

ORIGINAL FILED  
BUT NOT COMPARED

AUG 25 2008

FIRST AMENDMENT  
TO  
MASTER DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS  
FOR  
GEORGETOWN VILLAGE

*Dancy E. Rester*

THIS FIRST AMENDMENT TO MASTER DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR GEORGETOWN VILLAGE (the "Amendment"), effective as of the 19<sup>th</sup> day of August, 2008, is made by Shell Ranch Development, Inc., a Texas corporation ("SRD"), Wilson Family Communities, Inc., a Delaware corporation ("Wilson", and together with SRD, "Declarant"), as follows:

RECITALS:

WHEREAS, SRD was the original declarant pursuant to that one certain Master Declaration of Covenants, Conditions, and Restrictions for Georgetown Village, dated May 7, 1998, recorded in Document No. 199825732, of the Real Property Records, Williamson County, Texas (the "Master Declaration").

WHEREAS, the Master Declaration burdens all of the property described therein on Exhibit A and all of that property subsequently added by the following: Notice of Applicability of Master Declaration of Covenants, Conditions and Restrictions dated March 15, 2001 recorded as Document No. 2001018883, Notice of Applicability of Master Declaration of Covenants, Conditions and Restrictions recorded as Document No. 2001066295 dated December 18, 2000, Notice of Addition of Land, Notice of Applicability and Development Area Declaration dated June 21, 2000 recorded as Document No. 2001049590, Notice of Applicability of Master Declaration of Covenants, Conditions and Restrictions, Georgetown Village Planned Unit Development Section 5, dated March 29, 2002 recorded as Document No. 2002027164, and Notice of Applicability of Master Declaration of Covenants, Conditions and Restrictions, Georgetown Village Planned Unit Development Section 7A and Section 7B (now known as Section 7 and 8) dated July 2, 2003 and recorded as Document No. 2003065681, Applicability of Master Declaration of Covenants, Conditions and Restrictions [Georgetown Village Planned Unit Development Section Six] dated August 31, 2006, recorded as Document No. 2006076948. (All of the property referenced in all of the foregoing documents collectively referred to herein as the "Property");

WHEREAS, SRD has sold to Wilson some of the Property in accordance with that certain Purchase and Sale Agreement dated August 22, 2005 between SRD and Wilson ("Purchase Agreement") and that certain Option Purchase and Sale Agreement dated August 22, 2005 between SRD and Wilson ("Option Agreement" and together with the Purchase Agreement, the "Agreements");

WHEREAS, SRD will sell to Wilson the lots in Section 8 which will be added to the Property pursuant to that certain Purchase and Sale Agreement dated October 31, 2007 between SRD and Wilson (the "Section 8 Agreement" and together with the Purchase Agreement and the Option Agreement, the "Agreements");

WHEREAS, SRD continues to sell to Wilson periodically other portions of the Property in accordance with the Agreements;

WHEREAS, in connection with conveyance of portions of the Property, as to each such portion conveyed, SRD has transferred and assigned its rights as Declarant to Wilson pursuant to a Partial Assignment of Declarant's Rights between SRD as assignor and Wilson, as assignee, such that Wilson is the Declarant for those portions of the Property purchased by Wilson (the "Wilson Property"), and SRD is the Declarant for the Property other than the Wilson Property;

WHEREAS, pursuant to section 8.03 of the Master Declaration, the Master Declaration may be amended by the recording in the Real Property Records an instrument executed and acknowledged by the Declarant acting alone.

NOW, THEREFORE, the Declarant hereby declares and certifies, amends and modifies the Master Declaration as follows:

1. Section 5.08.

In Section 5.08, the name "Robert Burton" is hereby deleted in its entirety and replaced by: "Eleanor Chote Jewart."

2. Section 8.03.


In Section 8.03, "Travis County" is hereby deleted in its entirety and replaced by: "Williamson County."

[SIGNATURES APPEAR ON FOLLOWING PAGE]

EXECUTED to be effective this 19<sup>th</sup> day of August, 2008.

**DECLARANT:**

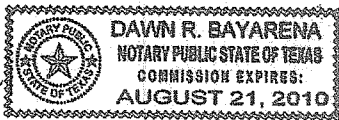
Wilson Family Communities, Inc.,  
a Delaware corporation


By:   
Name: DAVID GOODRUM  
Title: VP of Development

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF TRAVIS   §

This instrument was acknowledged before me on June 26, 2008 by David Goodrum, VP of Development of Wilson Family Communities, Inc., a Delaware corporation, on behalf of said corporation.

[SEAL]



  
Notary Public, State of Texas

[SIGNATURES CONTINUE ON FOLLOWING PAGES]

DECLARANT:

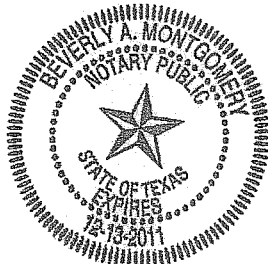
Shell Ranch Development, Inc.,  
a Texas corporation

By: Joyce Bradley  
Joyce B. Bradley, Secretary/Treasurer

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF TRAVIS   §

This instrument was acknowledged before me on August 19, 2008 by Joyce B. Bradley, Secretary/Treasurer of Shell Ranch Development, Inc., a Texas corporation, on behalf of said corporation.

[SEAL]



Beverly A. Montgomery  
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

Eleanor Chote Jewart  
Brown McCarroll, L.L.P.  
111 Congress Avenue  
Suite 1400  
Austin, Texas 78701