

STATE OF ALABAMA)

SHELBY COUNTY)

1700

AMENDMENT TO PROTECTIVE COVENANTS

RECITALS:

(a) The Five T's, Inc., a corporation, imposed certain protective covenants (the "Protective Covenants") on that portion of certain property owned by Five T's, Inc., as described in instrument recorded in Book 2, Page 298, Office of the Judge of Probate of Shelby County, Alabama, as amended and corrected by instrument recorded in Book 16, Page 768, said probate office.

(b) The Five T's herewith sold the subject property to John H. Bankhead & Company, Inc. and Trimm Building Corporation, Inc., whereupon the new owners amended and modified the Protective Covenants by instrument recorded in Book 22, Page 598.

(c) John H. Bankhead & Company, Inc. and Trimm Building Corporation, Inc. thereafter sold the subject property to Albert F. Thomasson d/b/a AFTCO Properties whereupon those parties filed an Amendment to Restrictive Covenants recorded in Book 3, Page 717, said probate office, as re-recorded in Book 5, Page 815 said probate office.

(d) At the time the last Amendment was prepared and filed on record, the new owner, AFTCO Properties, Inc., owned other adjacent properties acquired from other sources.

(e) AFTCO Properties, Inc. has previously transferred an undivided one-half interest in the property, subject to the Protective Covenants, to Aronov Developers, Inc.

(f) AFTCO Properties, Inc. and Aronov Developers, Inc. have contemporaneously herewith transferred and conveyed the subject property subject to the Protective Covenants into Southlake Properties.

(g) To the extent that AFTCO Properties, Inc. has designated members of the committee to carry forth the purposes described in the Protective Covenants, AFTCO Properties has caused those members to resign.

(h) The new owner, Southlake Properties, wishes to designate a new committee to carry forth the purposes described in the Protective Covenants.

NOW, THEREFORE, in consideration of the premises and the mutual benefit to each of the said parties, the undersigned parties do hereby agree to modify the Protective Covenants and specifically do hereby modify each of said Protective Covenants in the following respects:

1. AFTCO Properties, Inc. and Aronov Developers, Inc. hereby certify that the Amendment to Protective Covenants recorded in Book 3, Page 717, as re-recorded in Book 5, Page 815, was intended merely to reflect a change in the membership of the committee established under the Protective Covenants, and was not intended to in any other way modify, amend or otherwise alter the Protective Covenants then in force. Specifically, the parties by executing such amendment to Protective Covenants in no way intended the scope of the Protective Covenants to be extended to any property other than that property to which the Protective Covenants were imposed pursuant to the original documents, and only to the extent that the Five T's, Inc. owned

the property at that time. The parties in no way intended by executing the Amendment to Restrictive Covenants or any other document to impose the Protective Covenants on any other covenants or restrictions on any property then owned by the undersigned other than that property to which the Protective Covenants were originally imposed pursuant to the original instruments.

2. Albert F. Thomasson, president of AFTCO Properties, Inc., hereby resigns as a member of the committee established under the Protective Covenants.

3. Southlake Properties, as the new owner of that property upon which the Protective covenants is imposed, hereby appoints Herbert Scheuer, Jake F. Aronov, Still Hunter and Harold W. Ripps as members of the committee to carry forth the purposes described in the Protective Covenants.

IN WITNESS WHEREOF, AFTCO Properties, Inc., a corporation, Aronov Developers, Inc. a corporation, Rime Developers, Inc., a corporation, and Southlake Properties, a general partnership, have caused this instrument to be executed in the name of said corporations and partnership by their officers and partners duly authorized hereunto.

This 28th day of April, 1986.

AFTCO Properties, INC.

By: Albert F. Thomasson
ALBERT F. THOMASSON, President

ARONOV DEVELOPERS, INC.

By: Jake F. Aronov
JAKE F. ARONOV, PRESIDENT

SOUTHLAKE PROPERTIES, a partnership

By: ARONOV DEVELOPERS, INC.

By: Jake F. Aronov
JAKE F. ARONOV, PRESIDENT

By: RIME DEVELOPERS, INC.

By: Harold W. Ripps
HAROLD W. RIPPS, PRESIDENT

Albert F. Thomasson
ALBERT F. THOMASSON, INDIVIDUALLY

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STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that ALBERT F. THOMASSON, whose name as President of AFTCO Properties, Inc., an Alabama corporation, is signed to the foregoing Amendment and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment, he, in his capacity as such President and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand this the 28th day of April, 1986.

Kathy J. Owens
Notary Public
My Commission Expires: 12/27/88

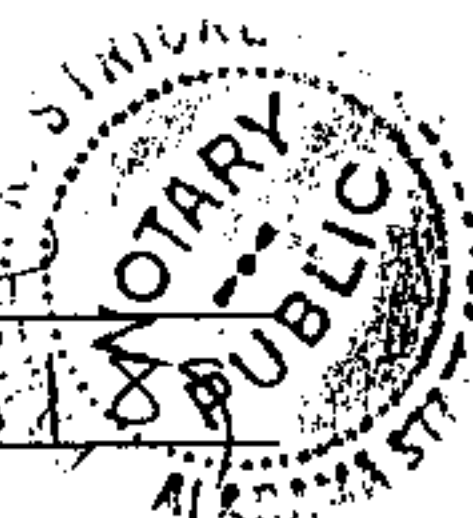
STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that JAKE F. ARONOV, whose name as President of Aronov Developers, Inc., an Alabama corporation, is signed to the foregoing Amendment and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment, he, in his capacity as such President and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand this the 28th day of April, 1986.

Paula S. Sledge
Notary Public
My Commission Expires: 4/1/88



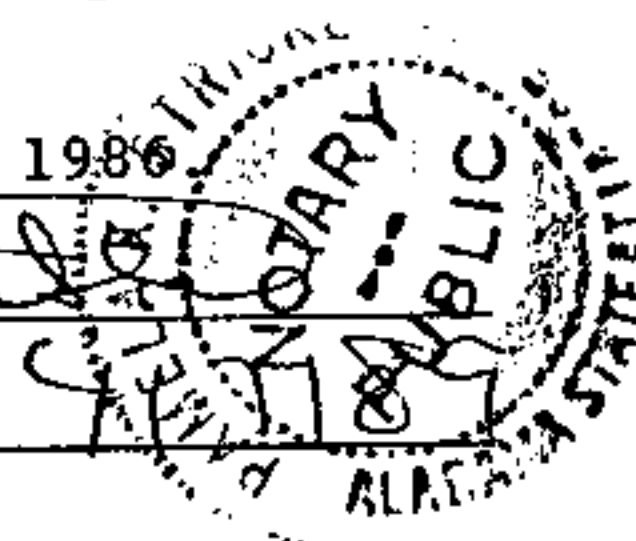
STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that HAROLD W. RIPPS whose name as President of Rime Developers, Inc., a corporation, as general partner of Southlake Properties, a general partnership, is signed to the foregoing Amendment, and who is known to me, acknowledged before me on this day, that being informed of the contents of said Amendment, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as general partner as aforesaid.

Given under my hand this the 28th day of April, 1986.

Paula S. Sledge
Notary Public
My Commission Expires: 4/1/88



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STATE OF ALABAMA)

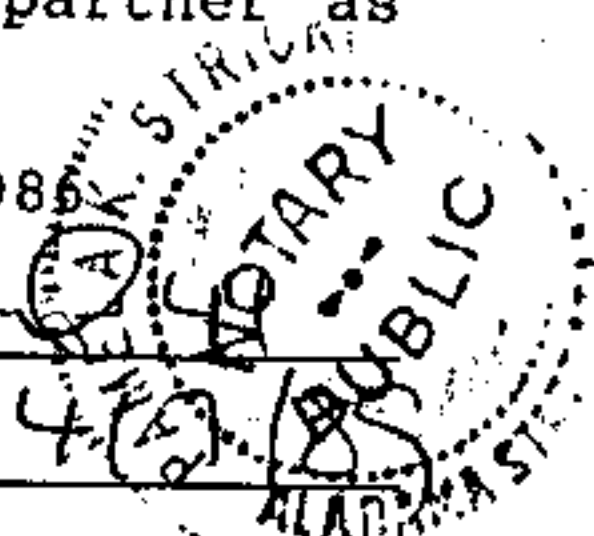
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that JAKE F. ARONOV whose name as President of Aronov Developers, Inc., a corporation, as general partner of Southlake Properties, a general partnership, is signed to the foregoing Amendment, and who is known to me, acknowledged before me on this day, that being informed of the contents of said Amendment, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as general partner as aforesaid.

Given under my hand this the 28th day of April, 1986

Janet S. Sibley
Notary Public

My Commission Expires: 4/27/88



STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that ALBERT F. THOMASSON, whose name is signed to the foregoing Amendment, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment, he executed the same voluntarily on the day the same bears date.

Given under my hand this 28th day of April, 1986.

Kathy J. Owens
Notary Public

My Commission Expires: 12/27/88

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5659D

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1986 APR 29 AM 8:47

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

RECORDING FEES

Recording Fee	\$ <u>10.00</u>
Index Fee	<u>1.00</u>
TOTAL	\$ <u>11.00</u>