

DEC 20 2007

SECOND AMENDMENT TO THE:
ARTICLES OF INCORPORATION OF
TAHITIAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC. (TVPOA) Corporations Section

We the undersigned, members of the TVPOA have participated in the amendment of these Articles of Incorporation in accordance with Article 1396 - 4.02 of the Texas Non-Profit Corporation Act. The meeting of the membership at which these amendments were adopted was March 24, 2007. A quorum of the membership, as defined by the TVPOA Bylaws, was present. We do say that the amendments received at least a two thirds vote of the members present. The votes of these members totaled two-thirds of the total number of lots owned by members at the meeting. A member cast votes as provided in the 2006 Director of the Board election instructions. At least two (2) of the undersigned are eligible to be acting as incorporators of a corporation under the Texas Non-profit Corporation Act. We hereby adopt the following Second Amendment to the Articles of Incorporation of such corporation.

ARTICLE ONE

The name of the corporation (which is hereinafter called "Association") is TAHITIAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE TWO

The Association is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

SECTION 1. The purpose for which the Association is organized is to promote and develop the common good and social welfare of the people of the community of TAHITIAN VILLAGE and its environs. For purposes hereof, TAHITIAN VILLAGE is defined as a subdivision more specifically described in the plats of its various units appearing in the Plat Records of Bastrop County, Texas.

SECTION 2. Only those units in TAHITIAN VILLAGE as presently platted or shall hereafter be platted and be subjected to an agreement of covenants, conditions and restrictions, shall be considered as the properties and the community of TAHITIAN VILLAGE and the proper object of the powers and purposes of this corporation.

SECTION 3. Without limiting the foregoing general statement of purposes, the Association shall have the following specific purposes:

- (a) To aid, promote, and provide for the establishment, advancement and perpetuation of any and all utilities, systems, services and facilities within TAHITIAN VILLAGE which tend to promote the general welfare of its people with regard to health, safety,

education, culture, recreation, comfort or convenience to the extent and in the manner deemed desirable by the Board of Directors.

(b) Deleted

(c) To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, arguments, easements and liens established for the support and/or benefit of TAHITIAN VILLAGE and to use and disburse any funds which may come into the hands of the Association for the promotion of any and all of the purposes of TAHITIAN VILLAGE and in a lawful manner determined by the Board of Directors.

The Association will take action to accomplish the foregoing purposes only when and if such action appears in the sole and absolute discretion of the Board of Directors to be desirable and feasible.

The adoption of the name TAHITIAN VILLAGE shall not prevent use of different names for sub-developments within the community of TAHITIAN VILLAGE, and any such sub-developments within said community, known by another name, may nevertheless be part of the community of TAHITIAN VILLAGE as defined in this Article, and may be a proper object of the purposes of this corporation.

ARTICLE FIVE

SECTION 1. Every person or entity who is the owner of any lot in TAHITIAN VILLAGE and also has record title of such lot shall be a member of the Association. For the purposes of determining membership, such ownership will be deemed to have vested upon delivery of a duly executed deed or contract for deed and recorded in the deed records of Bastrop County, Texas.

SECTION 2. No member shall be entitled to vote on any matter before the Association unless current in payment of charges levied by the Association up to and including 1998.

ARTICLE SIX

The street address of the office of the Association is 106 Conference Drive, Bastrop, Texas. The mailing address of the Association is P.O. Box 636, Bastrop, Texas, 78602.

ARTICLE SEVEN

SECTION 1. The Association shall have six (6) directors which shall constitute the Board of Directors and the governing body of the Association.

SECTION 2. The manner in which Directors shall be elected and removed from office, their qualifications, powers, duties, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Directors, shall be as stated in the Bylaws.

"RESOLUTION"

WE, the undersigned Directors of Tahitian Village Property Owner's Association, Inc., do hereby certify that the foregoing Second Amendment to the Articles of Incorporation are correct and that the same have been duly adopted by said Association at a meeting of the Membership of this Association held in Bastrop County, Texas at 1:45 p.m. on the 24th day of March, 2007.

John S. Creamer, Jr.
Michelle Pittman

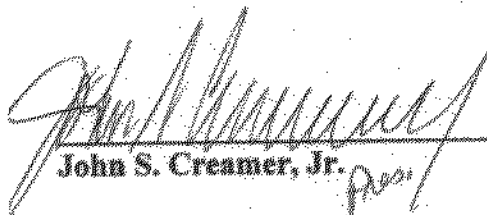
Mike Gudell
Bruce J. Wilson

Cindy Wolford
Christy J. Kosser

PO Box 636
Bastrop, TX 78602

Except as herein otherwise specified, the decision of the majority of the Directors currently serving as such shall be required and shall be sufficient to authorize any acting on behalf of the corporation. Each director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

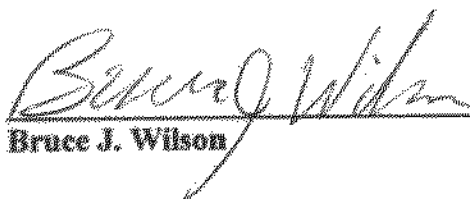
IN WITNESS WHEREOF, we have hereunto set our hands this 19 day of December, 2007.


John S. Creamer, Jr.


Mike Gudell


Cindy Wolford


Michelle Pittman

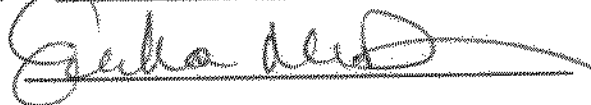

Bruce J. Wilson


Christy J. Kosser

THE STATE OF TEXAS:
COUNTY OF BASTROP:

Before me, the undersigned Notary Public, on this day personally appeared John S. Creamer, Jr., Mike Gudell, Cindy Wolford, Michelle Pittman, Bruce J. Wilson, and Christy J. Kosser, Directors of the Tahitian Village Property Owners' Association, Inc., and under oath, acknowledged to me that they executed the foregoing document as an incorporator and that the statements therein confirmed are true.

SWORN TO AND SUBSCRIBED before me this 19 day of December, 2007.



Notary Public in and for Bastrop County, Texas

