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SHERRY WITT
REGISTER OF DEEDS
KNOX COUNTY

**SECOND AMENDMENT TO
MASTER DEED OF WOODLANDS OF KNOXVILLE
HORIZONTAL PROPERTY REGIME
a condominium development
in Knox County, Tennessee**

THIS Second Amendment to Master Deed of Woodlands of Knoxville is made this the 3rd day of October, 2007 by The Woodlands of Knoxville II, L.L.C. as successor in interest to The Woodlands of Knoxville, L.L.C., as Developer and is made for the purpose of amending the Master Deed of Woodlands of Knoxville Horizontal Property Regime.

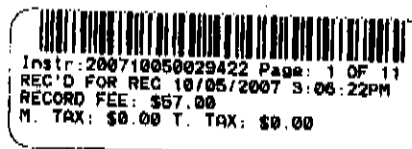
POOR ORIGINAL

WITNESSETH:

WHEREAS, The Woodlands of Knoxville, L.L.C. submitted certain real property in Knox County, Tennessee, containing one hundred forty three (143) residential units and one (1) commercial unit to the condominium form of ownership pursuant to the Master Deed of Woodlands of Knoxville Horizontal Property Regime, an expandable condominium, said Master Deed being dated June 6, 2006, and being recorded as Instrument No. 200607140003926, pages 1-93, in the Register of Deeds of Knox County, Tennessee (the "Master Deed"); and

WHEREAS, The Woodlands of Knoxville, L.L.C. transferred, sold and assigned all of its right, title and interest as Developer to The Woodlands of Knoxville II, L.L.C.; and

WHEREAS, The Woodlands of Knoxville II, L.L.C. executed a First Amendment to Master Deed of Woodlands of Knoxville Horizontal Property Regime, dated July 23, 2007, and being recorded as Instrument No. 200707240007213, pages 1-28, in the Register of Deeds of Knox County, Tennessee (the "First Amendment"); and



WHEREAS, the Master Deed and First Amendment contain an Exhibit F, Schedule of Percentage Interests, which Exhibit lists all buildings and the respective units contained therein; and

WHEREAS, through inadvertence, units in Building 7, Building 10 and Building 11 are improperly identified.

THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, said Declaration is amended as follows:

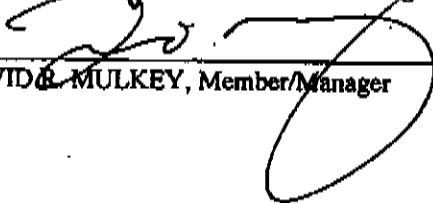
1. Exhibit F as contained in the Master Deed and the First Amendment is amended as shown on the Exhibit F attached hereto and incorporated herein.

2. Except as modified herein, The Woodlands of Knoxville II, L.L.C., hereby ratifies and republishes all provisions of the Master Deed and the First Amendment. Should there be a conflict between the Master Deed as amended by the First Amendment and this Second Amendment, this Second Amendment to Master Deed shall control and the Master Deed shall be interpreted as if this Amendment were originally a part thereof.

IN WITNESS WHEREOF, the duly authorized members of The Woodlands of Knoxville II, L.L.C. have set their hands and affixed their seals to this Second Amendment on the date and year first above written.

THE WOODLANDS OF KNOXVILLE II, L.L.C.

By:  _____ (SEAL)
THOMAS W. SCOTT, III, Member/Manager

By:  _____ (SEAL)
DAVID R. MULKEY, Member/Manager

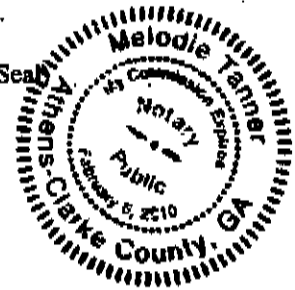
STATE OF GEORGIA
COUNTY OF CLARKE

Personally appeared before me the undersigned authority, a Notary Public in and for said State and County, David R. Mulkey, with whom I am personally acquainted and who, upon oath, acknowledged that such person is a Member of The Woodlands of Knoxville II, L.L.C., the within named bargainor, a limited liability company which is member managed, and that such person as such Member executed the foregoing instrument for the purposes therein contained, by personally signing the name of the limited liability company as Member

Witness my hand and official seal at office this the 3 day of October, 2007.

Melodie Tanner
Notary Public

(Seal)



My commission expires:

Feb 6, 2010

STATE OF GEORGIA
COUNTY OF CLARKE

Personally appeared before me the undersigned authority, a Notary Public in and for said State and County, Thomas W. Scott, III, with whom I am personally acquainted and who, upon oath, acknowledged that such person is a Member of The Woodlands of Knoxville II, L.L.C., the within named bargainor, a limited liability company which is member managed, and that such person as such Member executed the foregoing instrument for the purposes therein contained, by personally signing the name of the limited liability company as Member

Witness my hand and official seal at office this the 3 day of October, 2007.

Melodie Tanner
Notary Public

(Seal)

My commission expires:

Feb 6, 2010

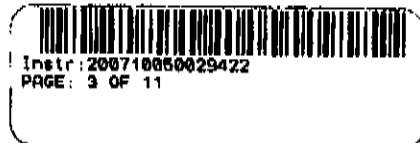


EXHIBIT F

SCHEDULE OF PERCENTAGE INTERESTS

Building 1

3826 Cherokee Woods Way

Unit 101	3 Bedroom Flat	0.003268
Unit 102	3 Bedroom Flat	0.003268
Unit 103	3 Bedroom Flat	0.003268
Unit 201	3 Bedroom townhouse	0.003268
Unit 202	3 Bedroom townhouse	0.003268
Unit 203	3 Bedroom townhouse	0.003268
Unit 204	3 Bedroom townhouse	0.003268
Unit 205	3 Bedroom townhouse	0.003268
Unit 206	3 Bedroom townhouse	0.003268

Building 2

3831 Cherokee Woods Way

Unit 101	3 Bedroom Flat	0.003268
Unit 102	3 Bedroom Flat	0.003268
Unit 103	3 Bedroom Flat	0.003268
Unit 201	3 Bedroom Townhouse	0.003268
Unit 202	3 Bedroom Townhouse	0.003268
Unit 203	3 Bedroom Townhouse	0.003268
Unit 204	3 Bedroom Townhouse	0.003268
Unit 205	3 Bedroom Townhouse	0.003268
Unit 206	3 Bedroom Townhouse	0.003268

Building 3

3950 Cherokee Woods Way

Unit 101	2 Bedroom Townhouse	0.002179
Unit 102	2 Bedroom Flat	0.002179
Unit 103	2 Bedroom Flat	0.002179
Unit 104	2 Bedroom Flat	0.002179
Unit 105	2 Bedroom Flat	0.002179
Unit 106	2 Bedroom Flat	0.002179
Unit 107	2 Bedroom Flat	0.002179
Unit 201	2 Bedroom Townhouse	0.002179
Unit 202	2 Bedroom Townhouse	0.002179
Unit 203	2 Bedroom Townhouse	0.002179
Unit 204	2 Bedroom Townhouse	0.002179
Unit 205	2 Bedroom Townhouse	0.002179
Unit 206	2 Bedroom Townhouse	0.002179
Unit 207	2 Bedroom Townhouse	0.002179
Unit 208	2 Bedroom Townhouse	0.002179
Unit 209	2 Bedroom Townhouse	0.002179
Unit 210	2 Bedroom Townhouse	0.002179

Building 4

2915 Cherokee Woods Way

Unit 101	2 Bedroom Townhouse	0.002179
Unit 102	2 Bedroom Flat	0.002179
Unit 103	2 Bedroom Flat	0.002179



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Unit 104	2 Bedroom Flat	0.002179
Unit 105	2 Bedroom Flat	0.002179
Unit 106	2 Bedroom Flat	0.002179
Unit 107	2 Bedroom Flat	0.002179
Unit 201	2 Bedroom Townhouse	0.002179
Unit 202	2 Bedroom Townhouse	0.002179
Unit 203	2 Bedroom Townhouse	0.002179
Unit 204	2 Bedroom Townhouse	0.002179
Unit 205	2 Bedroom Townhouse	0.002179
Unit 206	2 Bedroom Townhouse	0.002179
Unit 207	2 Bedroom Townhouse	0.002179
Unit 208	2 Bedroom Townhouse	0.002179
Unit 209	2 Bedroom Townhouse	0.002179
Unit 210	2 Bedroom Townhouse	0.002179

Building 5

3940 Cherokee Woods Way

Unit 101	3 Bedroom Flat	0.003268
Unit 102	3 Bedroom Flat	0.003268
Unit 103	3 Bedroom Flat	0.003268
Unit 201	3 Bedroom Townhouse	0.003268
Unit 202	3 Bedroom Townhouse	0.003268
Unit 203	3 Bedroom Townhouse	0.003268
Unit 204	3 Bedroom Townhouse	0.003268
Unit 205	3 Bedroom Townhouse	0.003268
Unit 206	3 Bedroom Townhouse	0.003268

Building 6

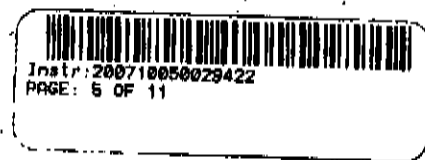
3921 Cherokee Woods Way

Unit 101	3 Bedroom Flat	0.003268
Unit 102	3 Bedroom Flat	0.003268
Unit 103	3 Bedroom Flat	0.003268
Unit 201	3 Bedroom Townhouse	0.003268
Unit 202	3 Bedroom Townhouse	0.003268
Unit 203	3 Bedroom Townhouse	0.003268
Unit 204	3 Bedroom Townhouse	0.003268
Unit 205	3 Bedroom Townhouse	0.003268
Unit 206	3 Bedroom Townhouse	0.003268

Building 7

3914 Cherokee Woods Way

Unit 101	3 Bedroom Flat	0.003268
Unit 102	3 Bedroom Flat	0.003268
Unit 103	3 Bedroom Flat	0.003268
Unit 104	3 Bedroom Flat	0.003268
Unit 105	3 Bedroom Flat	0.003268
Unit 106	3 Bedroom Flat	0.003268
Unit 201	3 Bedroom Townhouse	0.003268
Unit 202	3 Bedroom Townhouse	0.003268
Unit 203	3 Bedroom Townhouse	0.003268
Unit 204	3 Bedroom Townhouse	0.003268
Unit 205	3 Bedroom Townhouse	0.003268



Unit 206	3 Bedroom Townhouse	0.003268
Unit 207	3 Bedroom Townhouse	0.003268
Unit 208	3 Bedroom Townhouse	0.003268
Unit 209	3 Bedroom Townhouse	0.003268
Unit 210	3 Bedroom Townhouse	0.003268
Unit 211	3 Bedroom Townhouse	0.003268
Unit 212	3 Bedroom Townhouse	0.003268

Building 8

3918 Cherokee Woods Way

Unit 101	2 Bedroom Flat	0.002179
Unit 102	2 Bedroom Flat	0.002179
Unit 103	2 Bedroom Flat	0.002179
Unit 104	2 Bedroom Flat	0.002179
Unit 105	2 Bedroom Flat	0.002179
Unit 201	2 Bedroom Townhouse	0.002179
Unit 202	2 Bedroom Townhouse	0.002179
Unit 203	2 Bedroom Townhouse	0.002179
Unit 204	2 Bedroom Townhouse	0.002179
Unit 205	2 Bedroom Townhouse	0.002179
Unit 206	2 Bedroom Townhouse	0.002179
Unit 207	2 Bedroom Townhouse	0.002179
Unit 208	2 Bedroom Townhouse	0.002179
Unit 209	2 Bedroom Townhouse	0.002179
Unit 210	2 Bedroom Townhouse	0.002179

Building 9

3922 Cherokee Woods Way

Unit 101	4 Bedroom Garden	0.004357
Unit 102	4 Bedroom Garden	0.004357
Unit 103	4 Bedroom Garden	0.004357
Unit 104	4 Bedroom Garden	0.004357
Unit 201	4 Bedroom Garden	0.004357
Unit 202	4 Bedroom Garden	0.004357
Unit 203	4 Bedroom Garden	0.004357
Unit 204	4 Bedroom Garden	0.004357
Unit 301	2 Bedroom Garden	0.002179
Unit 302	2 Bedroom Garden	0.002179
Unit 303	2 Bedroom Garden	0.002179
Unit 304	2 Bedroom Garden	0.002179

Building 10

3930 Cherokee Woods Way

Unit 101	4 Bedroom Garden	0.004357
Unit 102	4 Bedroom Garden	0.004357
Unit 201	4 Bedroom Garden	0.004357
Unit 202	4 Bedroom Garden	0.004357
Unit 203	4 Bedroom Garden	0.004357
Unit 204	4 Bedroom Garden	0.004357
Unit 301	4 Bedroom Garden	0.004357
Unit 302	4 Bedroom Garden	0.004357
Unit 303	4 Bedroom Garden	0.004357



Unit 304	4 Bedroom Garden	0.004357
Unit 401	2 Bedroom Garden	0.002179
Unit 402	2 Bedroom Garden	0.002179
Unit 403	2 Bedroom Garden	0.002179
Unit 404	2 Bedroom Garden	0.002179

Building 11

3934 Cherokee Woods Way

Unit 101	4 Bedroom Garden	0.004357
Unit 102	4 Bedroom Garden	0.004357
Unit 201	4 Bedroom Garden	0.004357
Unit 202	4 Bedroom Garden	0.004357
Unit 203	4 Bedroom Garden	0.004357
Unit 204	4 Bedroom Garden	0.004357
Unit 301	4 Bedroom Garden	0.004357
Unit 302	4 Bedroom Garden	0.004357
Unit 303	4 Bedroom Garden	0.004357
Unit 304	4 Bedroom Garden	0.004357
Unit 401	2 Bedroom Garden	0.002179
Unit 402	2 Bedroom Garden	0.002179
Unit 403	2 Bedroom Garden	0.002179
Unit 404	2 Bedroom Garden	0.002179

Building 12

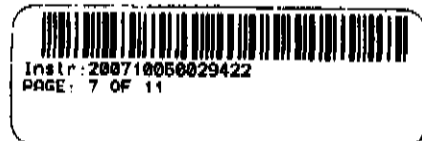
1122 Tree Top Way

Unit 1201	4 Bedroom Garden	0.004357
Unit 1202	4 Bedroom Garden	0.004357
Unit 1211	4 Bedroom Garden	0.004357
Unit 1212	4 Bedroom Garden	0.004357
Unit 1213	4 Bedroom Garden	0.004357
Unit 1214	4 Bedroom Garden	0.004357
Unit 1221	4 Bedroom Garden	0.004357
Unit 1222	4 Bedroom Garden	0.004357
Unit 1223	4 Bedroom Garden	0.004357
Unit 1224	4 Bedroom Garden	0.004357
Unit 1231	2 Bedroom Garden	0.002179
Unit 1232	2 Bedroom Garden	0.002179
Unit 1233	2 Bedroom Garden	0.002179
Unit 1234	2 Bedroom Garden	0.002179

Building 13

1130 Tree Top Way

Unit 1301	4 Bedroom Garden	0.004357
Unit 1302	4 Bedroom Garden	0.004357
Unit 1311	4 Bedroom Garden	0.004357
Unit 1312	4 Bedroom Garden	0.004357
Unit 1313	4 Bedroom Garden	0.004357
Unit 1314	4 Bedroom Garden	0.004357
Unit 1321	4 Bedroom Garden	0.004357
Unit 1322	4 Bedroom Garden	0.004357
Unit 1323	4 Bedroom Garden	0.004357
Unit 1324	4 Bedroom Garden	0.004357



Unit 1331	2 Bedroom Garden	0.002179
Unit 1332	2 Bedroom Garden	0.002179
Unit 1333	2 Bedroom Garden	0.002179
Unit 1334	2 Bedroom Garden	0.002179

Building 14

1121 Tree Top Way

Unit 1411	3 Bedroom Flat	0.003268
Unit 1412	3 Bedroom Flat	0.003268
Unit 1413	3 Bedroom Flat	0.003268
Unit 1414	3 Bedroom Flat	0.003268
Unit 1415	3 Bedroom Flat	0.003268
Unit 1416	3 Bedroom Flat	0.003268
Unit 1421	3 Bedroom Townhouse	0.003268
Unit 1422	3 Bedroom Townhouse	0.003268
Unit 1423	3 Bedroom Townhouse	0.003268
Unit 1424	3 Bedroom Townhouse	0.003268
Unit 1425	3 Bedroom Townhouse	0.003268
Unit 1426	3 Bedroom Townhouse	0.003268
Unit 1427	3 Bedroom Townhouse	0.003268
Unit 1428	3 Bedroom Townhouse	0.003268
Unit 1429	3 Bedroom Townhouse	0.003268
Unit 1430	3 Bedroom Townhouse	0.003268
Unit 1431	3 Bedroom Townhouse	0.003268
Unit 1432	3 Bedroom Townhouse	0.003268

Building 15

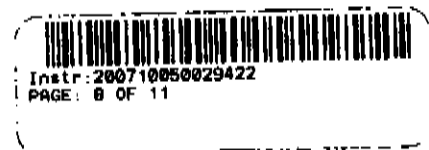
1106 Tree Top Way

Unit 1511	3 Bedroom Flat	0.003268
Unit 1512	3 Bedroom Flat	0.003268
Unit 1513	3 Bedroom Flat	0.003268
Unit 1514	3 Bedroom Flat	0.003268
Unit 1515	3 Bedroom Flat	0.003268
Unit 1516	3 Bedroom Flat	0.003268
Unit 1521	3 Bedroom Townhouse	0.003268
Unit 1522	3 Bedroom Townhouse	0.003268
Unit 1523	3 Bedroom Townhouse	0.003268
Unit 1524	3 Bedroom Townhouse	0.003268
Unit 1525	3 Bedroom Townhouse	0.003268
Unit 1526	3 Bedroom Townhouse	0.003268
Unit 1527	3 Bedroom Townhouse	0.003268
Unit 1528	3 Bedroom Townhouse	0.003268
Unit 1529	3 Bedroom Townhouse	0.003268
Unit 1530	3 Bedroom Townhouse	0.003268
Unit 1531	3 Bedroom Townhouse	0.003268
Unit 1532	3 Bedroom Townhouse	0.003268

Building 16

1100 Tree Top Way

1611	3 Bedroom Flat	0.003268
1612	3 Bedroom Flat	0.003268
1613	3 Bedroom Flat	0.003268
1614	3 Bedroom Flat	0.003268



1621	3 Bedroom Townhouse	0.003268
1622	3 Bedroom Townhouse	0.003268
1623	3 Bedroom Townhouse	0.003268
1624	3 Bedroom Townhouse	0.003268
1625	3 Bedroom Townhouse	0.003268
1626	3 Bedroom Townhouse	0.003268
1627	3 Bedroom Townhouse	0.003268
1628	3 Bedroom Townhouse	0.003268

Building 17

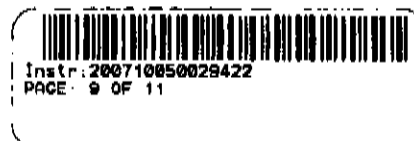
Unit 1711	3 Bedroom Flat	0.003268
Unit 1712	3 Bedroom Flat	0.003268
Unit 1713	3 Bedroom Flat	0.003268
Unit 1714	3 Bedroom Flat	0.003268
Unit 1715	3 Bedroom Flat	0.003268
Unit 1716	3 Bedroom Flat	0.003268
Unit 1721	3 Bedroom Townhouse	0.003268
Unit 1722	3 Bedroom Townhouse	0.003268
Unit 1723	3 Bedroom Townhouse	0.003268
Unit 1724	3 Bedroom Townhouse	0.003268
Unit 1725	3 Bedroom Townhouse	0.003268
Unit 1726	3 Bedroom Townhouse	0.003268
Unit 1727	3 Bedroom Townhouse	0.003268
Unit 1728	3 Bedroom Townhouse	0.003268
Unit 1729	3 Bedroom Townhouse	0.003268
Unit 1730	3 Bedroom Townhouse	0.003268
Unit 1731	3 Bedroom Townhouse	0.003268
Unit 1732	3 Bedroom Townhouse	0.003268

Building 18

1811	3 Bedroom Flat	0.003268
1812	3 Bedroom Flat	0.003268
1813	3 Bedroom Flat	0.003268
1814	3 Bedroom Flat	0.003268
1821	3 Bedroom Townhouse	0.003268
1822	3 Bedroom Townhouse	0.003268
1823	3 Bedroom Townhouse	0.003268
1824	3 Bedroom Townhouse	0.003268
1825	3 Bedroom Townhouse	0.003268
1826	3 Bedroom Townhouse	0.003268
1827	3 Bedroom Townhouse	0.003268
1828	3 Bedroom Townhouse	0.003268

Building 19

Unit 1901	4 Bedroom Garden	0.004357
Unit 1902	4 Bedroom Garden	0.004357
Unit 1911	4 Bedroom Garden	0.004357
Unit 1912	4 Bedroom Garden	0.004357
Unit 1913	4 Bedroom Garden	0.004357



Unit 1914	4 Bedroom Garden	0.004357
Unit 1921	4 Bedroom Garden	0.004357
Unit 1922	4 Bedroom Garden	0.004357
Unit 1923	4 Bedroom Garden	0.004357
Unit 1924	4 Bedroom Garden	0.004357
Unit 1931	2 Bedroom Garden	0.002179
Unit 1932	2 Bedroom Garden	0.002179
Unit 1933	2 Bedroom Garden	0.002179
Unit 1934	2 Bedroom Garden	0.002179

Building 20

3704 Spruce Ridge Way

Unit 2001	4 Bedroom Garden	0.004357
Unit 2002	4 Bedroom Garden	0.004357
Unit 2011	4 Bedroom Garden	0.004357
Unit 2012	4 Bedroom Garden	0.004357
Unit 2013	4 Bedroom Garden	0.004357
Unit 2014	4 Bedroom Garden	0.004357
Unit 2021	4 Bedroom Garden	0.004357
Unit 2022	4 Bedroom Garden	0.004357
Unit 2023	4 Bedroom Garden	0.004357
Unit 2024	4 Bedroom Garden	0.004357
Unit 2031	2 Bedroom Garden	0.002179
Unit 2032	2 Bedroom Garden	0.002179
Unit 2033	2 Bedroom Garden	0.002179
Unit 2034	2 Bedroom Garden	0.002179

Building 21

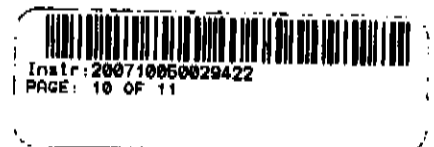
3708 Spruce Ridge Way

Unit 2101	4 Bedroom Garden	0.004357
Unit 2102	4 Bedroom Garden	0.004357
Unit 2111	4 Bedroom Garden	0.004357
Unit 2112	4 Bedroom Garden	0.004357
Unit 2113	4 Bedroom Garden	0.004357
Unit 2114	4 Bedroom Garden	0.004357
Unit 2121	4 Bedroom Garden	0.004357
Unit 2122	4 Bedroom Garden	0.004357
Unit 2123	4 Bedroom Garden	0.004357
Unit 2124	4 Bedroom Garden	0.004357
Unit 2131	2 Bedroom Garden	0.002179
Unit 2132	2 Bedroom Garden	0.002179
Unit 2133	2 Bedroom Garden	0.002179
Unit 2134	2 Bedroom Garden	0.002179

Building 22

3720 Spruce Ridge Way

Unit 2201	4 Bedroom Garden	0.004357
Unit 2202	4 Bedroom Garden	0.004357
Unit 2211	4 Bedroom Garden	0.004357
Unit 2212	4 Bedroom Garden	0.004357
Unit 2213	4 Bedroom Garden	0.004357



Unit 2214	4 Bedroom Garden	0.004357
Unit 2221	4 Bedroom Garden	0.004357
Unit 2222	4 Bedroom Garden	0.004357
Unit 2223	4 Bedroom Garden	0.004357
Unit 2224	4 Bedroom Garden	0.004357
Unit 2231	2 Bedroom Garden	0.002179
Unit 2232	2 Bedroom Garden	0.002179
Unit 2233	2 Bedroom Garden	0.002179
Unit 2234	2 Bedroom Garden	0.002179

1.00

Commercial Unit is not assigned a percentage interest but shall pay the same as a 4 bedroom unit.

