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Doc 00023324 Bk OR

Vol 2751

Ps 577

**SECOND AMENDMENT TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
TRAVIS RANCH**

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TRAVIS RANCH (this "Amendment") is made and entered into this ____ day of _____, 2005, by **TRAVIS RANCH DEVELOPMENT, L.P.**, a Texas limited partnership ("Declarant").

WHEREAS, Declarant is the Declarant under that certain Declaration of Covenants, Conditions and Restrictions for Travis Ranch (as amended, the "Declaration") dated December 17, 2004, recorded in Volume 2562, Page 351, Land Records, Kaufman County, Texas, as amended pursuant to that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Travis Ranch dated June 8, 2005, recorded in Volume 2663, Page 122, Land Records, Kaufman County, Texas, regarding certain real property more particularly described in the Declaration, reference to which is hereby made for all purposes (the "Property"). Capitalized terms which are not otherwise defined herein shall have the meanings set forth in the Declaration.

WHEREAS, the Declaration provides that the Declarant shall have the right and privilege to amend the Declaration as set forth therein;

WHEREAS, Declarant desires to amend and clarify the Declaration in certain respects;

NOW, THEREFORE, in consideration of the premises and the mutual promises hereinafter set forth and for other consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant hereby amends the Declaration as follows:

1. The provisions of Section 6.21.9.a. are hereby deleted and the following substituted therefor:

One professionally made sign of not more than 5 square feet advertising the Lot for sale.

2. Nothing contained herein shall in any way modify, limit or otherwise affect the right, power and authority of the Architectural Reviewer to approve plans, drawings or specifications for any improvement or for any other matter requiring the approval of the Architectural Reviewer under the Declaration or to grant variances, waivers, tolerances or modifications of the standards as set forth within the Declaration.

EXECUTED to be effective as of the date first written above.

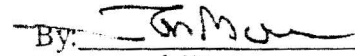
TRAVIS RANCH DEVELOPMENT, L.P.,
a Texas limited partnership

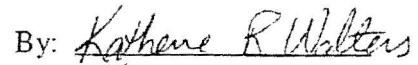
By: 2428 Management L.L.C.,
a Delaware limited liability company,
its general partner

By: IHP Investment Fund III, L.P.,
a California limited partnership,
its sole member

By: Institutional Housing Partners III
L.P.,
a California limited partnership,
its general partner

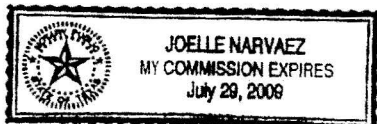
By: IHP Capital Partners,
a California corporation,
its general partner

By: 
Name: J. Tim Moore
Title: Senior Vice President

By: 
Name: KATHERINE R. WALTERS
Title: VICE PRESIDENT

THE STATE OF TEXAS §
COUNTY OF DALLAS §

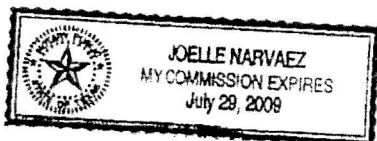
This instrument was acknowledged before me on the 20th day of October, 2005 by J. Tim Moore, SVP of IHP Capital Partners, a California corporation, general partner of Institutional Housing Partners III L.P., a California limited partnership, general partner of IHP Investment Fund III, L.P., a California limited partnership, sole member of 2428 Management L.L.C., a Delaware limited liability company, sole general partner of Travis Ranch Development, L.P., a Texas limited partnership, on behalf of the limited partnership.



Joelle Narvaez
Notary Public, The State of Texas

THE STATE OF TEXAS §
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 20th day of October, 2005 by KATHERINE R. WALTERS, VP of IHP Capital Partners, a California corporation, general partner of Institutional Housing Partners III L.P., a California limited partnership, general partner of IHP Investment Fund III, L.P., a California limited partnership, sole member of 2428 Management L.L.C., a Delaware limited liability company, sole general partner of Travis Ranch Development, L.P., a Texas limited partnership, on behalf of the limited partnership.



Joelle Narvaez
Notary Public, The State of Texas

**SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR TRAVIS RANCH - Page 3**

C:\Documents and Settings\Tmoore.IHP\Local Settings\Temporary Internet Files\OLK74\second amendment to declaration_.doc

Filed for Record in: Kaufman County
On: Oct 20, 2005 at 02:23P

Filed for Record in:
Kaufman County

On: Oct 20, 2005 at 02:23P

As a
Business

Document Number: 00023324

Amount: 24.00

Receipt Number - 40072

By:
nancy Dickerson

STATE OF TEXAS COUNTY OF KAUFMAN

I hereby certify that this instrument was
filed on the date and time stamped hereon by me
and was duly recorded in the volume and page
of the named records of:

Kaufman County
Any provision herein which restricts the sale,
rental, or use of the described Real Property
because of color or race is invalid and
unenforceable under federal law.

Oct 20, 2005

Honorable Laura Hushes, County Clerk
Kaufman County