

07-9143



AFTER RECORDING RETURN TO:

Robert D. Burton, Esq.
Armbrust & Brown, L.L.P.
100 Congress Ave., Suite 1300
Austin, Texas 78701

**SECOND AMENDMENT TO DECLARATION OF
THE WATERS AT HORSHOE 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 Official Public Records of Llano County, Texas, as amended by that certain First Amendment to Declaration of The Waters at Horseshoe Bay Resort Condominium recorded in Vol. 3, Pages 446-476 of the Official Public Records of Llano County, Texas and that certain First Supplement to Declaration of The Waters at Horseshoe Bay Resort Condominium recorded in Vol. 3, Pages 524-540 of the Official Public Records of Llano County, Texas.

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SECOND AMENDMENT TO DECLARATION OF
THE WATERS AT HORSHOE BAY RESORT CONDOMINIUM

This Second 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 Official Public Records of Llano County, Texas, as amended by that certain First Amendment to Declaration of The Waters at Horseshoe Bay Resort Condominium recorded in Vol. 3, Pages 446-476 of the Official Public Records of Llano County, Texas and that certain First Supplement to Declaration of The Waters at Horseshoe Bay Resort Condominium recorded in Vol. 3, Pages 524-540 of the Official Public Records of Llano County, Texas (the "Declaration").

B. During the "Development Period" (as defined in the Declaration), and pursuant to Section 82.060 and 82.067(b)(1) of TUCA and *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 withdraw from the Regime any portion of the real property marked on the Plat and Plans as "Development Rights Reserved", in the exercise of statutory development rights.

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 Official Public Records of Llano County, Texas. The Declaration was recorded in the Official Public Records of Llano County, Texas on December 13, 2006.

D. Declarant desires to amend the Declaration for the purpose of withdrawing from the Regime Tract AAA-4B, Horseshoe Bay, Plat No. 64.3 recorded in Volume 15, Pages 56 through 58 of the Plat Records of Llano County, Texas ("Tract AAA-4B"). No condominium units have been created or conveyed within Tract AAA-4B.

NOW THEREFORE, the Declaration is hereby amended as follows:

1. Withdrawal of Tract AAA-4B. Pursuant to the powers retained by Declarant under the Declaration and TUCA, Declarant hereby withdraws Tract AAA-4B from the Regime. From and after the date hereof, Tract AAA-4B shall no longer be subject to the terms and provisions of the Declaration and shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered free of the provisions of the Declaration.

2. 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.

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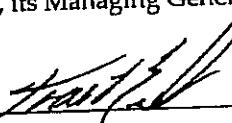
EXECUTED to be effective as of the 5th day of October, 2007.

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:


Todd V. Erickson

Its:

Chief Financial Officer

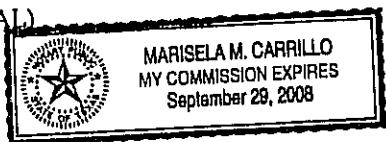
Centex Destination Properties - Central Division

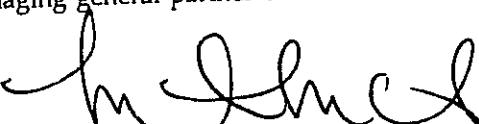
THE STATE OF TEXAS §

COUNTY OF DALLAS §

This instrument was acknowledged before me this 5th day of October, 2007 by Todd V. Erickson, Chief Financial Officer (Centex Destination Properties - Central Division) of Centex Real Estate Corporation, a Nevada corporation, the managing general partner of Centex Homes, a Nevada general partnership, on behalf of said partnership.

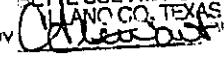
(SEAL)




Notary Public Signature

FILED FOR RECORD
AT 10:50 AM

OCT 15 2007

BETTE SUE HOY CO CLK
LLANO CO, TEXAS


REPO:

Dallas / Fort Worth Metro Division
1603 LBJ Freeway, Suite 700
Dallas, TX 75234

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THE STATE OF TEXAS COUNTY OF LLANO

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 560-562 OF THE CONDOMINIUM
RECORDS OF LLANO COUNTY, TEXAS ON THIS THE
15th DAY OF October, 2007



BETTE SUE HOY, COUNTY CLERK
LLANO COUNTY, TEXAS