

STATE OF ALABAMA)

SHELBY COUNTY)

AMENDMENT NO. 2 AND SUPPLEMENT NO. 2
TO
DECLARATION OF PROTECTIVE COVENANTS
FOR
HIDDEN CREEK

KNOW ALL MEN BY THESE PRESENTS that:

WHEREAS, Coales Branch, L.L.C., an Alabama limited liability company ("Developer") is the developer of certain land in Shelby County, Alabama (herein sometimes referred to as the "Subject Property"); and

WHEREAS, Developer established certain Protective Covenants with respect to the Subject Property as recorded as Instrument No. 1998-03074 in the office of the Judge of Probate of Shelby County, Alabama ("Protective Covenants"), as amended and supplemented by Amendment No. 1 and Supplement No. 1 recorded as Instrument No. 1998-23229 in the office of the Judge of Probate of Shelby County, Alabama ("Amendment No. 1"); and

WHEREAS, Developer desires to add additional land to the Protective Covenants and to amend these Protective Covenants as the Protective Covenants apply to the additional land as set forth herein.

NOW, THEREFORE, Developer does hereby declare that the additional land described in Section 1 below shall be a part of the "Subject Property" and shall hereafter be subject to the restrictions, conditions, exceptions, liens and protective covenants as set forth in the Protective Covenants, and that the Protective Covenants shall be amended as set forth in Section 2 below.

Section 1. Addition to the Subject Property. The land described on Exhibit "A" attached hereto, to be developed as Hidden Creek, Townhome II, is hereby added to the "Subject Property" and is subject to the restrictions, conditions, exceptions, liens and protective covenants set forth in the Protective Covenants.

Section 2. Amendment to Section 6.3. With respect to the additional land added to the "Subject Property" pursuant to Section 1 hereof, Section 6.3 of the Protective Covenants is deleted and does not apply to this additional land.

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Section 3. Effect of Supplement and Amendment. Except as supplemented and amended by this document, the Protective Covenants, as amended by Amendment No. 1, shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment No. 2 and Supplement No. 2 to Declaration of Protective Covenants has been executed by Developer effective the 11th day of January, 1999.

COALES BRANCH, L.L.C.,
an Alabama limited liability company

By


Its Member

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that E. Todd Shockey Sr., whose name as a Member of Coales Branch, L.L.C., an Alabama limited liability company, 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 Member and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal the 11th day of January, 1999.


Notary Public

NOTARIAL SEAL

My commission expires: 11-20-2000

Part of the S 1/2 of the SE 1/4 of Section 13 and part of the NW 1/4 of the NE 1/4 of Section 24, both in Township 20 South, Range 3 West, Shelby County, Alabama being more particularly described as follows:

From the most Northerly corner of Lot 47, Hidden Creek as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 23, Page 97, run in a Southeasterly direction along the common line between Lots 46 and 47 in said Hidden Creek for a distance of 129.0 feet to the most Easterly corner of said Lot 47; thence turn an angle to the right of 101 degrees 33 minutes 47 seconds and run in a Southwesterly direction for a distance of 18.22 feet; thence turn an angle to the left of 157 degrees 13 minutes 39 seconds and run in a Northeasterly direction for a distance of 157.0 feet, more or less, to a point in the centerline of an existing creek being the point of beginning; thence continue in a Northeasterly direction along last mentioned course for a distance of 86.23 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right of 123 degrees 51 minutes 17 seconds and run in a Southerly direction for a distance of 85.74 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 29 degrees 44 minutes 15 seconds and run in a Southeasterly direction for a distance of 139.62 feet to an existing iron rebar set by Laurence D. Weygand and being on the centerline of an existing 50 foot wide Plantation Pipeline easement; thence turn an angle to the left of 62 degrees 48 minutes 23 seconds and run in an Easterly direction along the centerline of said 50 foot Plantation Pipeline easement for a distance of 99.89 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 0 degrees 46 minutes 41 seconds and run in an Easterly direction along the centerline of said 50 foot Plantation Pipeline easement for a distance of 535.46 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right of 0 degrees 44 minutes 59 seconds and run in an Easterly direction along the centerline of said 50 foot Plantation Pipeline easement for a distance of 133.83 feet to an existing iron rebar set by Laurence D. Weygand and being on the West right of way line of I-65 Highway, said West right of way line of I-65 Highway being on a curve and said curve being concave in an Easterly direction and having a central angle of 6 degrees 16 minutes 16 seconds and a radius of 5874.46 feet; thence turn an angle to the right (98 degrees 46 minutes 18 seconds to the chord) and run in a Southerly direction along the West right of way line of said I-65 Highway for a distance of 642.97 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right (86 degrees 33 minutes 48 seconds from the chord of last mentioned curve) and run in a Westerly direction for a distance of 108.30 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right 8 degrees 19 minutes 07 seconds and run in a Westerly direction for a distance of 50.53 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 8 degrees 19 minutes 07 seconds and run in a Westerly direction for a distance of 195.0 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 3 degrees 17 minutes 03 seconds and run in a Westerly direction for a distance of 50.08 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right of 3 degrees 17 minutes 03 seconds and run in a Westerly direction for a distance of 97.50 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 90 degrees and run in a Southerly

direction for a distance of 7.0 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right of 90 degrees and run in a Westerly direction for a distance of 147.50 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right of 90 degrees and run in a Northerly direction for a distance of 10.33 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 90 degrees and run in a Westerly direction for a distance of 101.42 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 89 degrees 11 minutes 13 seconds and run in a Southerly direction for a distance of 8.44 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the right of 90 degrees 29 minutes 18 seconds and run in a Westerly direction for a distance of 151.68 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of n90 degrees and run in Southerly direction for a distance of 12.74 feet to the right of 90 degrees and run in a Westerly direction for a distance of 129.0 feet, more or less, to a point in the centerline of Coales Branch Creek; thence turn an angle to the right and run in a Northerly direction along the centerline of the meanderings of Coales Branch Creek for a distance of 856 feet, more or less, to the point of beginning.

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