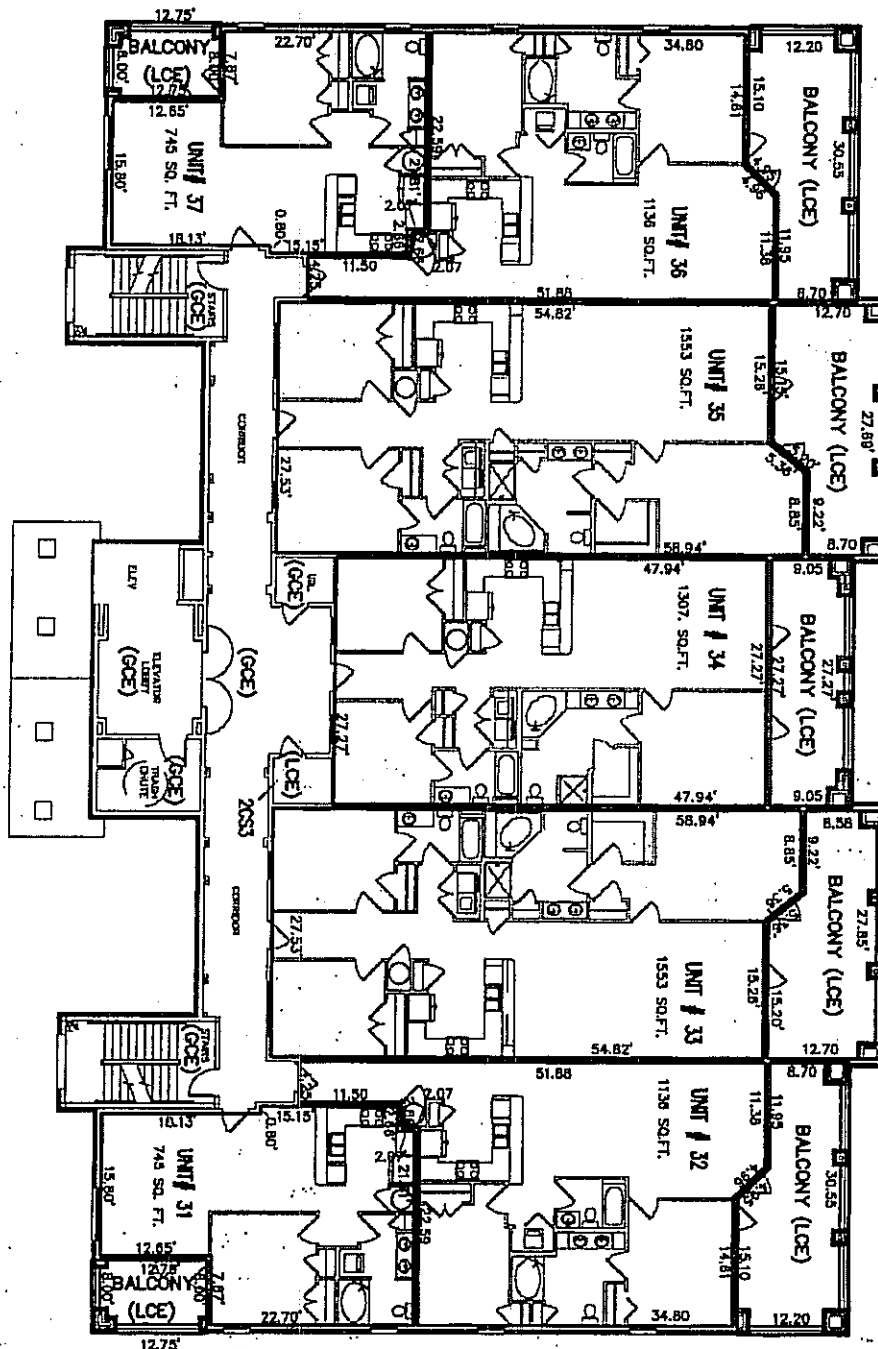




APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 2
THIRD FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
2 (BUILDING 2) C (CORRIDOR) S (STORAGE) 3 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
2CS3 = 5.13' X 6.57'



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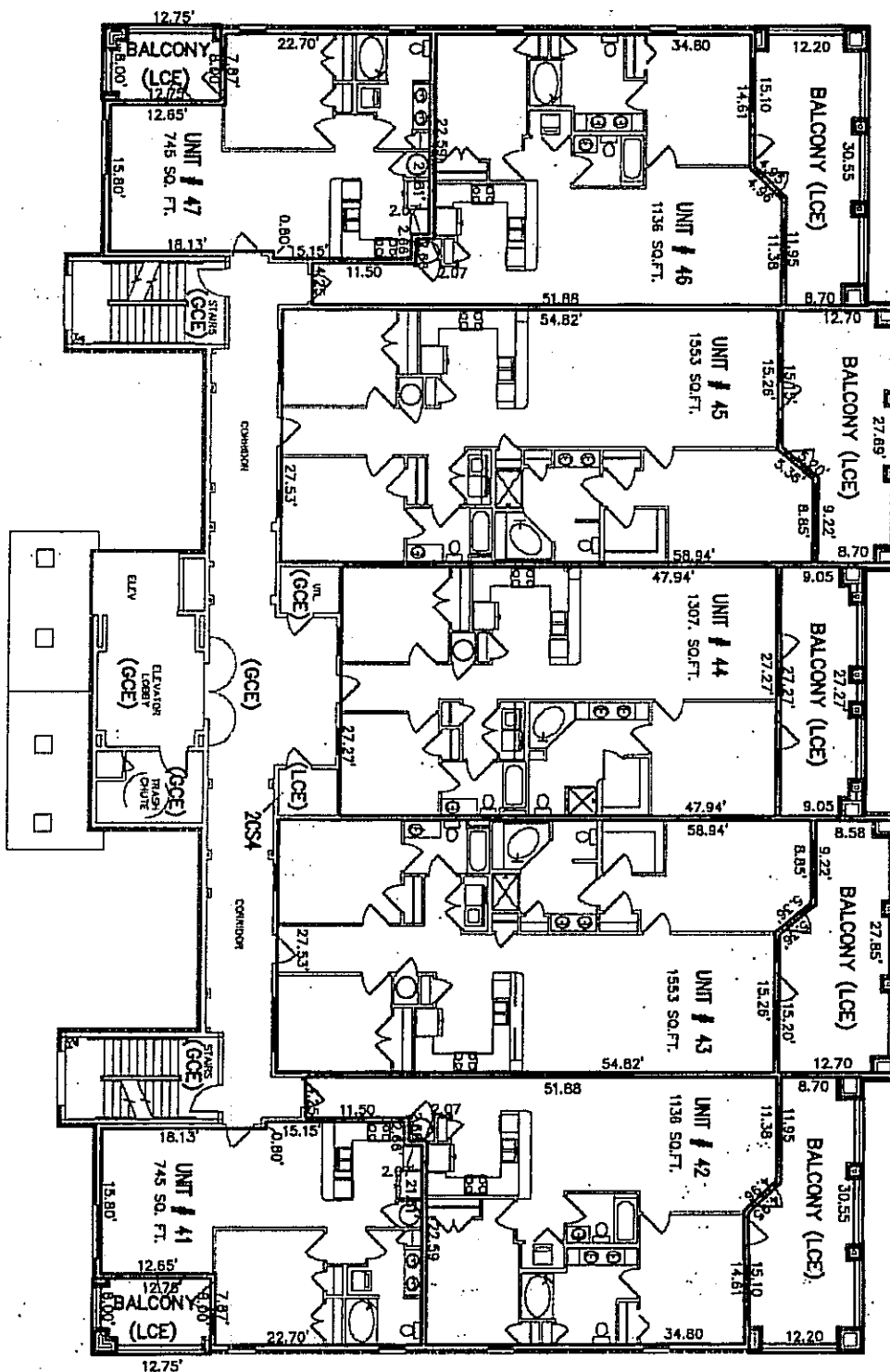
APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 2
FOURTH FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
- 2 (BUILDING 2) C (CORRIDOR) S (STORAGE) 4 (LIVING AREA LEVEL)

5. STORAGE SPACE DIMENSION
2CS4 = 5.13' X 6.57'

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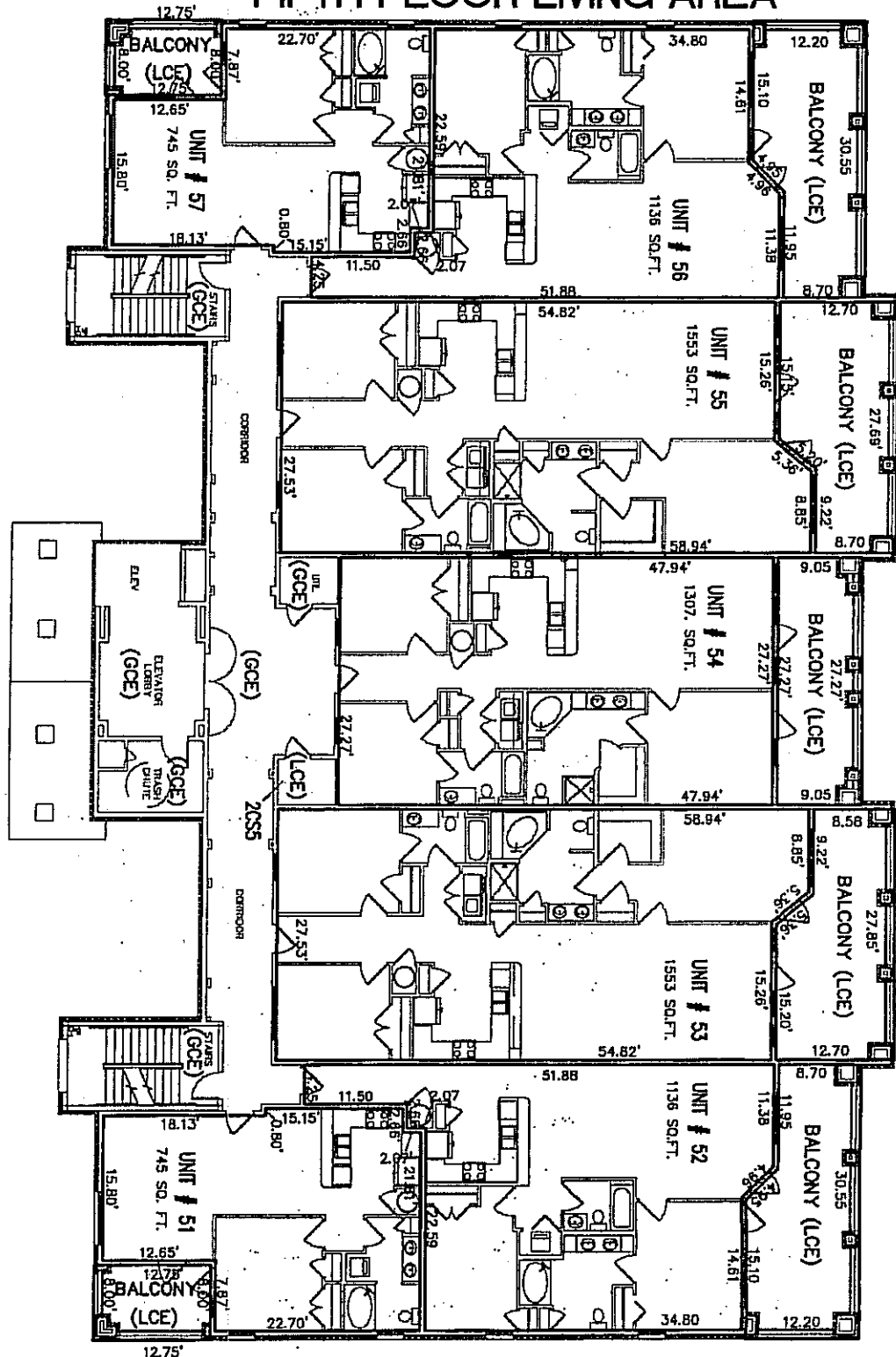


APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 2

FIFTH FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
2 (BUILDING 2) C (CORRIDOR) S (STORAGE) S (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
2CSS = 5.13' X 6.57'



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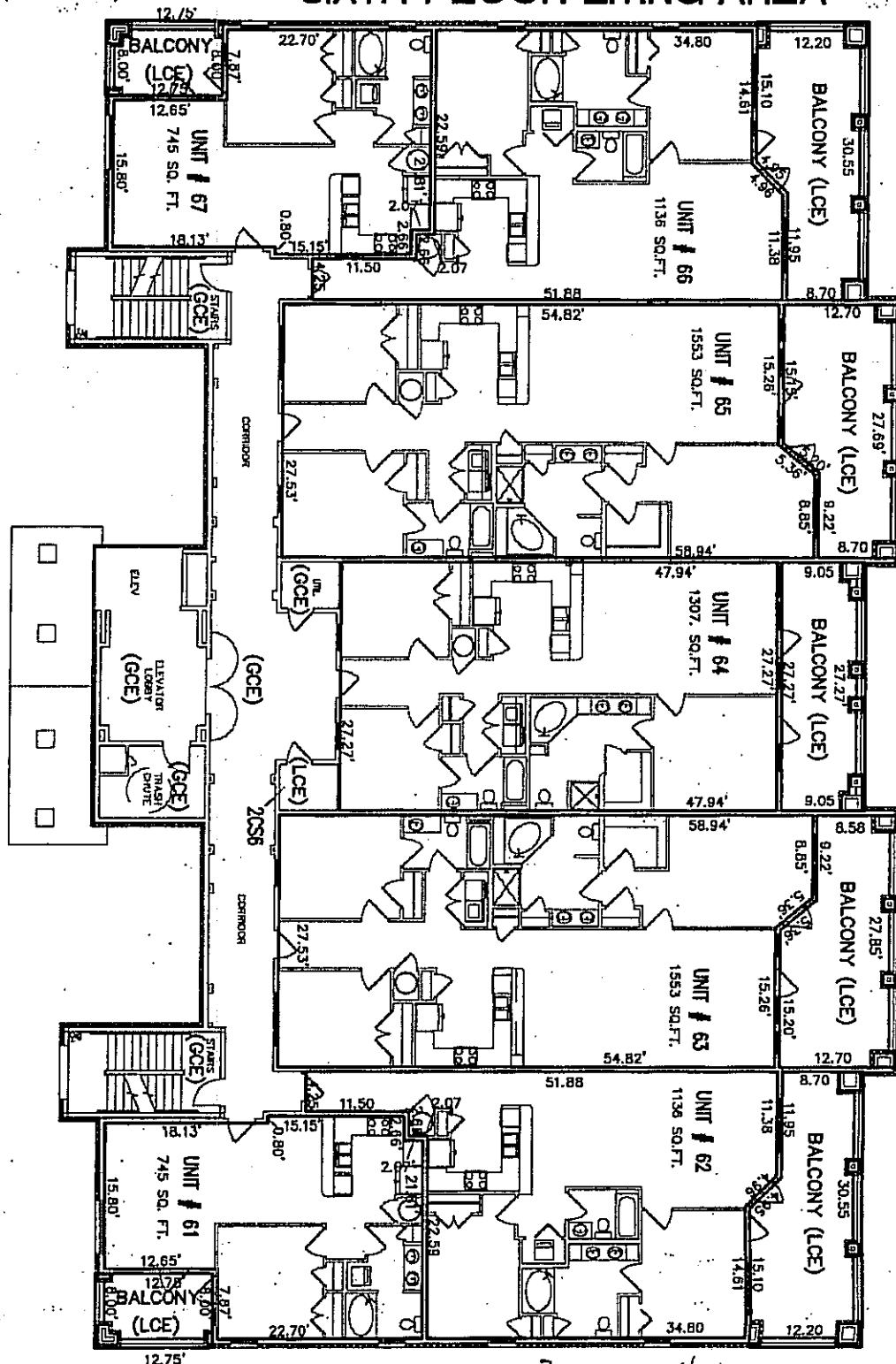


APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 2

SIXTH FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
2 (BUILDING 2) C (CORRIDOR) S (STORAGE) 6 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
ZCS6 = 5.13' X 6.57'



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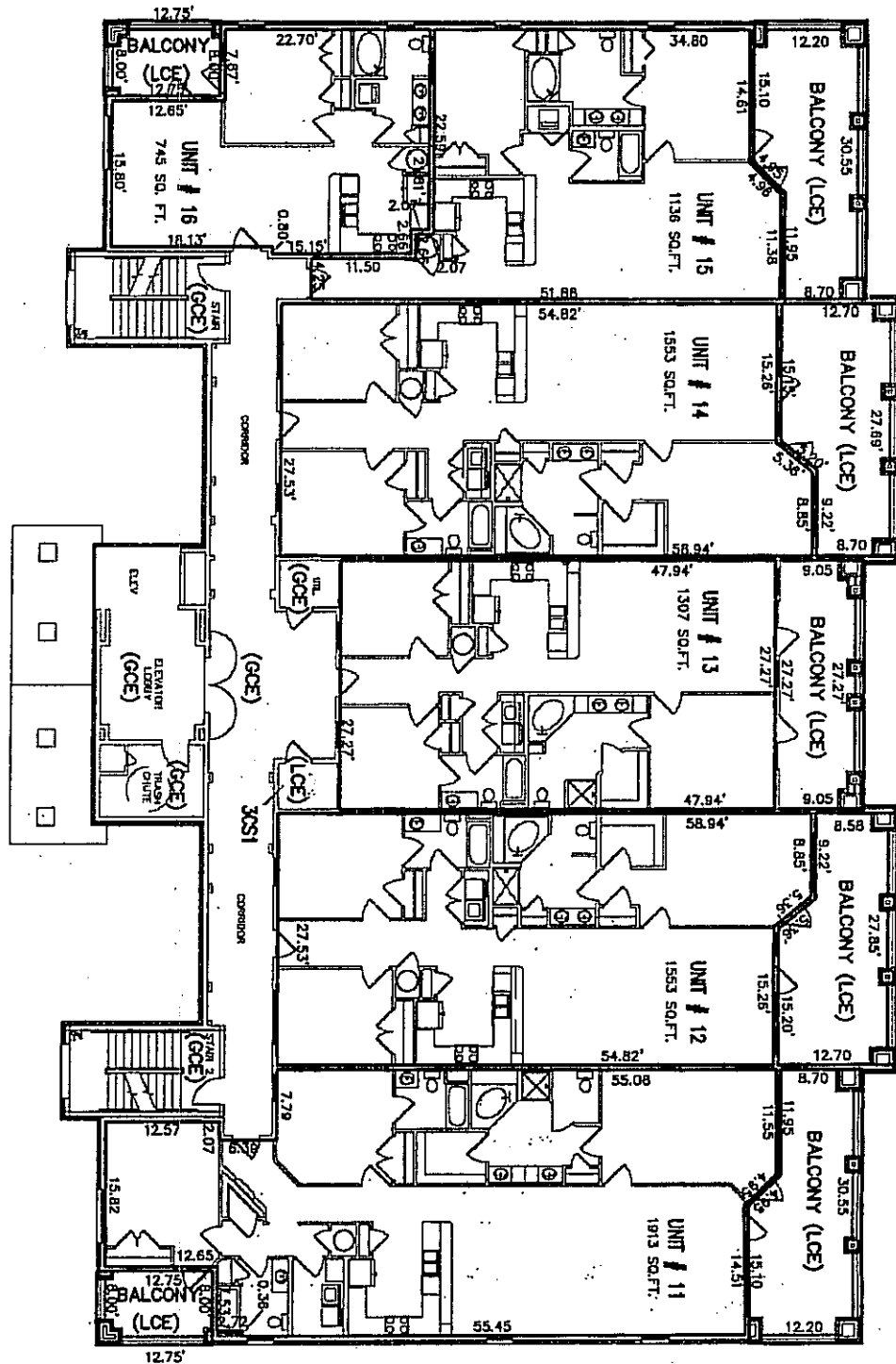
NOTES:

1. STORAGE SPACE LABEL DEFINITION:
3 (BUILDING 2) C (CORRIDOR) S (STORAGE) 1 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
3CS1 = 5.13' X 6.57'

APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 3
FIRST FLOOR LIVING AREA

1000 THE CAPE

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NOTES:

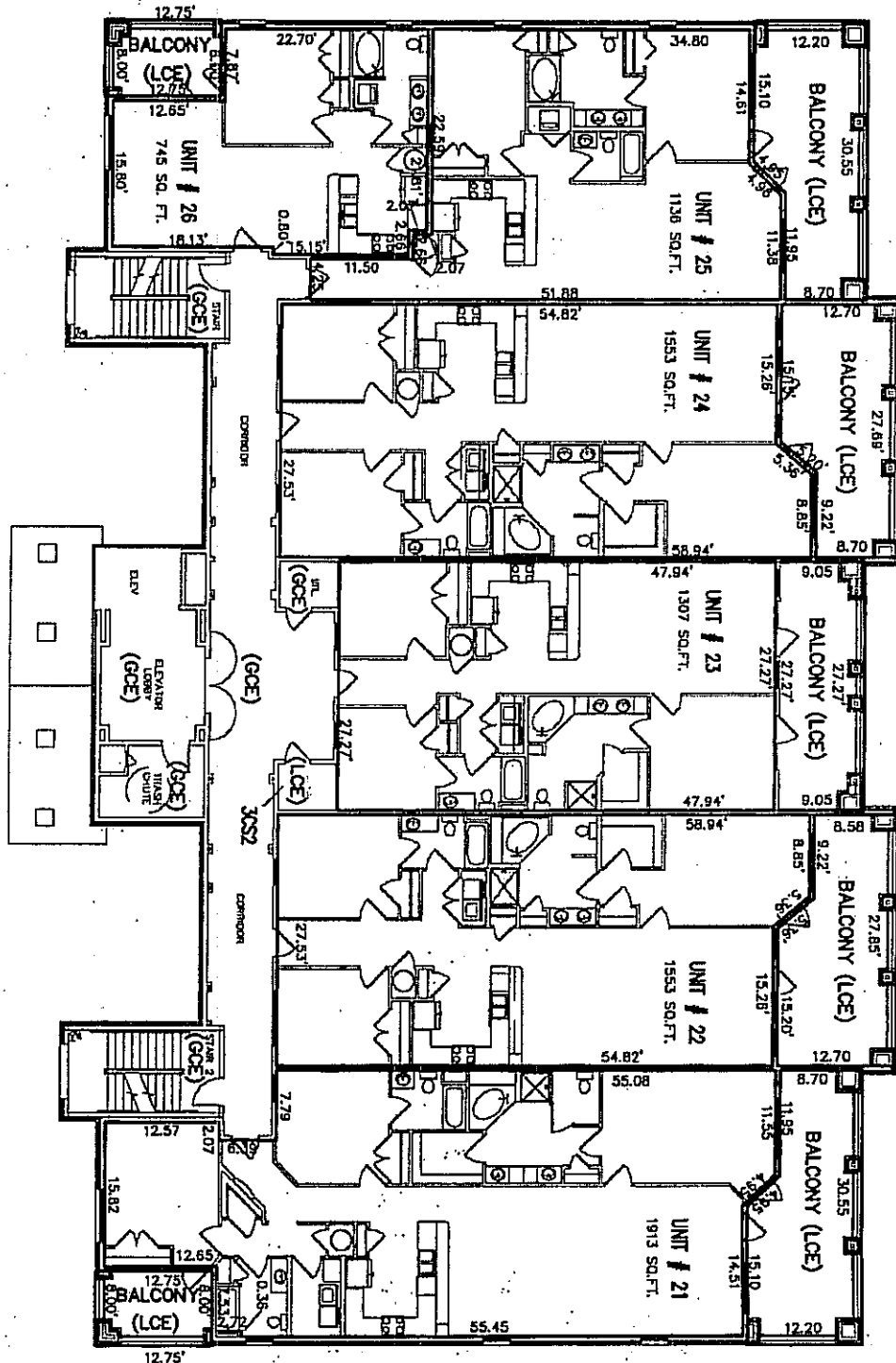
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3 (BUILDING 2) C (CORRIDOR) S (STORAGE) 2 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
3CS2 = 5.13' X 6.57'

APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 3

SECOND FLOOR LIVING AREA

1000 THE CAPE

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NOTES:

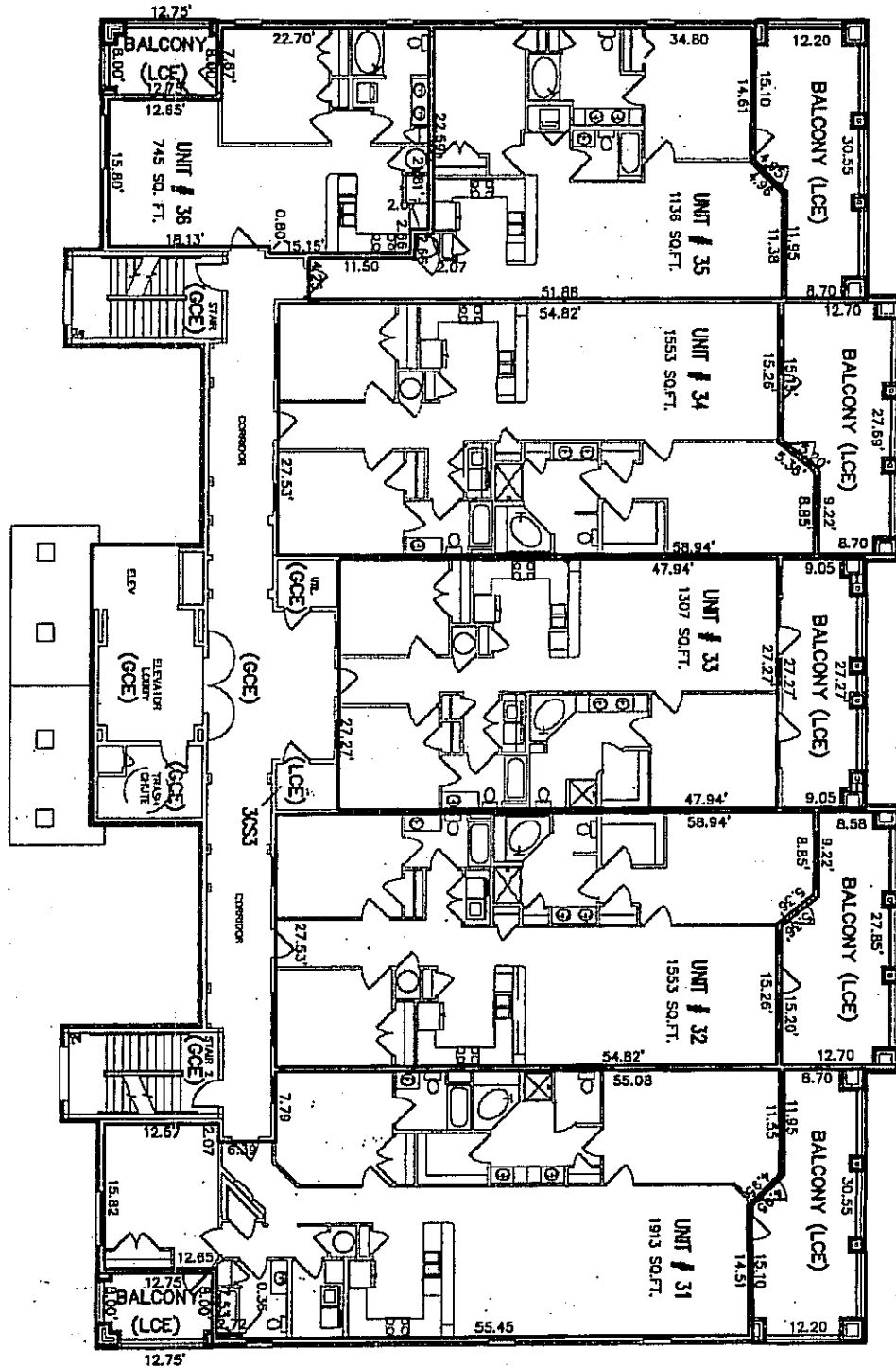
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3 (BUILDING 2) C (CORRIDOR) S (STORAGE) J (LIVING AREA LEVEL)

5. STORAGE SPACE DIMENSION
JCS3 = 5.13' X 6.57'

APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 3
THIRD FLOOR LIVING AREA

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APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM

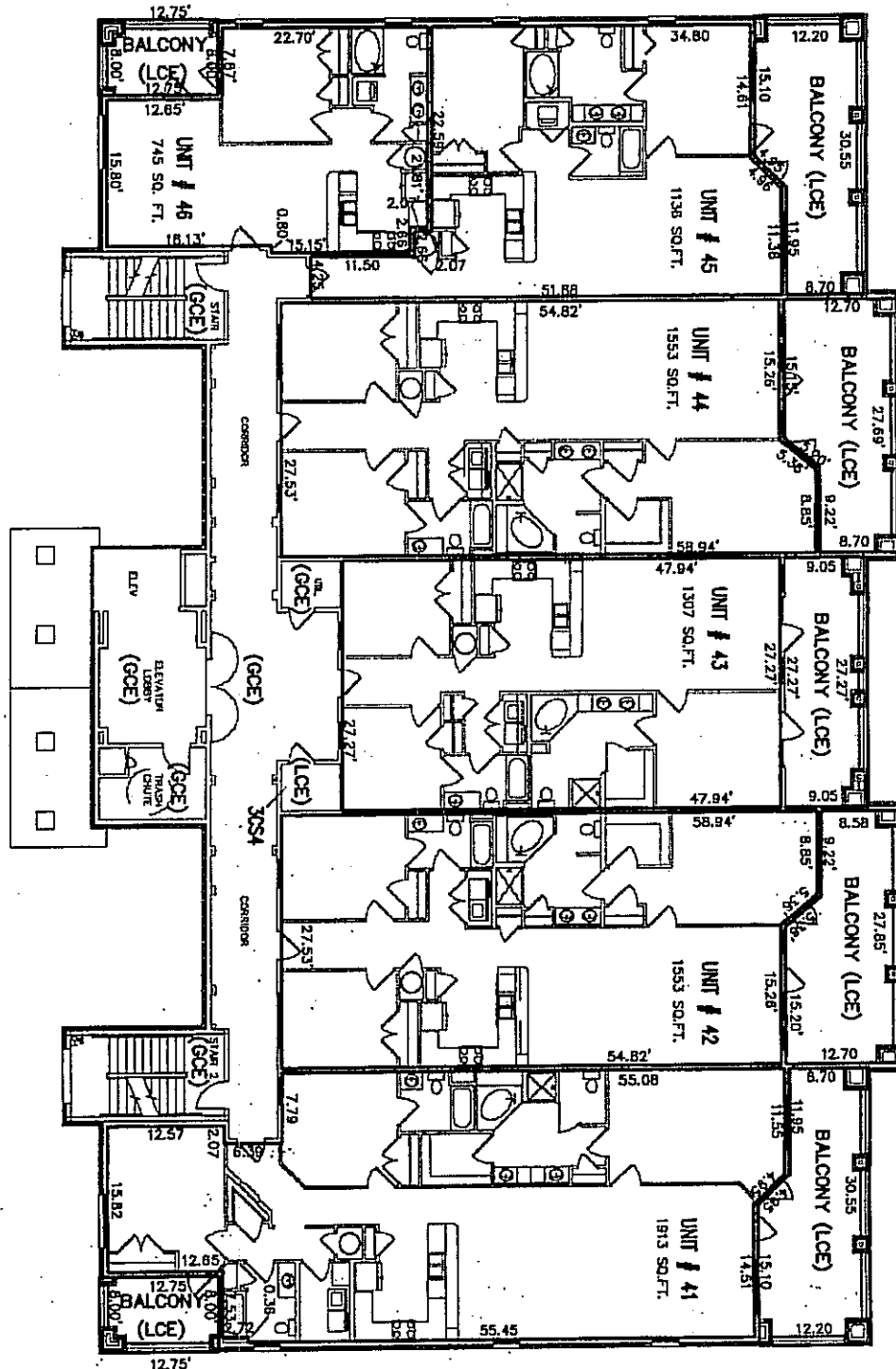
BUILDING 3
FOURTH FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
J (BUILDING 2) C (CORRIDOR) S (STORAGE) 4 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
3CS4 = 5.13' X 6.57'

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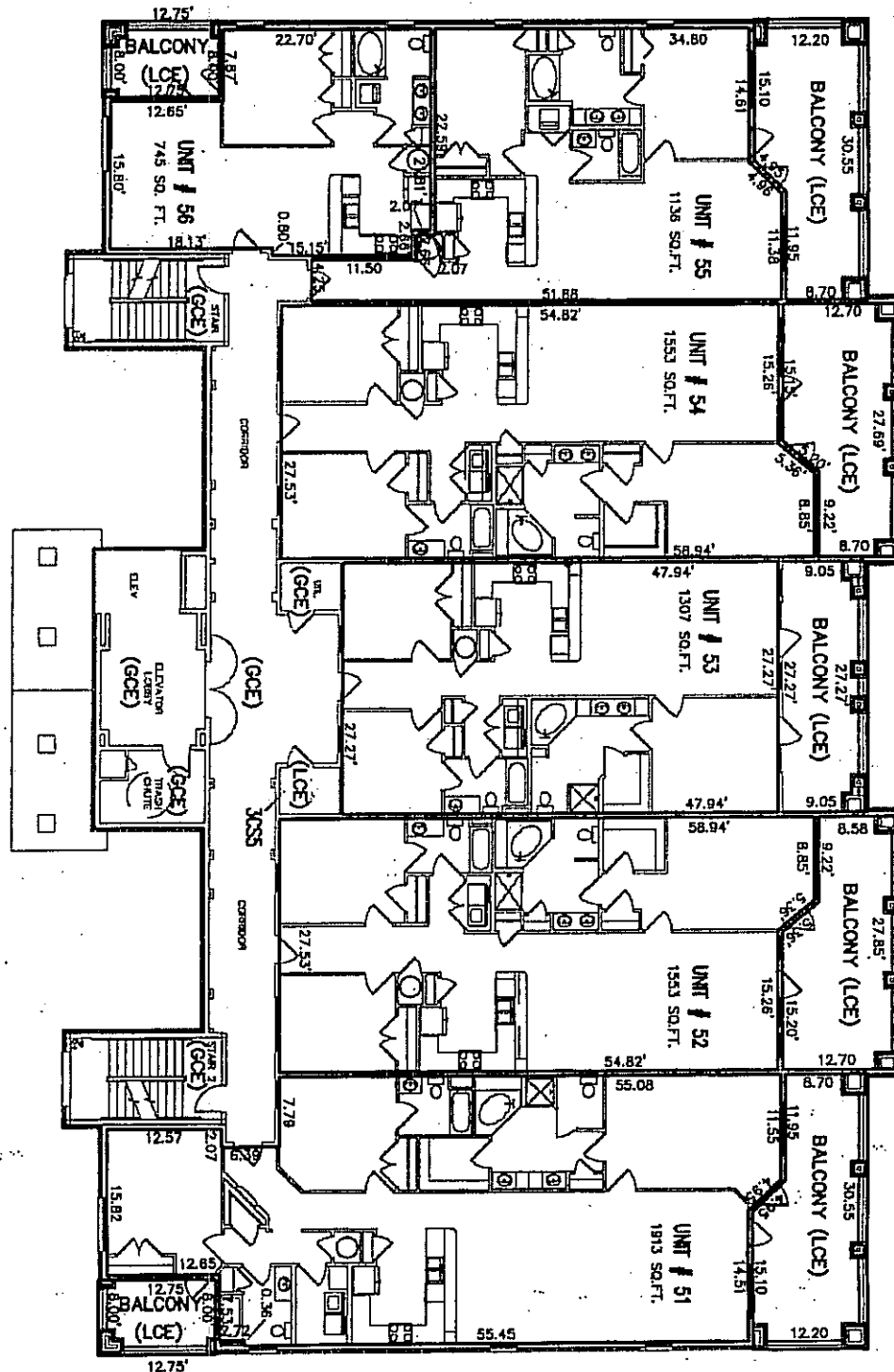
NOTES:

1. STORAGE SPACE LABEL DEFINITION:
3 (BUILDING 2) C (CORRIDOR) S (STORAGE) 5 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
3CS5 = 5.13' X 6.57'

APPENDIX "D"
THE WATERS AT
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RESORT CONDOMINIUM
BUILDING 3
FIFTH FLOOR LIVING AREA

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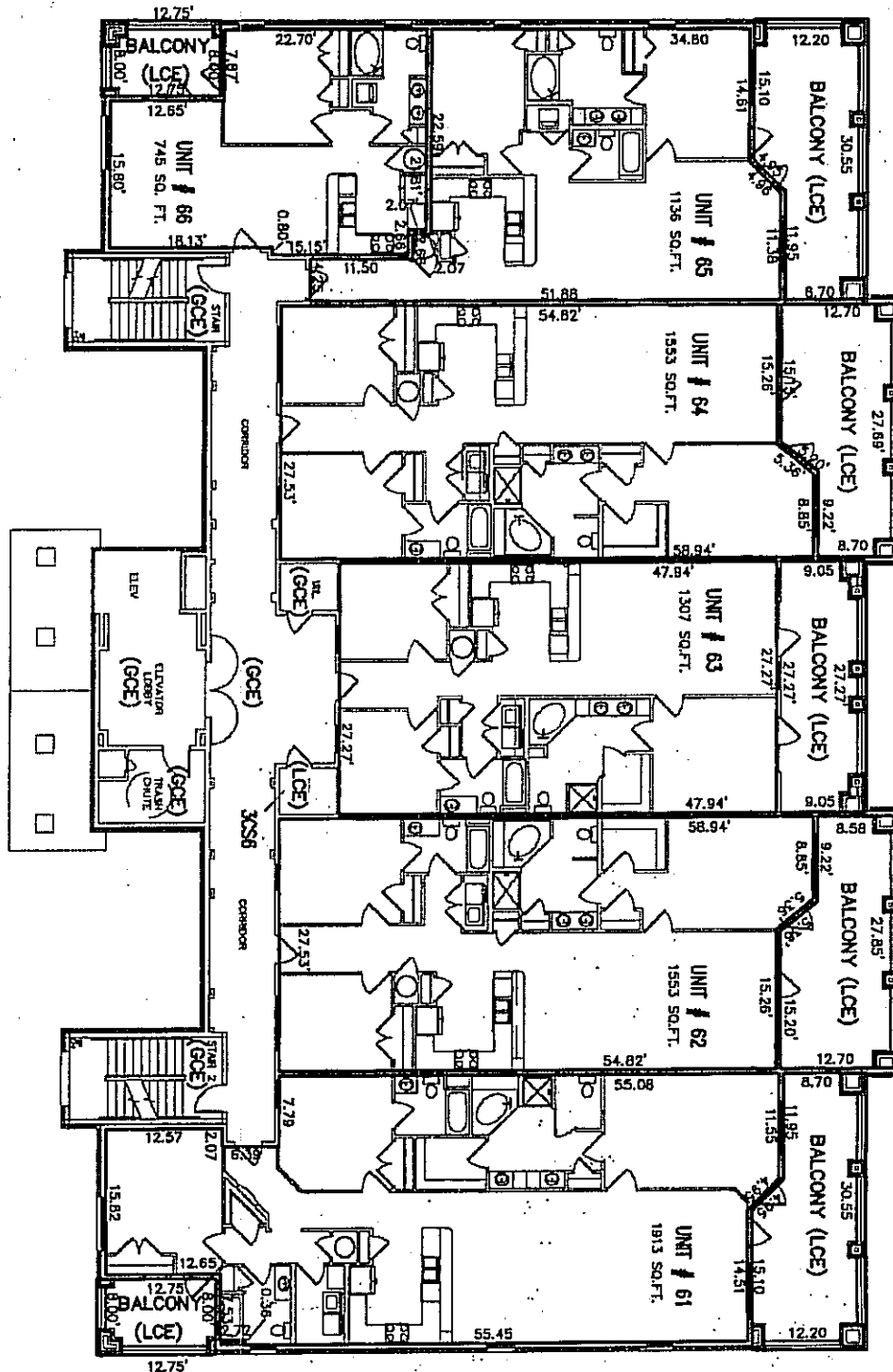
APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 3
SIXTH FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
3 (BUILDING 2) C (CORRIDOR) S (STORAGE) 6 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
3CS6 = 5.13' X 6.57'

1000 THE CAPE

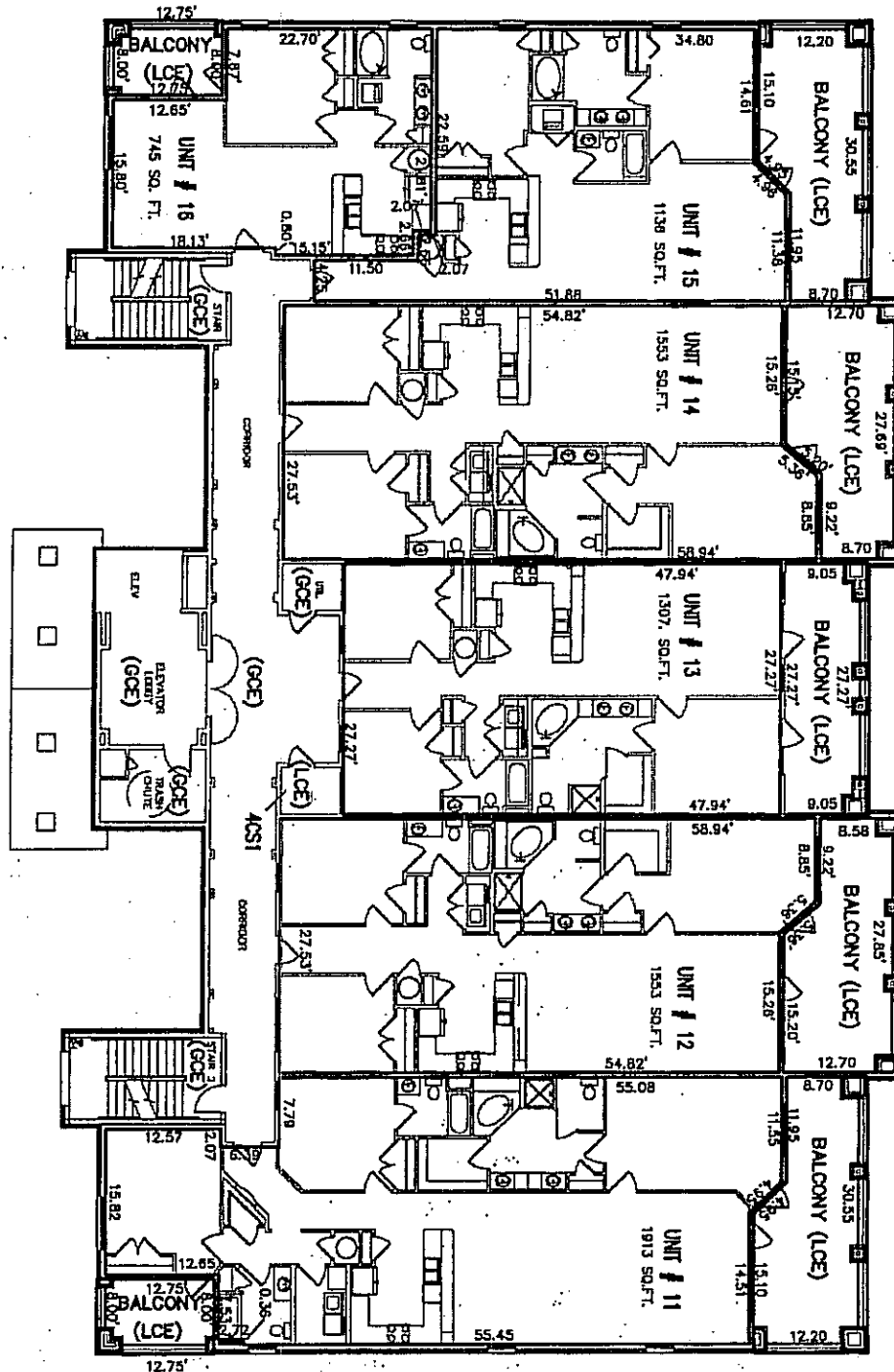
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APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 4
FIRST FLOOR LIVING AREA

1. STORAGE SPACE LABEL DEFINITION:
4 (BUILDING 2) C (CORRIDOR) S (STORAGE) 1 (LIVING AREA LEVEL)

5. STORAGE SPACE DIMENSION
4CS1 = 5.13' X 6.57'



1001 THE CAPE



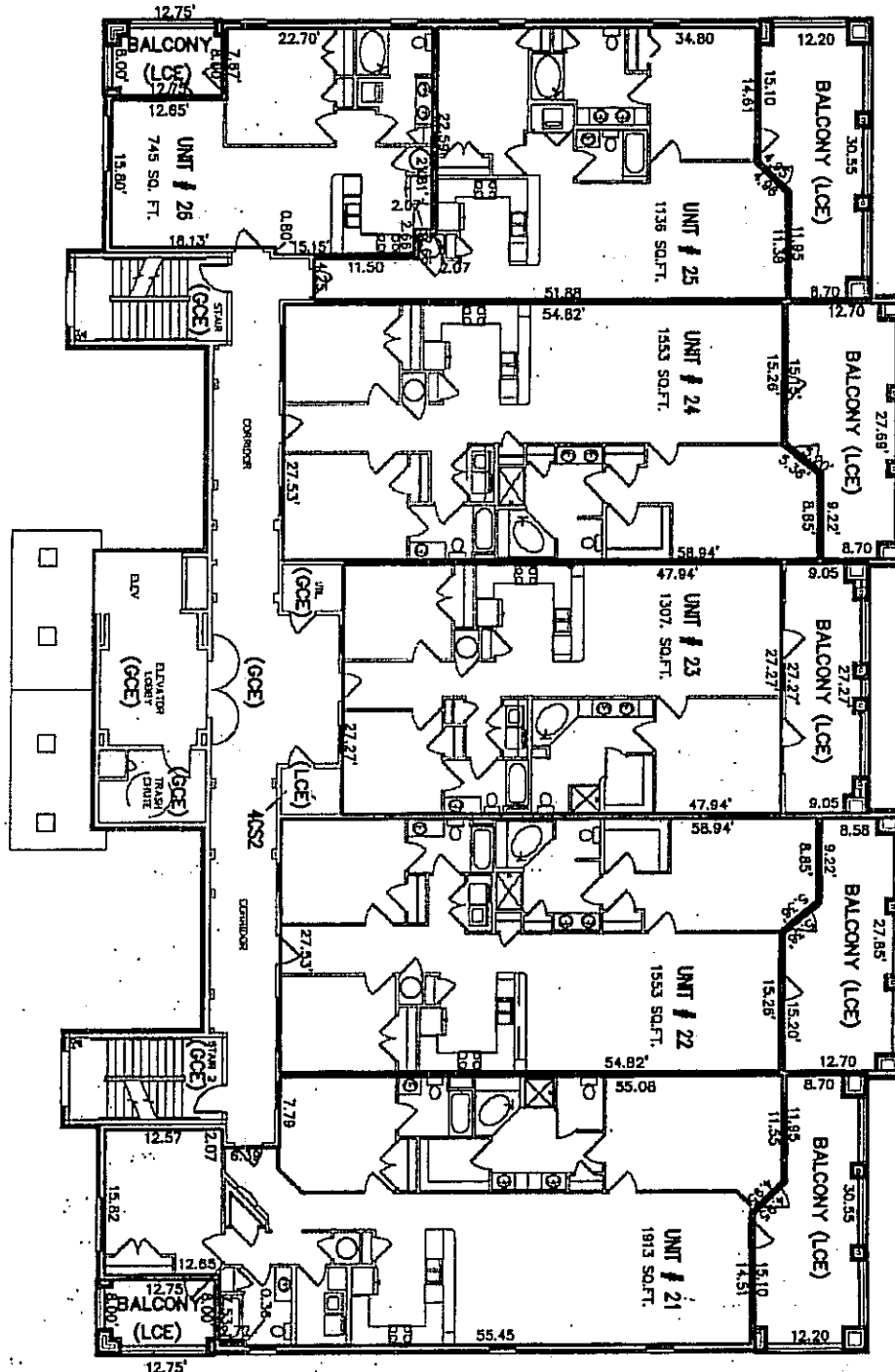
APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 4
SECOND FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
4 (BUILDING 2) C (CORRIDOR) S (STORAGE) 2 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
ACS2 = 5.13' X 8.57'

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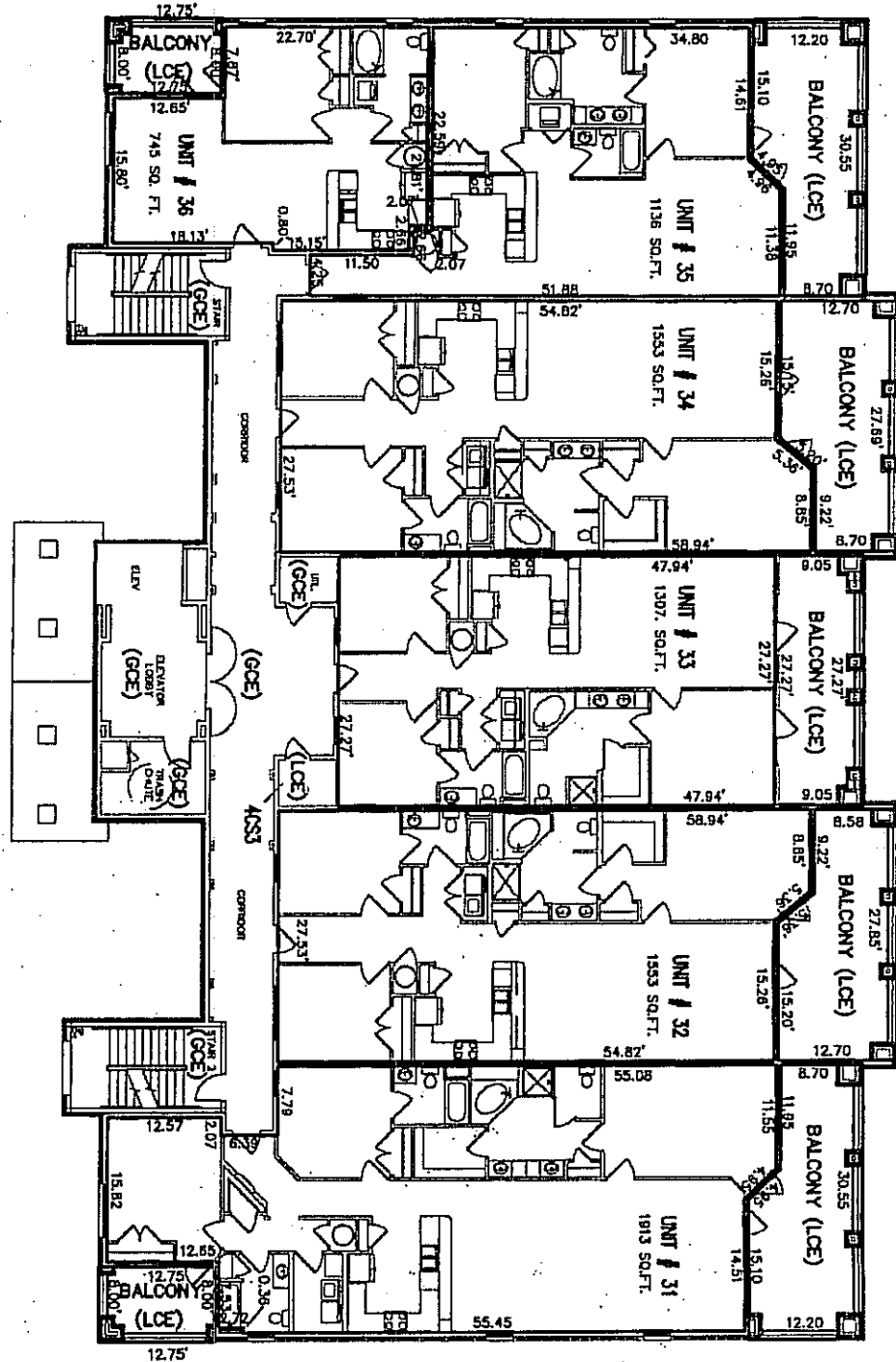
APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 4
THIRD FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
4 (BUILDING 2) C (CORRIDOR) S (STORAGE) J (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
4CS3 = 5.13' X 6.57'

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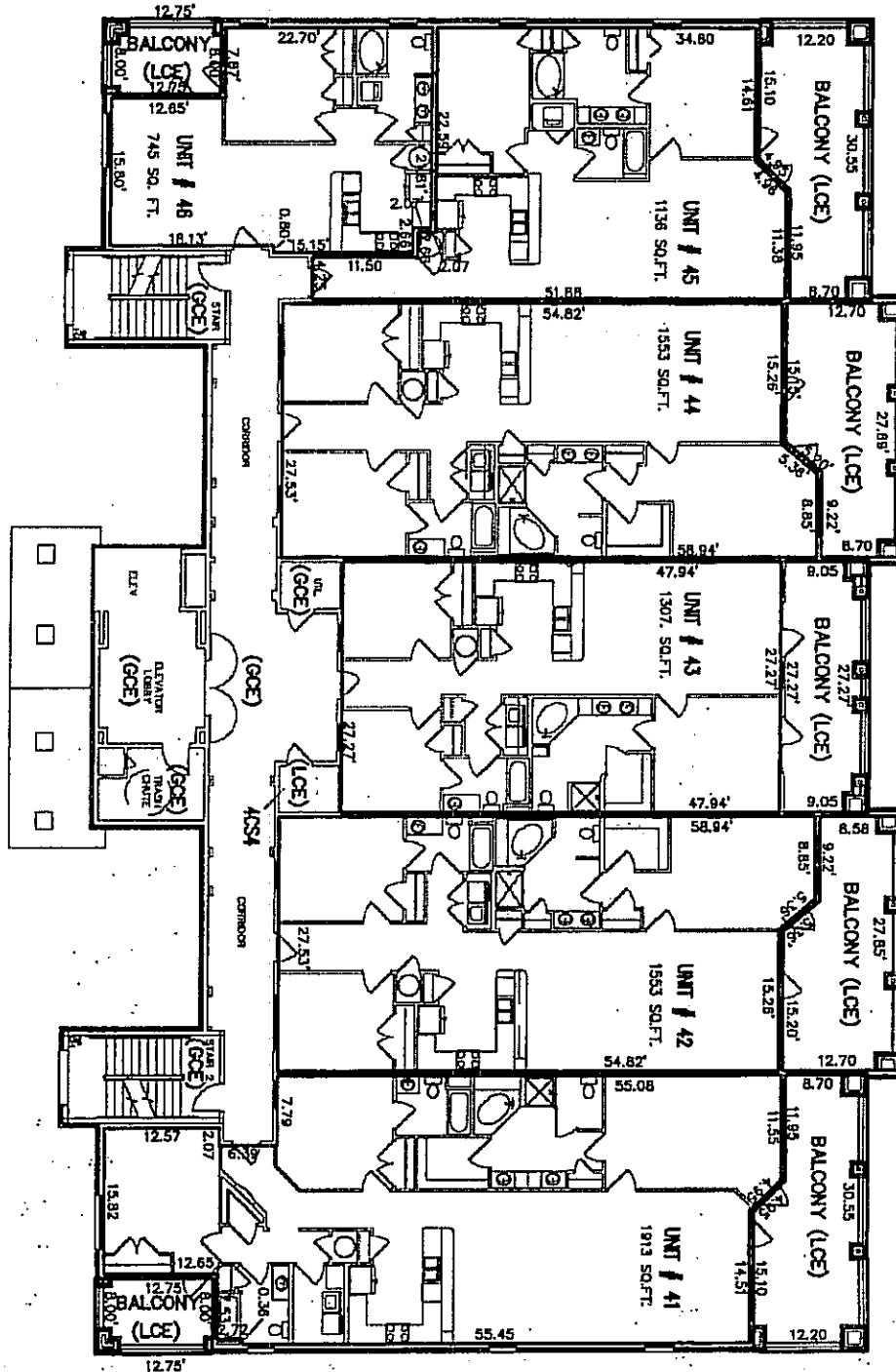


NOTES:

1. STORAGE SPACE LABEL DEFINITION:
4 (BUILDING 2) C (CORRIDOR) S (STORAGE) 4 (LIVING AREA LEVEL)

5. STORAGE SPACE DIMENSION
4CS4 = 5.13' X 6.57'

APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 4
FOURTH FLOOR LIVING AREA



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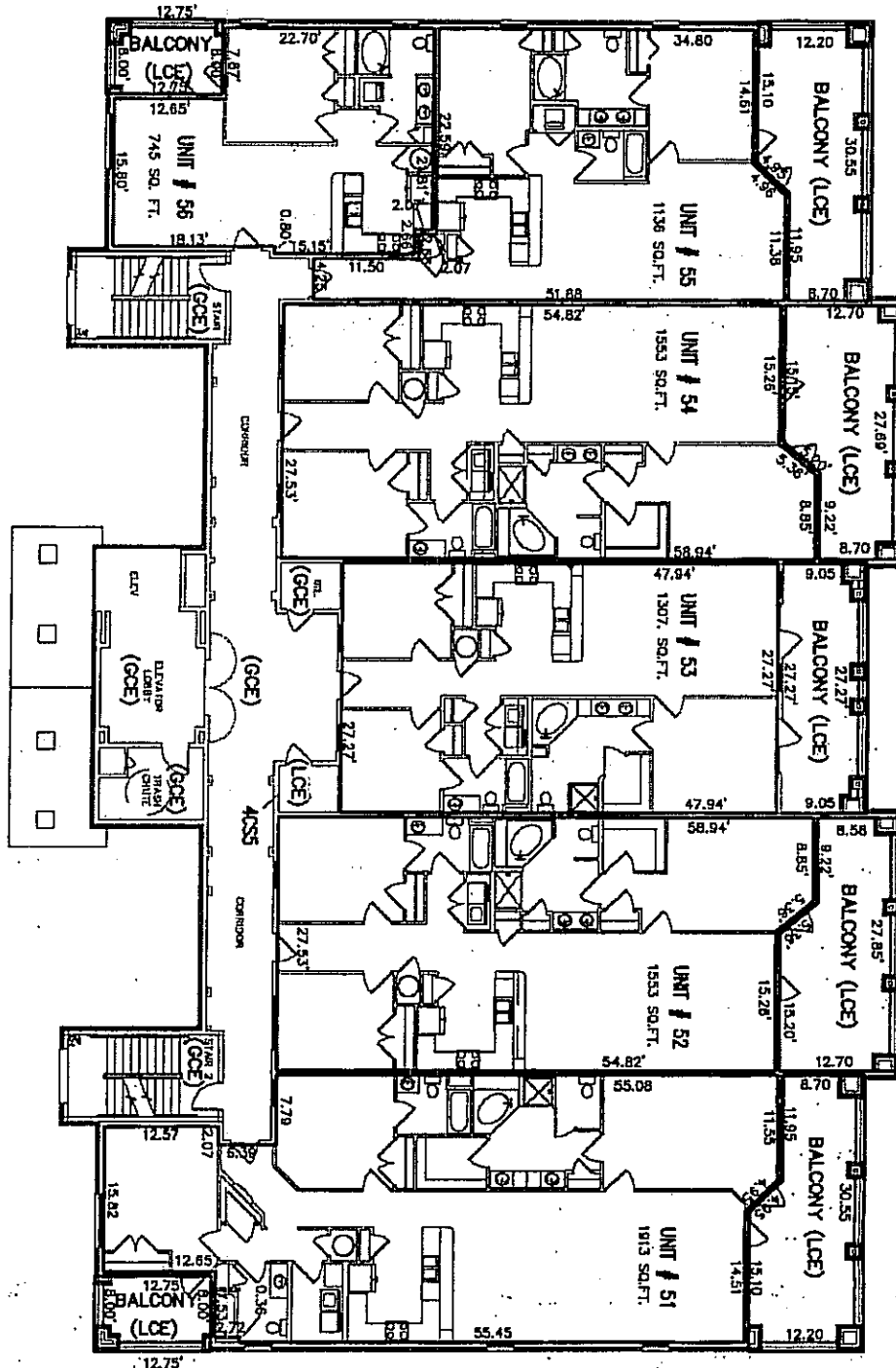
APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 4
FIFTH FLOOR LIVING AREA

NOTES:

1. STORAGE SPACE LABEL DEFINITION:
4 (BUILDING 2) C (CORRIDOR) 5 (STORAGE) 5 (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
4C55 = 5.13' X 6.57'

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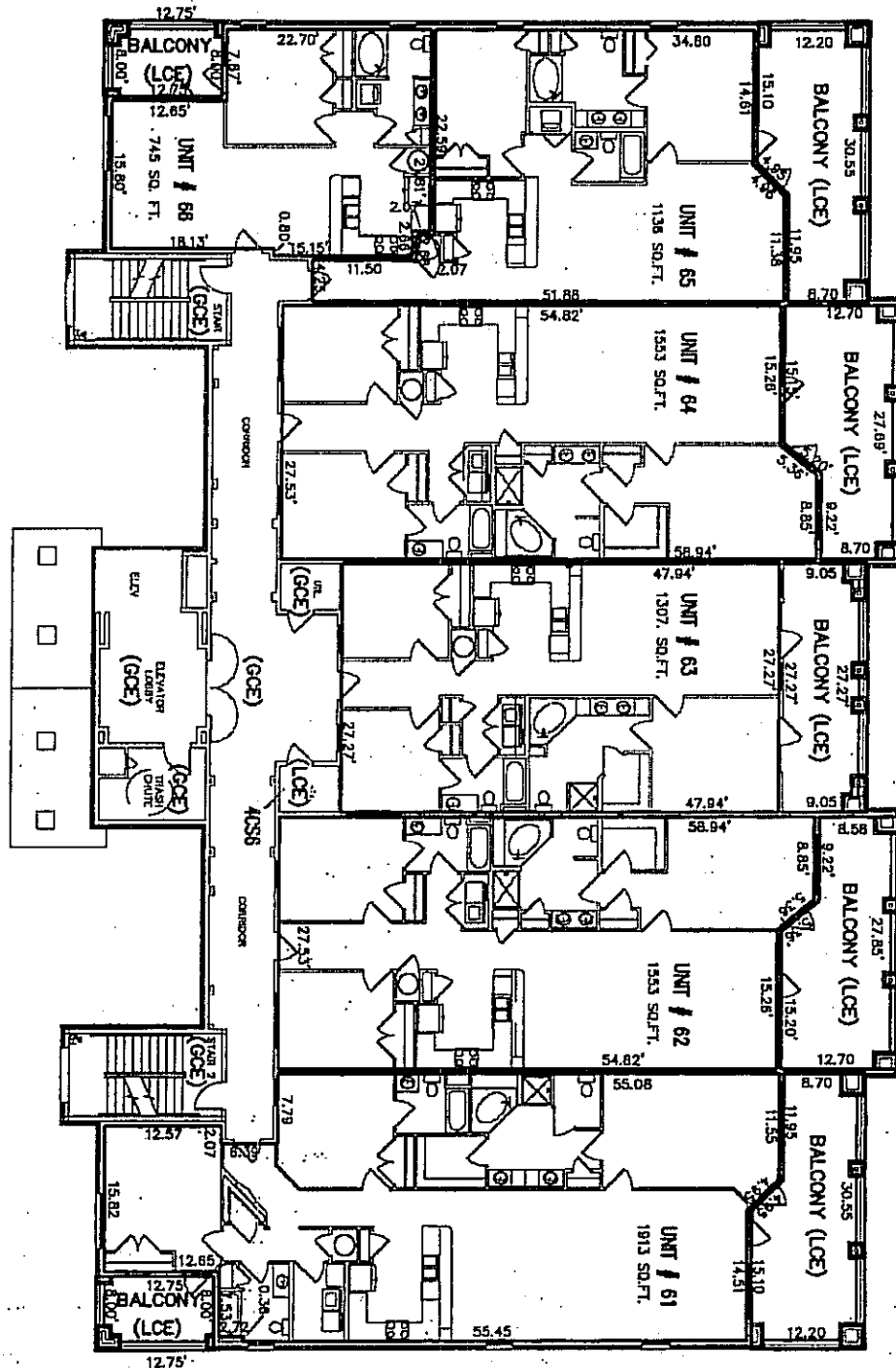
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4 (BUILDING 2) C (CORRIDOR) S (STORAGE) G (LIVING AREA LEVEL)
5. STORAGE SPACE DIMENSION
ACS6 = 5.13' X 6.57'

APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 4
SIXTH FLOOR LIVING AREA

1001 THE CAPE

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ATTACHMENT 2

APPENDIX F
ASSIGNMENT OF PARKING SPACES AND STORAGE UNITS- BUILDING 2

THE WATERS AT HORSESHOE BAY
 RESORT CONDOMINIUM

PHASE ONE

Unit	Parking Space	Storage Unit
17	2C11P1	N/A
16	2PP1	N/A
15	2PP2	2C2S8
14	2PP8	2CS1 & 2C2S9
13	2PP9	2C2S10
12	2C2P1	N/A
11	2C2P2	N/A
27	2C11P2	N/A
26	2PP15	N/A
25	2PP16	2C2S12
24	2PP22	2CS2 & 2C2S13
23	2PP23	2C2S14
22	2PP29	N/A
21	2C11P3	N/A

Unit	Parking Space	Storage Unit
37	2C2P3	N/A
36	2PP3	2C2S3
35	2PP4	2C2S1
34	2PP5	2CS3 & 2C2S2
33	2PP6	2PS10
32	2PP7	2C2S11
31	2C11P4	N/A
47	2C2P5	N/A
46	2PP10	2PS8
45	2PP11	2PS7
44	2PP12	2CS4 & 2PS12
43	2PP13	2PS6
42	2PP14	2C2S4
41	2C2P4	N/A

Unit	Parking Space	Storage Unit
57	2C11P5	N/A
56	2PP28	2C2S5
55	2PP27	2PS5
54	2PP26	2CS5 & 2PS9
53	2PP18	2C2S7
52	2PP24	2C2S6
51	2C11P6	N/A
67	2C2P6	N/A
66	2PP21	2PS11
65	2PP20	2PS1
64	2PP25	2CS6 & 2PS2
63	2PP19	2PS3
62	2PP17	2PS4
61	2C2P7	N/A

APPENDIX F
ASSIGNMENT OF PARKING SPACES AND STORAGE UNITS- BUILDING 3

THE WATERS AT HORSESHOE BAY
 RESORT CONDOMINIUM

PHASE ONE

Unit	Parking Space	Storage Unit
16	3C2P1	N/A
15	3C2P7	N/A
14	3PP15	3C2S14
13	3PP1	3CS1 & 3C2S13
12	3PP14	3C2S12
11	3PP25	3PS10
26	3C2P2	N/A
25	3PP2	N/A
24	3PP13	3C2S11
23	3PP3	3CS2 & 3C2S10
22	3PP12	3C2S9
21	3PP20	3PS11

Unit	Parking Space	Storage Unit
36	3C2P3	N/A
35	3PP4	N/A
34	3PP11	3C2S8
33	3PP5	3CS3 & 3PS7
32	3PP10	3PS6
31	3PP24	3PS12
46	3C2P4	N/A
45	3PP6	N/A
44	3PP9	3C2S5
43	3PP7	3CS4 & 3C2S4
42	3PP8	3C2S3
41	3PP21	3C2S7

Unit	Parking Space	Storage Unit
56	3C2P5	N/A
55	3PP29	3C2S2
54	3PP16	3C2S6
53	3PP28	3CS5 & 3C2S1
52	3PP17	3PS5
51	3PP23	3PS8
66	3C2P6	N/A
65	3PP27	3PS4
64	3PP18	3PS3
63	3PP26	3CS6 & 3PS2
62	3PP19	3PS1
61	3PP22	3PS9

APPENDIX F
ASSIGNMENT OF PARKING SPACES AND STORAGE UNITS- BUILDING 4

THE WATERS AT HORSESHOE BAY
 RESORT CONDOMINIUM

PHASE ONE

Unit	Parking Space	Storage Unit
16	4C2P1	N/A
15	4C2P7	N/A
14	4PP15	4C2S14
13	4PP1	4CS1 & 4C2S13
12	4PP14	4C2S12
11	4PP25	4PS10
26	4C2P2	N/A
25	4PP2	N/A
24	4PP13	4C2S11
23	4PP3	4CS2 & 4C2S10
22	4PP12	4C2S9
21	4PP20	4PS11

Unit	Parking Space	Storage Unit
36	4C2P3	N/A
35	4PP4	N/A
34	4PP11	4C2S8
33	4PP5	4CS3 & 4C2S7
32	4PP10	4C2S6
31	4PP24	4PS12
46	4C2P4	N/A
45	4PP6	N/A
44	4PP9	4C2S5
43	4PP7	4CS4 & 4C2S4
42	4PP8	4PS3
41	4PP21	4PS7

Unit	Parking Space	Storage Unit
56	4C2P5	N/A
55	4PP29	4C2S2
54	4PP16	4PS6
53	4PP28	4CS5 & 4C2S1
52	4PP17	4PS5
51	4PP23	4PS8
66	4C2P6	N/A
65	4PP27	4PS4
64	4PP18	4C2S3
63	4PP26	4CS6 & 4PS2
62	4PP19	4PS1
61	4PP22	4PS9

ATTACHMENT 3

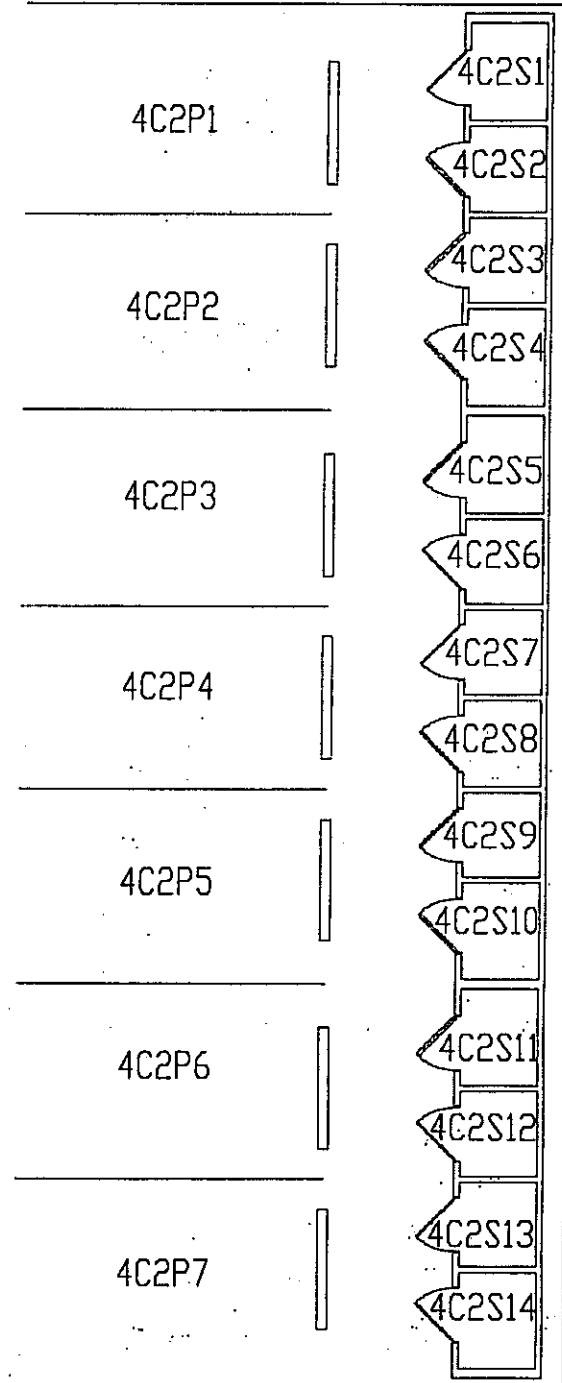


APPENDIX "D"
THE WATERS AT
HORSESHOE BAY
RESORT CONDOMINIUM
BUILDING 4
CARPORT C2 PARKING/STORAGE

NOTES:

1. ALL PARKING AND STORAGE SPACES SHOWN HEREON ARE LIMITED COMMON ELEMENTS
2. TYPICAL PARKING SPACE LABEL DEFINITION:
4 (BUILDING 4) C2 (CARPORT TYPE) P (PARKING) 1 (SPACE NUMBER)
3. TYPICAL STORAGE SPACE LABEL DEFINITION:
4 (BUILDING 4) C2 (CARPORT TYPE) S (STORAGE) 1 (SPACE NUMBER)
4. TYPICAL PARKING SPACE DIMENSION = 9.0' X 18.0'
5. TYPICAL STORAGE SPACE DIMENSION
4C2S1 AND 4C2S14 = 3.75' X 4.75'
4C2S2 THRU 4C2S13 = 3.75' X 4.25'

1001 THE CAPE



ATTACHMENT 4

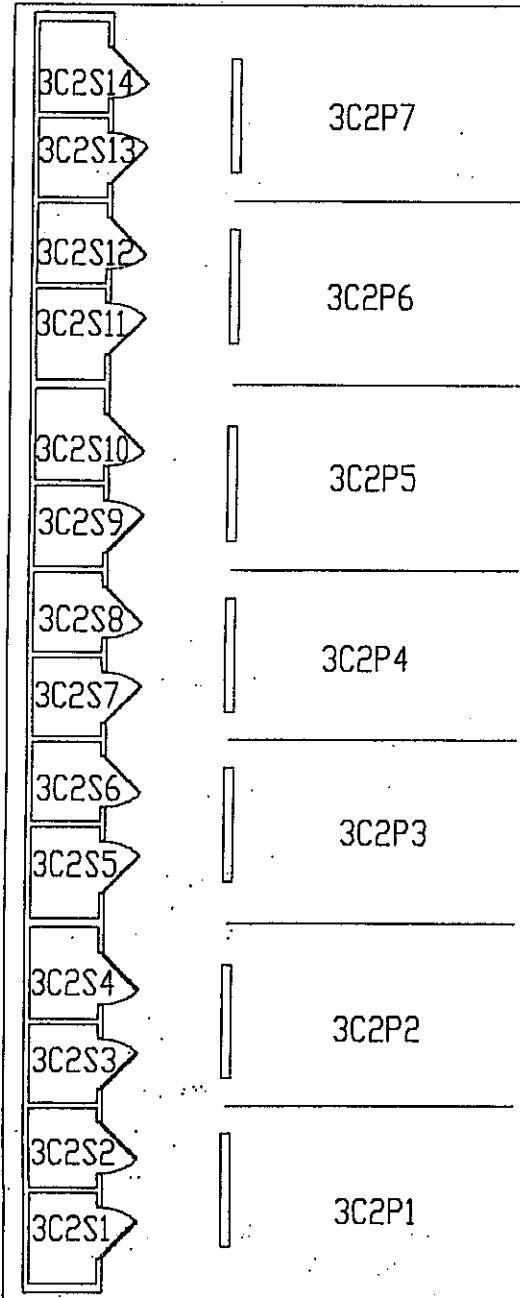


LAND SURVEYORS AND PLANNERS
310 MAIN • MARBLE FALLS, TEXAS • 78654
(830) 893-3558 FAX (830) 893-5362

APPENDIX "D" THE WATERS AT HORSESHOE BAY RESORT CONDOMINIUM BUILDING 3 CARPORT C2 PARKING/STORAGE

NOTES:

1. ALL PARKING AND STORAGE SPACES SHOWN HEREON ARE LIMITED COMMON ELEMENTS
2. TYPICAL PARKING SPACE LABEL DEFINITION:
3 (BUILDING 3) C2 (CARPORT TYPE) P (PARKING) 1 (SPACE NUMBER)
3. TYPICAL STORAGE SPACE LABEL DEFINITION:
3 (BUILDING 3) C2 (CARPORT TYPE) S (STORAGE) 1 (SPACE NUMBER)
4. TYPICAL PARKING SPACE DIMENSION = 9.0' X 18.0'
5. TYPICAL STORAGE SPACE DIMENSION
3C2S1 AND 3C2S14 = 3.75' X 4.75'
3C2S2 THRU 3C2S13 = 3.75' X 4.25'



1000 THE CAPE

Retto:
Commerce Title Co
2828 N Harwood
11th Floor
Dallas Tx 75201

FILED FOR RECORD
AT 1:30pm

FEB 1 2007

BETTE SUE HOY CO CLK
LLANO CO, TEXAS
BY Deputy 136 80

THE STATE OF TEXAS***COUNTY OF LLANO
I, HEREBY CERTIFY THAT THE INSTRUMENT WAS
FILED ON THE DATE AND TIME STAMPED HEREON BY
ME AND WAS DULY RECORDED IN VOL. 3
PAGE 446-476, OF THE CONDOMINIUM RECORDS
OF REAL PROPERTY OF LLANO COUNTY, TEXAS ON
1st DAY OF February, 2007.

Bette Sue Hoy
BETTE SUE HOY, COUNTY CLERK
LLANO COUNTY, TEXAS

