

**Second Amendment to the Amended and Restated Declaration of
Covenants, Conditions, and Restrictions for
The Oaklands**

Recitals

The following is an amendment to the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for The Oaklands, (the "Declaration") as recorded in Vol. 1835, Page 18 of the Official Records of Williamson County, Texas. After due notice, the following amendment was adopted by written ballot of the Association members of the Oaklands Owners Association, Inc. on or about the 1st day of July, 1995, in compliance with the Declaration requirements for amendment. This instrument shall be referred to as the "Second Amendment to the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for The Oaklands".

Amendments

The following additions to the recitals preceding Article I were added:

"NOW, THEREFORE, there have been multiple changes to the co-declarants of the Oaklands. As of August of 1994, the co-declarants are Wilshire Homes (Capital Realty Advisers, Inc.), Scott Felder, Inc., and Austin Oaklands Associates, Inc.

NOW, THEREFORE, there are key changes that take effect relative to the governing of the Oaklands when the Oaklands achieves a "break-even" budget and therefore achieves "self-rule". The Oaklands did achieve a "break-even" budget in late 1992 and therefore has been under "self-rule" since January 1, 1993."

Article 1, Section 1.26 of the Declaration was amended to read, in its entirety, as follows:

"1.26. *Property*. "Property" shall mean and refer to Sections One-A, One-B, Two, Three-A, and Three-B, The Oaklands, a subdivision in Williamson County, Texas, as more particularly described on Exhibits "A" and "B" attached hereto and made a part hereof for all purposes, and any amendments or revisions of such plats, SAVE AND EXCEPT

(a) Lots 18, 19, and 20 of Block K, Section Two, provided that the owner imposes on such lots a permanent deed restriction and covenant running with such lots, that such lots shall be used for single-family residences or non-retail commercial only, and

(b) any lots disannexed from the Declaration pursuant to Section 5.12 of the Declaration which gives the Board of Directors of the Association the power to disannex, by unanimous vote, Lots 21, 22, and 23 of Block K of Section Two, without further vote of the membership of the Association."

Article 5, Section 5.09(n) was amended to read, in its entirety, as follows:

"5.09(n) *Change of Ownership*. An Owner may not sell or convey his Lot without all monies due and owing to the Association being paid in full; and if such Owner does sell, convey, or transfer his Lot without paying such monies, such selling Owner shall remain liable for all monies accruing to the Association thereafter until such monies are paid in full."

Article 7, Section 7.12 was amended to read, in its entirety, as follows:

"7.12 Address. Plans and Specifications shall be submitted to the Architectural Control Committee. Names and addresses for the Architectural Control Committee may be obtained from any Board member."

Certification

The undersigned president of The Oaklands Owners Association, Inc. hereby certifies that this Second Amendment was duly adopted in accordance with the Declaration requirements.

Witness:

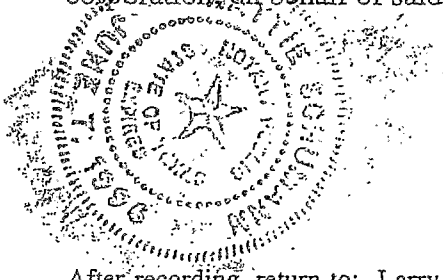
Marilyn J. Childress

THE OAKLANDS OWNERS ASSOCIATION, INC.,
a Texas non-profit corporation

By Theodore G. Scardamalia
Theodore G. Scardamalia, President of the
Association
c/o The Elliott System
4105 Medical Parkway, Suite 201
Austin, Texas 78756

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was acknowledged before me on December 15, 1995 by Theodore G. Scardamalia, as President of the Oaklands Owners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Hattie Schumann
Notary Public for the State of Texas
Printed name of notary Hattie Schumann
My commission expires 6-7-96

After recording, return to: Larry Niemann, Niemann & Niemann, L.L.P. Attorneys at Law, Westgate Building, Suite 313, 1122 Colorado Street, Austin, Texas 78701

oaklands2ndamend.15e

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ELAINE BIZZELL
COUNTY CLERK
Rec. \$ 11.00

① Nieman & Nieman
Westgate Building, Ste. 313
1122 Colorado Street
Austin, TX 78701

THE STATE OF TEXAS
COUNTY OF WILLIAMSON
This is to certify that this document was FILED and
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Williamson County Texas on the date and time
stamped thereon.

Elaine Bizzell
COUNTY CLERK
WILLIAMSON COUNTY, TEXAS

Receipt# 28348

ELAINE BIZZELL
COUNTY CLERK
P. O. BOX 18
GEORGETOWN, TX, 78627
WILLIAMSON COUNTY
512-930-4315

Doc# 9556912 No. Pages: 2 10:53:12 A.M.
RECORDING FEE \$ 5.00
RMP FEE \$ 5.00
SECURITY FEE \$ 1.00

Total \$ 11.00
Cash Tendered \$ 0.00
Check Amt. Tendered \$ 11.00
Change Due \$ 0.00
Balance \$ 0.00

Total number of documents: 1
Total number of fees : 3
Check #11676

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on 12-20-95 at 10:53:11 A.M.
with JUANITASTRICKLAND