

DECLARATION OF ANNEXATION AND MERGER

AGREEMENT made this 8 day of January, 1998, by and among Marty Byrom, LLC, Vance G. Blackburn, M.D., Douglas O. Moore, M.D., and Valleydale Professional Center Owners' Association, Inc., to further modify, amend and supplement that certain Agreement, i.e., "Valleydale Professional Center Agreement", recorded in Real Book 255, Page 345 in the Probate Office of Shelby County, Alabama, and

WHEREAS, Vance G. Blackburn, M.D., acquired Lot 1 of said Valleydale Professional Center in 1989 as evidenced by deed recorded in Real Book 265, Page 376, and later corrected by corrective deed recorded in Real Book 274, Page 590, and later on to-wit, March 7, 1996, conveying his interest in and to subject property to Vance G. Blackburn, M.D. and Douglas O. Moore, M.D. as joint tenants and said deed being recorded as Instrument #1996-07749 in the Probate Office of Shelby County, Alabama, and they have retained ownership until the present time, and

WHEREAS, Marty Byrom, LLC has since the above-recited Agreement, acquired a portion of property included in the original Valleydale Professional Center as recorded in Plat Book 13, Page 113, in the Probate Office of Shelby County, Alabama, i.e., Lot 2 of said Valleydale Professional Center, recorded as Instrument #1994-34246 in the Probate Office of Shelby County, Alabama, and

WHEREAS, Marty Byrom, LLC has since the above-recited Agreement, acquired additional property adjacent to the original Valleydale Professional Center and intends to improve said property and to submit, annex and subject said acquired property to said Valleydale Professional Center Agreement, submitting annexing and subjecting a portion thereof as "Common Areas" which shall be hereafter described and denominated as such on the survey of said property prepared by Laurence Weygand, Weygand Surveyors, Inc., and which is filed as Instrument # 1998-00658 as the Record Map of Valleydale Professional Center, 1st Addition, in the Probate Office of Shelby County, Alabama. A portion of said property, i.e., that is shown, described and denominated as "Common Area" shall be conveyed by deed to the Valleydale Professional Center Owners' Association, Inc., said Common Areas to be dedicated and used inter alia for ingress, egress, parking as established and maintained, utility transmission and maintenance, and for other uses and purposes as heretofore provided for in the Valleydale Professional Center Agreement, as amended, and hereafter provided for by and designated on the Record Map of Valleydale Professional Center, 1st Addition, and further agreement of the parties; and

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SHELBY COUNTY JUDGE OF PROBATE  
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Inst # 1998-00658

WHEREAS, the remaining property, i.e., Lots 3, 4 and 5 as denominated and described on the Record Map of Valleydale Professional Center, 1st Addition, as recorded as Instrument # 1998-00654 in the Probate Office of Shelby County, Alabama, shall be retained by Marty Byrom, LLC, in fee simple but nevertheless subject to the covenants and restrictions of the Valleydale Professional Center Agreement as amended, and

NOW THEREFORE, in order to further expand and enhance the Valleydale Professional Center and provide for Common Areas to benefit all the Parties and Owners of the Valleydale Professional Center Property, to provide for the control and restricted use of the property contained therein and use thereof, Marty Byrom, LLC hereby subjects, submits and annexes to the Valleydale Professional Center, the property described and attached hereto as Exhibit "A", and the said Marty Byrom, LLC, Vance G. Blackburn, M.D., Douglas O. Moore, M.D. and the Valleydale Professional Center Owners' Association, Inc., hereby approve, consent, accept and ratify the foregoing amendments and actions taken by this document.

ATTEST:

MARTY BYROM, LLC

BY: Vance Blackburn  
Its Secretary

BY: Marty Byrom  
Its Pres.

Vance G. Blackburn  
VANCE G. BLACKBURN, M.D.

Douglas O. Moore  
DOUGLAS O. MOORE, M.D.

VALLEYDALE PROFESSIONAL CENTER  
OWNERS' ASSOCIATION, INC.

BY: Vance Blackburn  
Its Secretary

BY: Marty Byrom  
Its Pres.

STATE OF ALABAMA

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JEFFERSON COUNTY

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I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Marty Byrom, whose name as Member of Marty Byrom, LLC, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, 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 this the 8 day of January, 1998.

Celia L. Shephard  
Notary Public

[NOTARIAL SEAL]

My Commission expires: Dec 4, 2000

STATE OF ALABAMA

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JEFFERSON COUNTY

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

Given under my hand and official seal this the 8th day of January, 1998.

Carol Sims  
Notary Public

[NOTARIAL SEAL]

My Commission expires: Oct 28, 2001

STATE OF ALABAMA

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JEFFERSON COUNTY

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

Given under my hand and official seal this the 8th day of January, 1998.

Carol J. Hines  
Notary Public

[NOTARIAL SEAL]

My Commission expires: Oct 28, 2001

STATE OF ALABAMA

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JEFFERSON COUNTY

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I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Marty Bryson, whose name as Pres. of Valleydale Professional Center Owners' Association, Inc., a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, 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 this the 8 day of January, 1998.

Celia J. Shepherd  
Notary Public

[NOTARIAL SEAL]

My Commission expires: Dec 4, 2000



EXHIBIT "A"

Part of the NW 1/4 of the SE 1/4 of Section 16, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Beginning at the most Northerly corner of Lot 2, Valleydale Professional Center, as recorded in the Office of the Judge of Probate Shelby County, Alabama, in Map Book 13 page 103, run in Southwesterly direction along the Northwest line of said Lot 2, and its Southwesterly extension thereof, for a distance of 148.58 feet to an existing iron pin; thence turn an angle to the left and run South 43 deg. 06 min. 03 sec. East for a distance of 19.24 feet to an existing cross cut in concrete and being the most Northerly corner of Lot 1 of said Subdivision; thence turn an angle to the right and run South 46 deg. 43 min. 28 sec. West for a distance of 87.00 feet to an existing iron pin being the most Westerly corner of said Lot 1; thence turn an angle to the right and run North 42 deg. 26 min. 43 sec. West for a distance of 35.47 feet to an existing iron pin; thence turn an angle to the right then run North 01 deg. 04 min. 16 sec. East for a distance of 62.07 feet to an existing old iron pin; thence turn an angle to the left and run North 38 deg. 00 min. 21 sec. West for a distance of 187.70 feet to an existing iron pin; thence turn an angle to the right and run North 47 deg. 59 min. 02 sec. East for a distance of 175.29 feet to an existing iron pin; thence turn an angle to the right and run South 33 deg. 06 min. 03 sec. East for a distance of 244.13 feet, more or less, to an existing iron pin being the point of beginning; being situated in Shelby County, Alabama.

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