

STATE OF ALABAMA)
COUNTY OF SHELBY)

SECOND AMENDMENT OF
DECLARATION OF EASEMENTS AND MASTER PROTECTIVE COVENANTS
FOR
HIGHLAND LAKES, A RESIDENTIAL SUBDIVISION

KNOW ALL MEN BY THESE PRESENTS, THAT:

Highland Lakes Development, Ltd. (the "Developer") in its capacity as the Developer named in the Declaration of Easements and Master Protective Covenants for Highland Lakes, a Residential Subdivision, as recorded in the Probate Office of Shelby County, Alabama, as Instrument Number 1994-07111 as amended by the document recorded as Instrument Number 1996-17543 in said office (the "Master Covenants") and Highland Lakes Residential Association, Inc. (the "Association") in its capacity as the Association named in the Master Covenants, pursuant to and in accordance with Section 10.2 of the Master Covenants do hereby amend the Master Covenants as herein provided:

1. The Master Covenants are hereby amended to include in the definition of "Highland Lake Lots" those Lots or Dwellings that are contiguous to Common Areas bordering Highland Lake by deleting Section 1.39 in its entirety therefrom and substituting in lieu thereof the following:

1.39 "Highland Lake Lot." The term "Highland Lake Lot" shall mean and include either of the following: (i) a Lot or Dwelling that has at least one of its boundaries abutting Highland Lake; or (ii) a Lot or Dwelling that has at least one of its boundaries abutting a Common Area that borders Highland Lake, in each case as determined by the Developer.

2. **Action of Developer.** This Amendment is made pursuant to the reservation of rights of the Developer as set forth in Section 10.2 of the Master Covenants as the Developer has determined that this Amendment is consistent with and not in conflict with the easements set forth in Section 3.4 of the Master Covenants and that this Amendment will not materially and adversely alter or change any Owner's right to the use and enjoyment of his Lot or Dwelling. The Developer hereby ratifies, confirms and approves the Master Covenants as amended hereby, and the Master Covenants as so amended shall continue and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have duly caused this Declaration to be executed on this 14th day of July, 1999.

HIGHLAND LAKES DEVELOPMENT, LTD.,
an Alabama limited partnership

By: EDDLEMAN PROPERTIES, INC.,
an Alabama corporation,
Its General Partner

By: Billy D. Eddleman
Billy D. Eddleman, Chairman and Chief
Executive Officer

By: Douglas D. Eddleman
Douglas D. Eddleman, President

Inst # 1999-31095

07/26/1999-31095
02:25 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 CRH 14.50

CLAYTON T. SWEENEY, ATTORNEY AT LAW

HIGHLAND LAKES RESIDENTIAL ASSOCIATION, INC., an
Alabama corporation

By:

Its:

Billy D. Eddleman
PRESIDENT

STATE OF ALABAMA
COUNTY OF SHELBY)

I, the undersigned, a notary public in and for said County in said State, hereby certify that Billy D. Eddleman, whose name as Chairman and Chief Executive Officer of EDDLEMAN PROPERTIES, INC., an Alabama corporation, which serves as general partner of HIGHLAND LAKES DEVELOPMENT, LTD., an Alabama limited partnership, 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 said instrument, he, as such officer with full authority, executed the same voluntarily for and as the act of said corporation in its capacity as general partner.

Given under my hand and official seal, this the 14th day of July, 1999.

[Signature]
Notary Public

STATE OF ALABAMA)
COUNTY OF SHELBY)

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, which serves as general partner of HIGHLAND LAKES DEVELOPMENT, LTD., an Alabama limited partnership, 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 said instrument, he, as such officer with full authority, executed the same voluntarily for and as the act of said corporation in its capacity as general partner.

Given under my hand and official seal, this the 14th day of July, 1999.

[Signature]
Notary Public

STATE OF ALABAMA)
COUNTY OF SHELBY)

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 HIGHLAND LAKES RESIDENTIAL ASSOCIATION, INC., an Alabama 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 said instrument, he, as such officer with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 14th day of July, 1999.

[Signature]
Notary Public

This instrument prepared by: Jack P. Stephenson, Jr., Burr & Forman LLP, 420 North 20th Street, Suite 3100, Birmingham, Alabama 35203

CONSENT OF LENDER

Billy D. Eddleman ("Eddleman") as the holder and owner of the mortgage securing the property made subject to the above and foregoing Amendment to the Declaration of Easements and Master Protective Covenants for Highland Lakes, a Residential Subdivision and recorded in Instrument Numbered 1995-12054, does hereby consent to the filing of the Amendment and does hereby agree that said property shall remain subject to the terms and conditions of the Amendment if Eddleman should succeed to the interest of the Developer of the Property by foreclosure of its mortgage by accepting a deed in lieu of the foreclosure.

IN WITNESS WHEREOF, the undersigned has duly executed this consent on this 14 day of July, 1999.


Billy D. Eddleman

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Billy D. Eddleman, whose name is signed to the foregoing Consent of Lender and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing consent, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office this 14 day of July, 1999.


Notary Public

This instrument was prepared by Jack P. Stephenson, Jr., Burr & Forman LLP, 420 North 20th Street, Suite 3100, Birmingham, Alabama 35203.

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