PRIGINAL FILED BUT NOT COMPARED

NOV 2 8 2010



AFTER RECORDING RETURN TO:

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



ELEVENTH AMENDMENT TO DECLARATION OF CONDOMINIUM REGIME FOR PARADISO VILLAS

A Residential Condominium, Located in Williamson County, Texas

ADDING UNITS 33, 34 AND 35

Cross Reference to Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 200609882 in the Official Public Records of Williamson County, Texas, as amended by that certain First Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2007023480 in the Official Public Records of Williamson County, Texas, as amended by that certain Second Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2007063486 in the Official Public Records of Williamson County, Texas, as amended by that certain Third Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2007104795 in the Official Public Records of Williamson County, Texas, as amended by that certain Fourth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2008011334 in the Official Public Records of Williamson County, Texas, as amended by that certain Fifth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2008041131 in the Official Public Records of Williamson County, Texas, as amended by that certain Sixth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2008069380 in the Official Public Records of Williamson County, Texas, as amended by that certain Seventh Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2009007301 in the Official Public Records of Williamson County, Texas, as amended by that certain Eighth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2009072877 in the Official Public Records of Williamson County, Texas, as amended by that certain Ninth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2009089892 in the Official Public Records of Williamson County, Texas and further amended by that certain Tenth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2010017707 in the Official Public Records of Williamson County, Texas

ELEVENTH AMENDMENT TO DECLARATION OF CONDOMINIUM REGIME FOR PARADISO VILLAS

This Eleventh Amendment to Declaration of Condominium Regime for Paradiso Villas (the "Amendment") is made CASTLETOP CAPITAL ENERGY, L.P., a Texas limited partnership ("Declarant"), and is as follows:

RECITALS:

- A. The Paradiso Villas, a condominium regime (the "Regime"), located in Williamson County, Texas, was established pursuant to that certain Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 200609882 in the Official Public Records of Williamson County, Texas, as amended by that certain First Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2007023480 in the Official Public Records of Williamson County, Texas, as amended by that certain Second Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2007063486 in the Official Public Records of Williamson County, Texas, as amended by that certain Third Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2007104795 in the Official Public Records of Williamson County, Texas, as amended by that certain Fourth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2008011334 in the Official Public Records of Williamson County, Texas, as amended by that certain Fifth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2008041131 in the Official Public Records of Williamson County, Texas, as amended by that certain Sixth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2008069380 in the Official Public Records of Williamson County, Texas, as amended by that certain Seventh Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2009007301 in the Official Public Records of Williamson County, Texas, as amended by that certain Eighth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2009072877 in the Official Public Records of Williamson County, Texas, as amended by that certain Ninth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2009089892 in the Official Public Records of Williamson County, Texas and further amended by that certain Tenth Amendment Declaration of Condominium Regime for Paradiso Villas recorded as Document No. 2010017707 in the Official Public Records of Williamson County, Texas (collectively, the "Declaration").
- B. Pursuant to *Provision A.3.11* of <u>Appendix "A"</u> to the Declaration, Declarant may amend the Declaration unilaterally and without the consent of other Owners or any mortgagee to create Units, General Common Elements and Limited Common Elements within the Property.
- C. In accordance with *Provision A.3.9* of <u>Appendix "A"</u> to the Declaration, Declarant has reserved the right, during the Development Period, to create Units, General Common

Elements, and Limited Common Elements within the Property. The "Development Period" as such term is defined in the Declaration, is a seven (7) year period commencing on the date the Declaration was recorded in the Official Public Records of Williamson County, Texas. The Declaration was recorded in the Official Public Records of Williamson County, Texas, on November 13, 2006.

D. Declarant desires to amend the Declaration for the purpose of creating three (3) additional Units within the Regime. The total number of Units within the Regime after giving effect to this Amendment is equal to eighty-eight (88), and the total number of additional Units which Declarant has reserved the right to create by amendment is equal to forty-nine (49).

NOW THEREFORE, the Declaration is hereby amended as follows:

- 1. <u>Creation of Units</u>. In accordance with the rights reserved by the Declarant pursuant to *Section 5.1* of the Declaration and *Provisions A.3.9 and A.3.11* of <u>Appendix "A"</u> to the Declaration, Declarant hereby creates three (3) Units, which are designated as Unit Nos. 33, 34 and 35 (collectively, the "New Units"). The New Units are hereby classified as Units which MUST BE BUILT.
- 2. Replacement of Attachment 2. Attachment 2 to the Declaration is hereby deleted in its entirety and the Plats and Plans attached hereto as Attachment 1 (the "New Plats and Plans") are substituted in their place. The New Plats and Plans: (i) assign an identifying number to all Units; (ii) describe the portion of the limited common elements created or assigned to all Units; and (iii) include the information required by Section 82.059 of the Texas Uniform Condominium Act.
- 3. <u>Replacement of Attachment 3</u>. The Percentage Interests allocated to all Units within the Regime, after the addition of the New Units, is set forth on <u>Attachment 2</u>, attached hereto. <u>Attachment 2</u>, attached hereto, will supersede and replace Attachment 3 attached to the Declaration.
- 4. <u>Miscellaneous</u>. 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 $\overline{23}$ day of $\overline{100}$ 2010.

DECLARANT:

CASTLETOP CAPITAL ENERGY, L.P., a Texas limited partnership

By: Castletop Capital Management, L.P., a Texas limited partnership, its General Partner

By: Castletop Capital GP, LLC, a Texas limited liability company, its general partner

Printed Name: Lisa Stephers
Title: Vice Presiden

THE STATE OF TEXAS

COUNTY OF Trav. > §

This instrument was acknowledged before me this Z3 day of NOV 2010 by Secretary Capital GP, LLC, a Texas limited liability company, general partner of Castletop Capital Management, L.P., a Texas limited partnership, general partner of Castletop Capital Energy, L.P., a Texas limited partnership, on behalf of said limited liability company and limited partnership.

(SEAL)



Notary Public Signature

ATTACHMENT 1

ATTACHMENT 2 TO THE DECLARATION OF CONDOMINIUM REGIME FOR PARADISO VILLAS

SEE EXHIBIT NEXT PAGE ORIGINAL CERTIFICATION

PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

KNOW ALL MEN BY THESE PRESENTS:

THAT I, WILLIAM H. RAMSEY, DO HEREBY CERTIFY THAT THIS SURVEY CONTAINS ALL THE INFORMATION REQUIRED OF PLATS AND PLANS UNDER SECTION 82,059 OF THE TEXAS UNIFORM CONDOMINIUM ACT, CHAPTER 82, TEXAS PROPERTY CODE.

RAMSEY WILLIAM H.

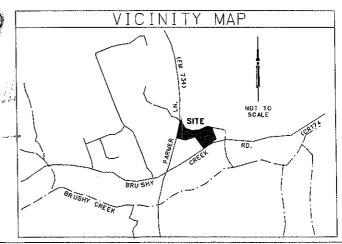
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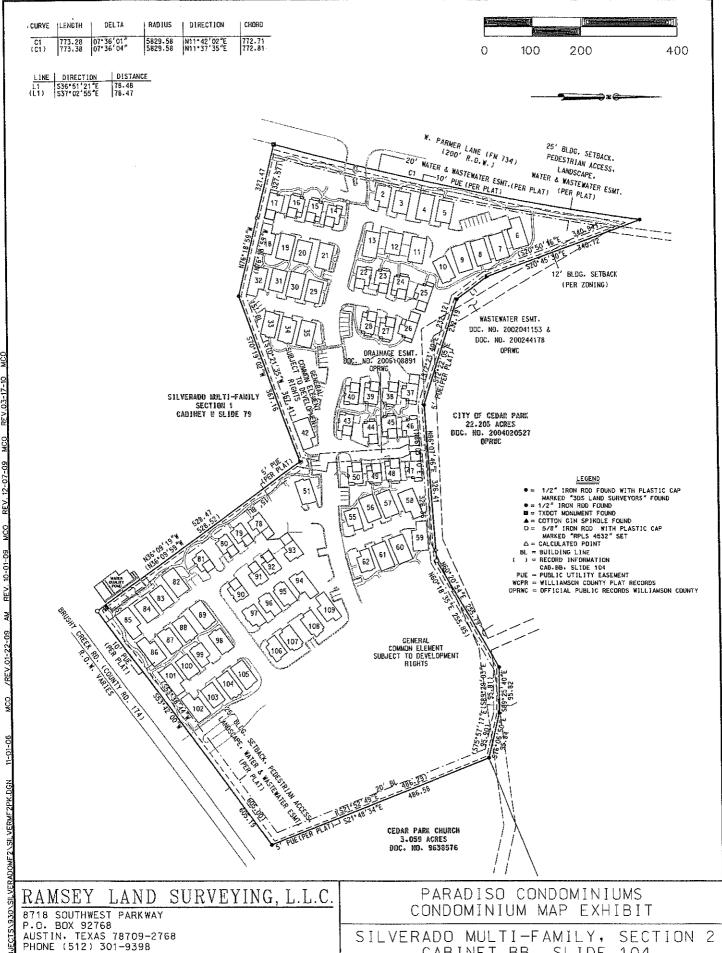
DATE

RAMSEY LAND SURVEYING, L.L.C.

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- 1) All improvements and land reflected on the plat are designated as general common elements, save and except portions of the regime designated as limited common elements or units: (i) in the Declaration of Condominium Regime for Paradiso Villas (the "Declaration") or (ii) on the plats and plans of the regime.
- 2) Ownership and use of condominium units is subject to the rights and restrictions contained in the Declaration.
- Each unit, building, limited common element and general common element is subject to special rights reserved by the Declarant as provided Provision A.4. of Appendix "A" to the Declaration. Pursuant to such provisions, among other things, Declarant has reserved the right to (i) complete or make improvements indicated on the plat and plans, as provided in Provision A.4(i) of Appendix "A" to the Declaration; (ii) exercise any development right permitted by the Texas Uniform Condominium Act (the "Act") and the Declaration. including the addition of real property regime, which property may be added as units, general common elements and/or limited common elements, as provided in Section 2.2 of the Declaration and Provision A.4(ii) of Appendix "A" to the Declaration; (iii) make the property part of a larger condominium or planned community, as provided in Provision A.4(iii) of Appendix "A" to the Declaration; (iv) use units owned or leased by Declarant as models, storage areas, and offices for the marketing, management, maintenance, customer service, construction, and leasing of the property, as provided in Provision A.4(iv) of Appendix "A" to the Declaration; and (v) appoint or remove any Declarant-appointed officer or director of the Association during the Declarant control period (as defined in the Declaration) consistent with the Act, as provided in Provision A.4(vii) of Appendix "A" to the Declaration. As provided in Provision A.4(v) of Appendix "A" to the Declaration, for purposes of promoting, identifying, and marketing the property, Declarant reserves an easement and right to place or install signs, banners, flags, display lighting, potted plants, exterior decorative items, seasonal decorations, temporary window treatments. seasonal landscaping on the property, including items and locations that are prohibited to other owners. Declarant reserves an easement and right to maintain, relocate, replace, or remove the same from time to time within the property. provided in Provision A.4(vi) of Appendix "A" the Declaration, Declarant has an easement and right of ingress and egress in and through the common elements (as defined in the Declaration) and units owned or leased by Declarant for purposes of constructing, maintaining, managing, and marketing the property, and for discharging Declarant's obligations under the Act and the Declaration.



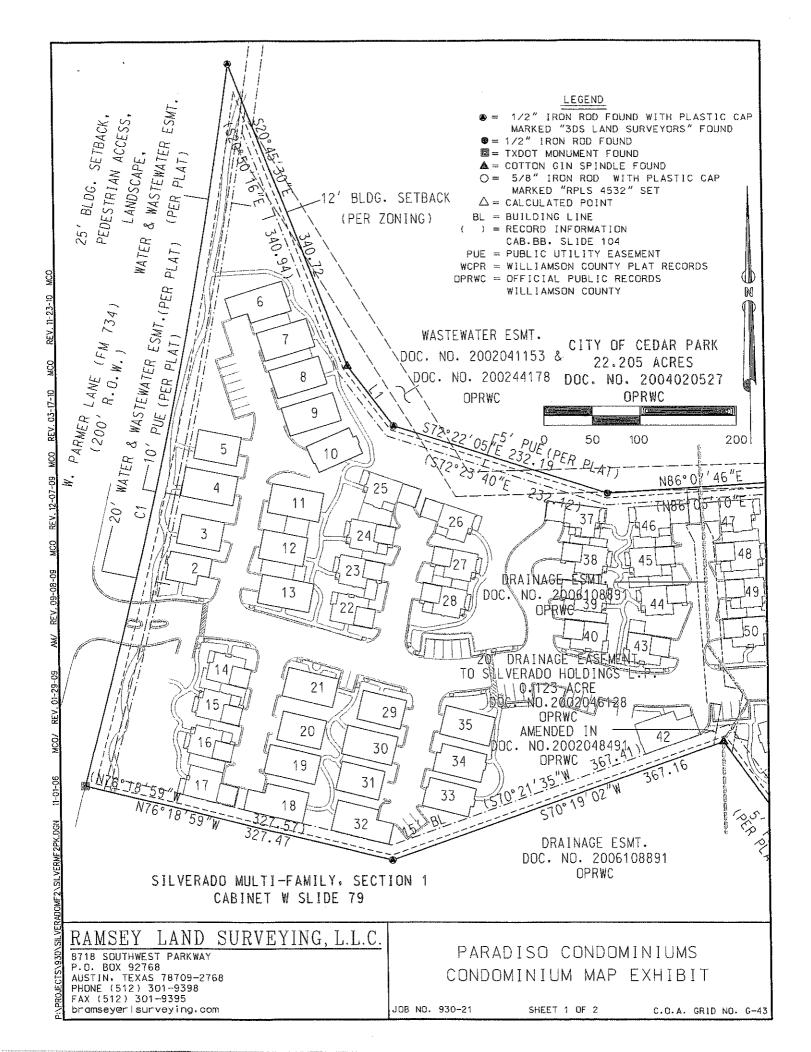
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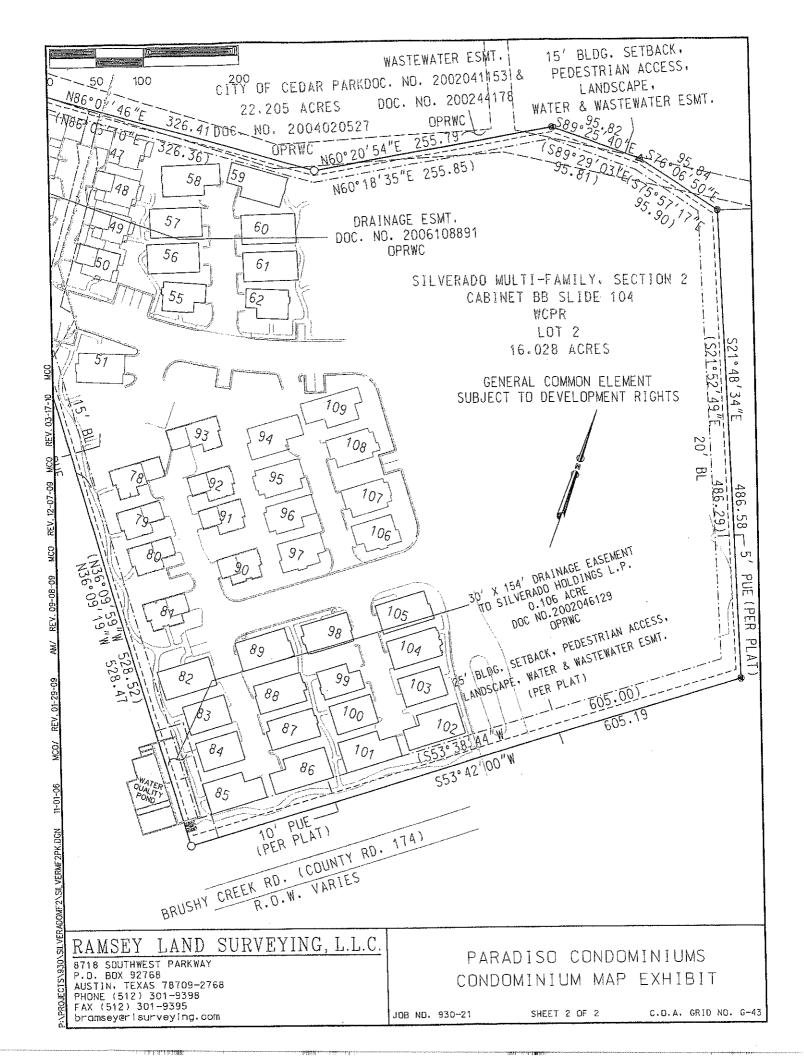
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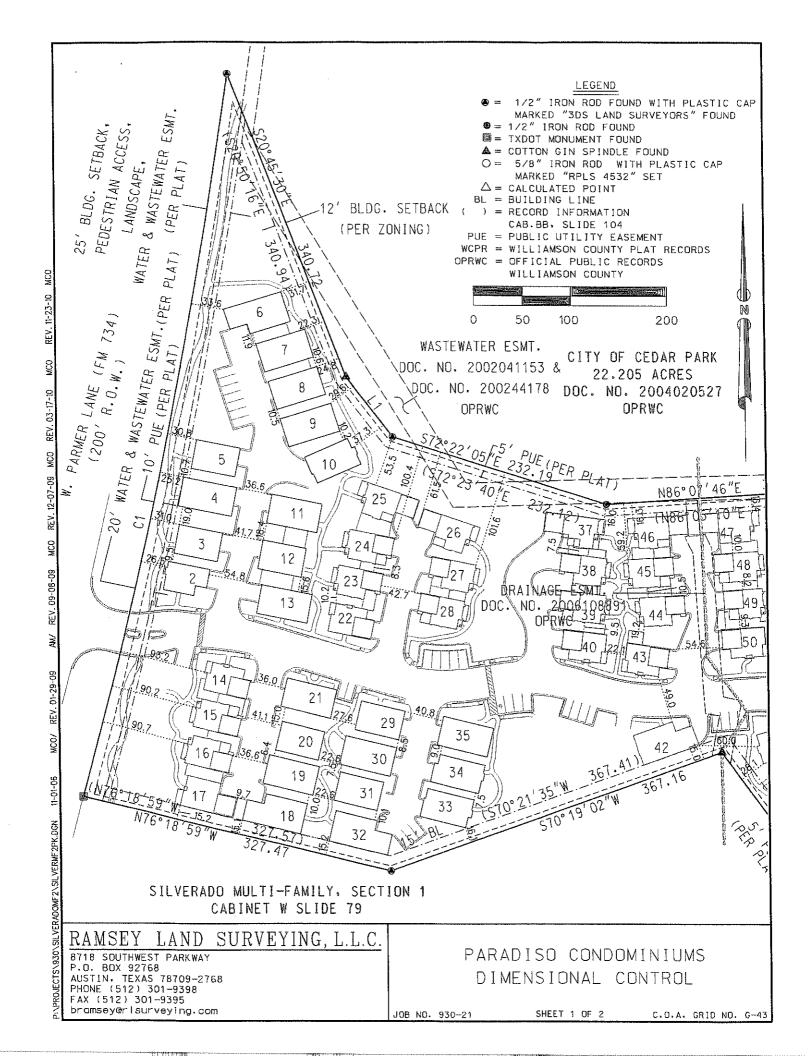
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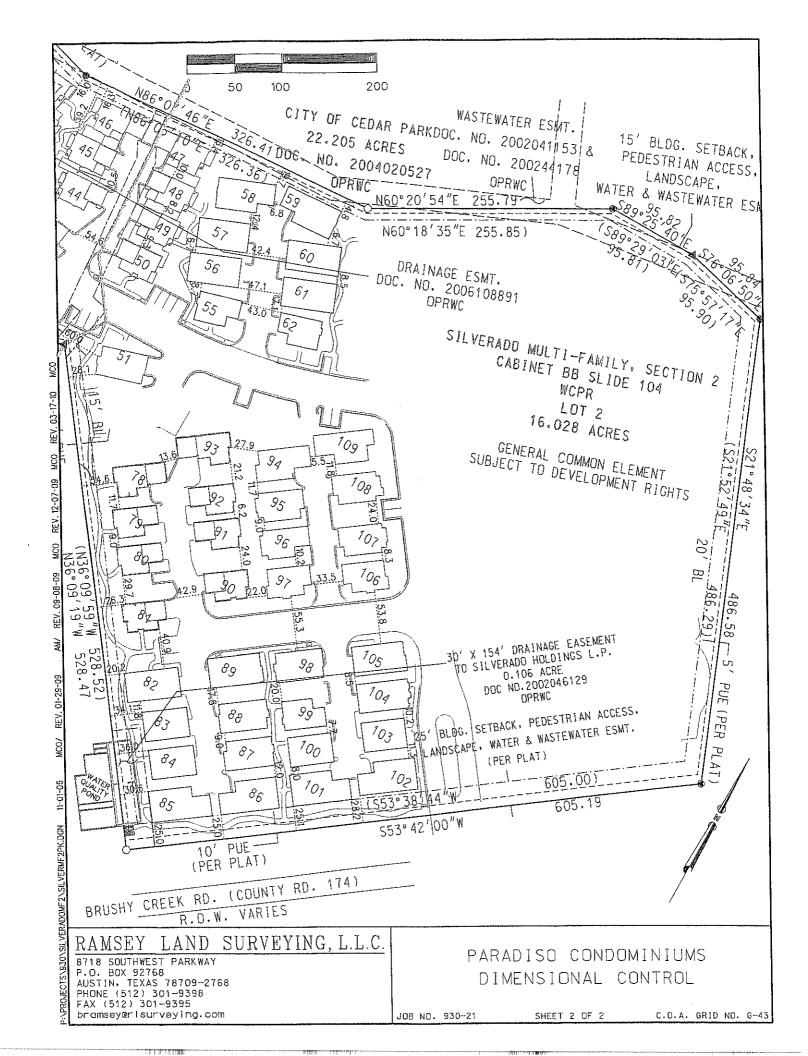
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C.D.A. GRID NO. G-43

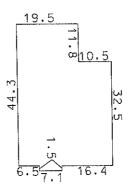






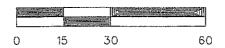


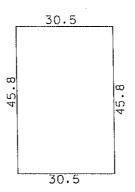




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UNIT 2





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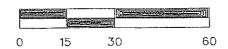
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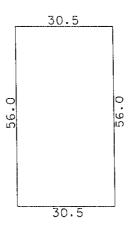
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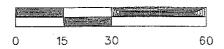
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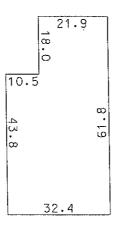




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UNITS 4, 9, 60, 61 & 82



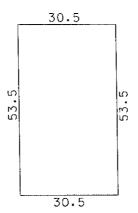


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UNITS 6, 18, 32, 85, 86, 101 & 102





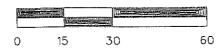
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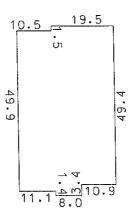
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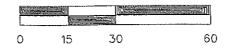
UNITS 7, 8, 11, 13, 19, 21, 30, 35, 56 & 57





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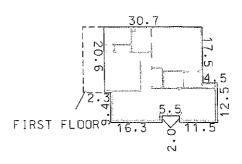
UNIT 10



FIRST FLOOR

0

SECOND FLOOR



ALL BUILDINGS ARE
TWO STORY BRICK, ROCK AND STUCCO

VERTICAL ELEVATIONS OF UNIT

VERTICAL DISTANCE

ABOVE BUILDING FOUNDATION

(PER ARCHITECHTURAL PLAN)

FOUNDATION SECOND FLOOR ATTIC FLOOR
0' 9.0' 19.2'

LEGEND

L.C.E. = LIMITED COMMON ELEMENT



= CONCRETE PORCH OR PATIO(L.C.E.)

RAMSEY LAND SURVEYING, L.L.C.

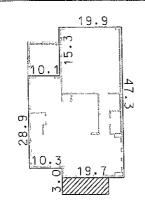
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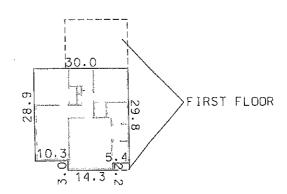
UNIT MAP BUILDINGS 14,81,90,97 & 106

0 15 30 60

FIRST FLOOR

SECOND FLOOR





ALL BUILDINGS ARE
TWO STORY BRICK, ROCK AND STUCCO

VERTICAL ELEVATIONS OF UNIT

VERTICAL DISTANCE

ABOVE BUILDING FOUNDATION

(PER ARCHITECHTURAL PLAN)

FOUNDATION SECOND FLOOR ATTIC FLOOR
O' 9.0' 19.2'

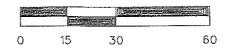
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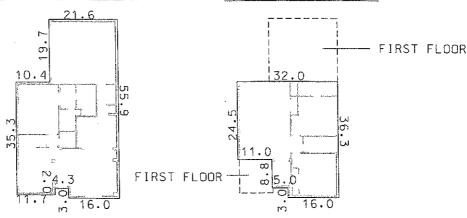
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UNIT MAP BUILDINGS 15,16,23,24,27,28,
38,39,44,45,48,49,79,80,91,92,95,96,107 & 108



FIRST FLOOR

SECOND FLOOR



ALL BUILDINGS ARE
TWO STORY BRICK, ROCK AND STUCCO

VERTICAL ELEVATIONS OF UNIT

VERTICAL DISTANCE

ABOVE BUILDING FOUNDATION

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FOUNDATION SECOND FLOOR ATTIC FLOOR
O' 9.0' 19.2'

LEGEND

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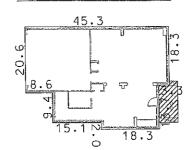
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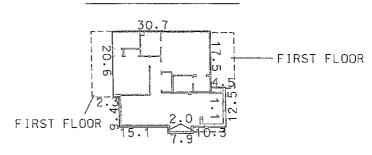
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SECOND FLOOR



ALL BUILDINGS ARE
TWO STORY BRICK, ROCK AND STUCCO

VERTICAL ELEVATIONS OF UNIT

VERTICAL DISTANCE

ABOVE BUILDING FOUNDATION

(PER ARCHITECHTURAL PLAN)

FOUNDATION SECOND FLOOR ATTIC FLOOR
0' 9.0' 19.2'

LEGEND

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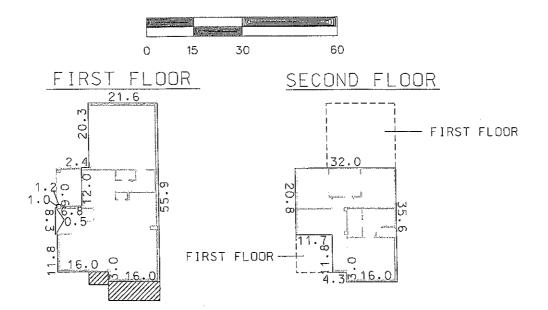
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UNIT MAP BUILDING 22

SHEET 10

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ALL BUILDINGS ARE
TWO STORY BRICK, ROCK AND STUCCO

VERTICAL ELEVATIONS OF UNIT

VERTICAL DISTANCE

ABOVE BUILDING FOUNDATION

(PER ARCHITECHTURAL PLAN)

FOUNDATION SECOND FLOOR ATTIC FLOOR
0' 9.0' 19.2'

LEGEND

L.C.E. = LIMITED COMMON ELEMENT

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REV. 10-01-09

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REV. 01-22-09

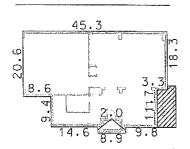
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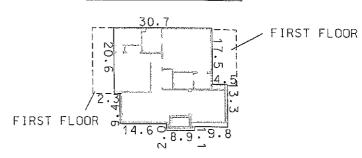
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PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

UNIT MAP BUILDING 26,78,93 & 94

SECOND FLOOR





ALL BUILDINGS ARE
TWO STORY BRICK, ROCK AND STUCCO

VERTICAL ELEVATIONS OF UNIT

VERTICAL DISTANCE

ABOVE BUILDING FOUNDATION

(PER ARCHITECHTURAL PLAN)

FOUNDATION SECOND FLOOR ATTIC FLOOR
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LEGEND

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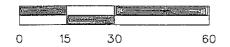
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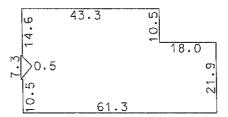
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UNIT MAP BUILDINGS 40,43 & 50

SHEET 12

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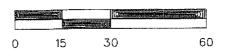


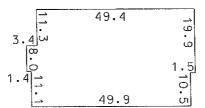
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PHONE (512) 301-9398
FAX (512) 301-9395
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PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

UNIT 42



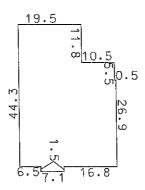


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FAX (512) 301-9395
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PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

UNITS 33 & 51



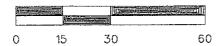


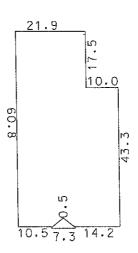
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PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

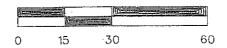
UNIT 55

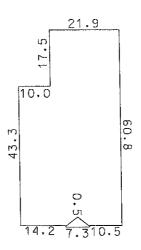




8718 SOUTHWEST PARKWAY P.O. BOX 92768 AUSTIN. TEXAS 78709-2768 PHONE (512) 301-9398 FAX (512) 301-9395 bramsey@rlsurveying.com PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

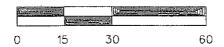
UNIT 58

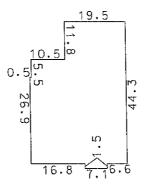




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UNIT 59





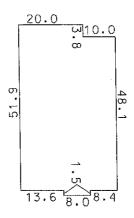
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8718 SOUTHWEST PARKWAY
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PHONE (512) 301-9398
FAX (512) 301-9395
bramsey@rlsurveying.com

PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

UNIT 62



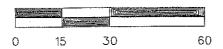


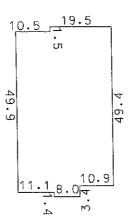
8718 SOUTHWEST PARKWAY P.O. BOX 92768 AUSTIN. TEXAS 78709-2768 PHONE (512) 301-9398 FAX (512) 301-9395 bramsey@rlsurveying.com

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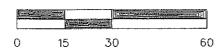
UNIT 34 & 87

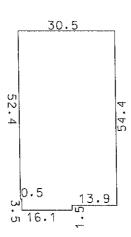




8718 SOUTHWEST PARKWAY P.O. BOX 92768 AUSTIN, TEXAS 78709-2768 PHONE (512) 301-9398 FAX (512) 301-9395 bramsey@risurveying.com PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

UNIT 88



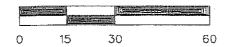


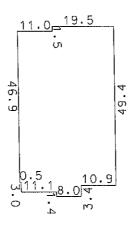
RAMSEY LAND SURVEYING, L.L.C.

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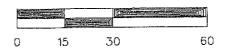
UNIT 89

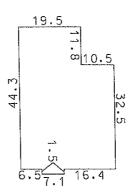




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UNIT 98





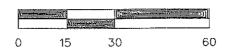
8718 SOUTHWEST PARKWAY
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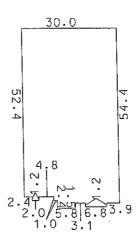
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PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

UNIT 99





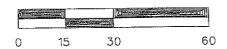
8718 SOUTHWEST PARKWAY P.O. BOX 92768 AUSTIN, TEXAS 78709-2768 PHONE (512) 301-9398 FAX (512) 301-9395 bromsey@r|surveying.com

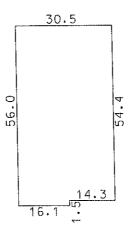
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UNIT 104





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PARADISO CONDOMINIUMS A CONDOMINIUM COMMUNITY

UNIT 105

ATTACHMENT 2

ATTACHMENT 3 TO THE DECLARATION OF CONDOMINIUM REGIME FOR PARADISO VILLAS CONDOMINIUMS

ALLOCATED INTERESTS

The Percentage of Common Element Ownership and Share of Common Expenses for each Unit is 1/88. Each Unit is allocated one (1) vote.

THE ALLOCATED INTEREST ASSIGNED TO A PARTICULAR UNIT WILL DECREASE AS ADDITIONAL UNITS ARE CREATED AND ADDED TO THE REGIME BY THE DECLARANT.

WILLIAMSON COUNTY CLERK P.O. BOX 5089 GEORGETOWN, TEXAS 78627-5089 (512) 943-1515

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RECEIPT # 542335 DATE 11/23/2010 04:24:59 PM

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2010079852	38		`
CONDOMINIUM		164.0	0

Total Amount Due \$164.00

ON ACCT 252 164.00

Total Payments: \$164.00

Balance for # 252 11/23/2010 04:24 PM\$15,303.00

> THANK YOU NANCY E. RISTER COUNTY CLERK Deputy: KRISTY