

This instrument was prepared by: Jack P. Stephenson, Jr.
420 N. 20th Street, Suite 3000
Birmingham, Alabama 35203

STATE OF ALABAMA)
COUNTY OF SHELBY)

SUPPLEMENTARY DECLARATION OF
PROTECTIVE COVENANTS OF
BROOK HIGHLAND, A RESIDENTIAL SUBDIVISION
TWENTY-FIRST SECTOR, PHASE II

KNOW ALL MEN BY THESE PRESENTS THAT,

WHEREAS, Eddleman & Associates, an Alabama general partnership has previously filed a Declaration of Protective Covenants and Agreements in the Probate Office of Shelby County, Alabama, in Real 194, at page 254, (the "Original Declaration") for the benefit of certain real property situated in Shelby County, Alabama, which is part of a residential subdivision known as Brook Highland, A Residential Subdivision, and which is more particularly described in the Plats of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Twentieth, Ninth, Tenth (First Phase), Tenth (Second Phase) and Twenty-First Sectors of Brook Highland, as respectively recorded in Map Book 12, at pages 62 A & B, 63 A & B, and 64 A & B, Map Book 13 at pages 12, 36 A & B, and 99 A & B, Map Book 14 at page 71 and 83 A & B, Map Book 15 at pages 50 A & B, 105 and 106, Map Book 16 at pages 76, 96, and 148, Map Book 17 at pages 63 and 108, and Map Book 18 at pages 36 A & B, and 52 A & B, in the Probate Office of Shelby County, Alabama;

CLAYTON I. SWEENEY, ATTORNEY AT LAW

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SHELBY COUNTY JUDGE OF PROBATE
007 MCD 24.50

Inst # 1994-29497

WHEREAS, AmSouth Bank, N.A. as Ancillary Trustee for NationsBank of North Carolina, N.A. as Trustee for the Public Employees Retirement System of Ohio, and Eddleman Properties, Inc. (hereinafter referred to as "Declarants") own certain additional real property (the "Subject Property") situated in Shelby County, Alabama, which is proposed to be developed as part of Brook Highland, and which is more particularly described in the Plat of Brook Highland 21st Sector, Phase II, as recorded in Map Book 18 at page 129 in the Probate Office of Shelby County, Alabama;

WHEREAS, the Declarants desire to submit the Subject Property to the Original Declaration in accordance with and pursuant to Section 2.02 of the Original Declaration which permits the owners of any property, with the approval in writing of the Association (as defined in the Original Declaration), to submit such property to the Original Declaration by filing a Supplementary Declaration to that effect in the Office of the Judge of Probate of Shelby County, Alabama;

NOW THEREFORE, the Declarants, together with Brook Highland Homeowners' Association, Inc. (the "Association") do, upon the recording hereof, declare and make the Subject Property and any portion thereof subject to the covenants, conditions, restrictions, uses, limitations and affirmative obligations of the Original Declaration, as heretofore amended and as amended hereby, all of which are declared to be in furtherance of a plan for the use and improvement of the Subject Property in a desirable and uniform manner suitable in architectural design and for the enforcement of

such uniform standards and the maintenance and preservation of the common amenities within the property subject to the Original Declaration.

ARTICLE I

The Declarants hereby reaffirm and restate the terms and provisions of the Original Declaration as amended and/or supplemented by the instruments recorded in Book 228 at Page 882, Book 228 at page 886, Book 255 at page 131, Real 263, page 604, Real 311, page 78, Real 317, page 767, Real 353, page 969, Real 380, page 623, and Real 380, page 627, and Instrument No. 1992-16104, Instrument No. 1992-20484, Instrument No. 1993-01877, Instrument No. 1993-18798, Instrument No. 1993-31073, Instrument No. 1994-06901, and Instrument No. 1994-09886, in the Probate Office of Shelby County, Alabama, in their entirety without any change whatsoever, except as follows:

1. The legal description of the property subject to the Original Declaration in Section 2.01 thereof is hereby amended to include the Subject Property.

2. The Original Declaration as heretofore amended is hereby further amended in the following respects with respect to the Subject Property:

Article VII of the Original Declaration is hereby amended with respect to the Subject Property only to modify the restrictions on the size of the residential dwellings to be constructed on Lots within the Subject Property by adding the following as Section 7.03(g) thereof.

(g) Notwithstanding the provisions of Section 7.03(c) above, each main residential building (exclusive of open porches, garages, basements and carports) in the Twenty-First Sector, Phase II, of Brook Highland according to the plat thereof recorded in Map Book 18, page 129, in the Probate Office of Shelby County, Alabama (the "Second Phase of the Twenty-First Sector") shall be subject to the following minimum size requirements: not less than 2500 square feet on the ground floor of any one-story building; not less than a total 3000 square feet for any 1-1/2 story building with a minimum of 2000 square feet being on the ground floor thereof; and not less than 3000 square feet in the case of a 2-story building with a minimum of 1500 square feet being on the ground floor thereof.

ARTICLE II

Declarants hereby declare that said provisions of the Original Declaration as so amended shall run with the land and be binding upon, and shall inure to the benefit of, the Subject Property and all parties having or acquiring any right, title or interest in and to the Subject Property or any part thereof, and their successors in interest.

ARTICLE III

Notwithstanding anything contained herein to the contrary, (i) any submission of the Subject Property to the Original Declaration by Declarants hereunder and (ii) any amendment, declaration, covenant, representation or warranty made by Declarants hereunder is not made by Declarants collectively, but rather is made solely

by each individual Declarant with respect to the portion of the Subject Property which each individual Declarant owns.

ARTICLE IV

The Association has joined in the execution of this Supplementary Declaration for the purpose of evidencing its written approval of the submission of the Subject Property to the Original Declaration as herein provided and does hereby authorize the filing of this Supplementary Declaration with the Office of the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, the undersigned have caused this Declaration to be executed as of the 14th day of July, 1994.

DECLARANTS:

AMSOUTH BANK N.A., as Ancillary
Trustee for NationsBank of North
Carolina N.A., as Trustee for the
Public Employees Retirement System
of Ohio

By: [Signature]
Its: Vice President & Trust Officer

EDDLEMAN PROPERTIES, INC.

By: [Signature]
Its: PRESIDENT

BROOK HIGHLAND HOMEOWNERS'
ASSOCIATION, INC.

By:

Douglas D Eddleman
Its: PRESIDENT

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John A Bastwick, whose name as Vice President & Trust Officer of AmSouth Bank, N.A., a national banking association, as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio, is signed to the foregoing Supplementary Declaration of Protective Covenants, and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing Supplementary Declaration of Protective Covenants, he, as such officer and with full authority, executed the same voluntarily for and as the act of said national banking association acting in its capacity as Ancillary Trustee as aforesaid.

Given under my hand and official seal of office this 14th day of July, 1994.

Dori Benfield
Notary Public
My Commission Expires: 4-21-97

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Douglas D Eddleman, whose name as President of Eddleman Properties, Inc., an Alabama corporation, is signed to the foregoing Supplementary Declaration of Protective Covenants, and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing Supplementary Declaration of Protective Covenants, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal of office this 14th day of July, 1994.

Dori Benfield
Notary Public
My Commission Expires: 4-21-97

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State hereby certify that Douglas D Eddleman, whose name as President of Brook Highland Homeowners' Association, Inc., an Alabama nonprofit corporation, is signed to the foregoing Supplementary Declaration of Protective Covenants, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Supplementary Declaration of Protective Covenants, he as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal of office this 14th day of July, 1994.

Debi Benfield
Notary Public
My Commission Expires: 4-21-97

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