

STATE OF ALABAMA)

SHELBY COUNTY)

**DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS**

THIS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS is made and entered into as of the 28th day of June, 1999 by **SIDNEY W. SMYER, III**, a/k/a as S.W. Smyer, III, an unmarried man ("Declarant").

WHEREAS, Declarant is a party to the June 2, 1998 Declaration of Covenants and Restrictions; Quitclaim Deed; and Agreements recorded as Instrument #1998-20485 in the Office of the Judge of Probate of Shelby County, Alabama (the "Declaration"), as amended by the First Amendment thereto recorded as Instrument #1998-20486 in said Probate Office (the "Amendment"); and

WHEREAS, under the terms and provisions of Section 6.B of the Declaration, Declarant agreed to place certain restrictions and limitations on real property owned by Declarant which is designated in the Declaration as the "Highway 41 Acreage"; and

WHEREAS, the Highway 41 Acreage is legally described in Exhibit A attached hereto and made a part hereof.

NOW THEREFORE, in consideration of the premises and in compliance with the terms and provisions of Section 6.B of the Declaration, Declarant hereby subjects the Highway 41 Acreage to the following covenants, conditions and restrictions:

(1) The Highway 41 Acreage shall be subdivided into no more than two lots restricted to single family residential use only, each of which may be improved with a residence containing a minimum of 2,000 heated square feet, except that Declarant shall retain the right to use any such residence located on the most easterly lot of the Highway 41 Acreage to operate as his farm or real estate office through May 2012;

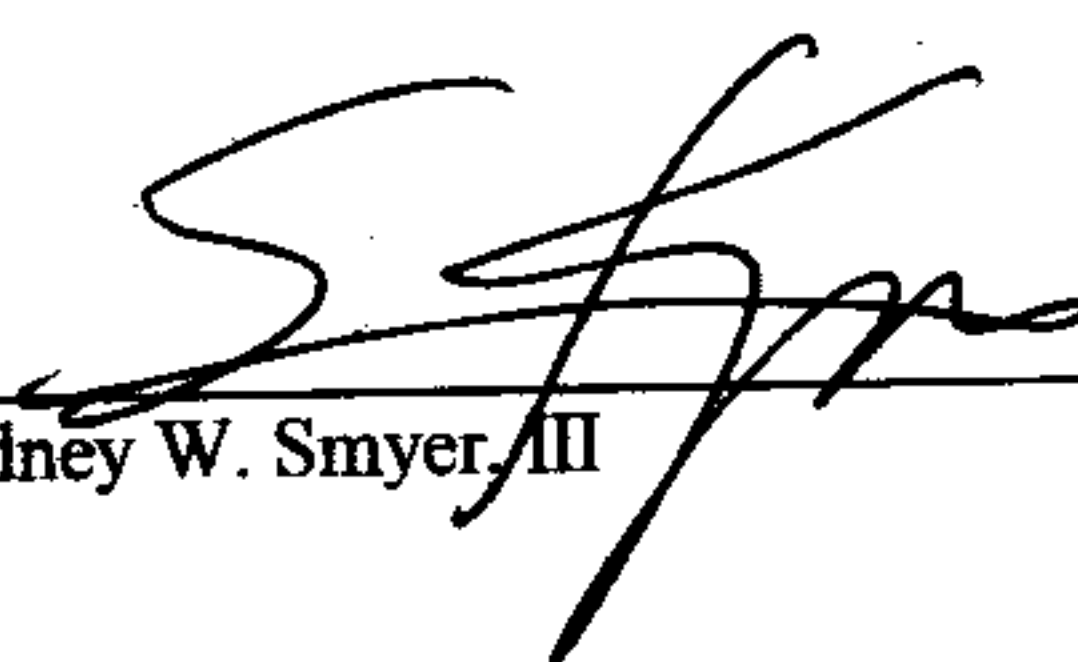
(2) Neither of said lots comprising the Highway 41 Acreage shall have access to or from Hollybrook Lake Road, as described in the Declaration; and

(3) Neither of the two lots comprising the Highway 41 Acreage may be subdivided without the express written consent of the Hollybrook Lake Corporation, an Alabama corporation.

Declarant hereby declares that the Highway 41 Acreage shall be held, developed, sold, conveyed, leased, occupied and used subject to the covenants, conditions and restrictions set forth herein which shall be deemed to be covenants running with the land, binding upon the

Declarant and his respective heirs, personal representatives, executors, successors and assigns forever.

IN WITNESS WHEREOF, the Declarant has hereunto affixed his hand and seal
this 28th day of June, 1999.



Sidney W. Smyer, III

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said county and in said state, hereby certify that Sidney W. Smyer, III., an unmarried man, 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 seal this 28th day of June, 1999.

[SEAL]



Notary Public

My Commission Expires:

7/24/2001

73951



**ARRINGTON
ENGINEERING
AND LAND
SURVEYING, INC.**

EXHIBIT A
(pg 1 of 3)

Office: (205) 985-9315
Fax: (205) 985-9385
email: AESURV@AOL.COM
137 Business Center Drive
Birmingham, Alabama 35244

DESCRIPTION OF ACREAGE: ON HIGHWAY 41

COMMENCE AT THE NORTHEAST CORNER OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 18, TOWNSHIP 18 SOUTH, RANGE 1 EAST AND RUN SOUTH 00°00'00" WEST FOR 1319.93 FEET TO THE SOUTHEAST CORNER OF SAID 1/4 - 1/4 SECTION; THENCE RUN SOUTH 32°13'53" WEST FOR 919.17 FEET TO A POINT AT THE CENTER OF THE NORTHWEST END OF A BRIDGE; THENCE RUN NORTH 20°36'31" WEST FOR 59.93 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 65.00 FEET AND A CHORD BEARING OF NORTH 51°19'17" WEST; THENCE RUN ALONG SAID CURVE FOR 69.69 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 82°02'03" WEST ALONG SAID TANGENT FOR 69.46 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 153.11 FEET AND A CHORD BEARING OF NORTH 72°29'44" WEST; THENCE RUN ALONG SAID CURVE FOR 50.98 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 62°57'24" WEST ALONG SAID TANGENT FOR 49.14 FEET; THENCE RUN NORTH 45°57'21" WEST FOR 25.01 FEET; THENCE RUN NORTH 68°33'47" WEST FOR 30.84 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 259.77 FEET AND A CHORD BEARING OF NORTH 58°53'08" WEST; THENCE RUN ALONG SAID CURVE FOR 87.75 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 49°12'29" WEST ALONG SAID TANGENT FOR 93.01 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 300.16 FEET AND A CHORD BEARING OF NORTH 39°26'14" WEST; THENCE RUN ALONG SAID CURVE FOR 102.37 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 29°40'00" WEST FOR 86.66 FEET; THENCE RUN NORTH 15°16'09" WEST FOR 15.09 FEET; THENCE RUN NORTH 35°33'08" WEST FOR 137.02 FEET; THENCE RUN NORTH 43°51'20" WEST FOR 123.42 FEET; THENCE RUN NORTH 18°31'19" WEST FOR 104.89 FEET; THENCE RUN NORTH 42°04'31" WEST FOR 57.71 FEET; THENCE RUN SOUTH 69°05'54" WEST FOR 61.90 FEET TO THE POINT OF BEGINNING OF THE ACREAGE HEREIN DESCRIBED; THENCE RUN SOUTH 33°38'20" WEST FOR 150.20 FEET; THENCE RUN SOUTH 47°09'39" WEST FOR 111.31 FEET; THENCE RUN SOUTH 40°15'56" WEST FOR 133.19 FEET; THENCE RUN SOUTH 70°53'07" WEST FOR 134.43 FEET; THENCE RUN SOUTH 50°20'09" WEST FOR 38.95 FEET; THENCE RUN SOUTH 28°32'24" WEST FOR 52.84 FEET; THENCE RUN SOUTH 04°13'54" WEST FOR 57.84 FEET; THENCE RUN SOUTH 10°52'26" EAST FOR 208.33 FEET; THENCE RUN SOUTH 11°48'52" WEST FOR 26.34 FEET; THENCE RUN SOUTH 56°30'31" WEST FOR 62.52 FEET; THENCE RUN SOUTH 89°48'48" WEST FOR 53.97 FEET; THENCE RUN NORTH 67°53'20" WEST FOR 51.70 FEET; THENCE RUN NORTH 63°50'39" WEST FOR 25.91 FEET; THENCE RUN NORTH 72°40'06" WEST FOR 172.14 FEET; THENCE RUN NORTH 25°51'02" WEST FOR 21.86

DESCRIPTION OF ACREAGE ON HIGHWAY 41
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FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 81.50 FEET AND A CHORD BEARING OF NORTH 56°32'39" WEST; THENCE RUN ALONG SAID CURVE FOR 87.32 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 87°14'16" WEST ALONG SAID TANGENT FOR 88.20 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 190.00 FEET AND A CHORD BEARING OF NORTH 57°29'10" WEST; THENCE RUN ALONG SAID CURVE FOR 197.32 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 27°44'05" WEST ALONG SAID TANGENT FOR 47.28 FEET TO A POINT ON THE SOUTHEAST RIGHT OF WAY LINE OF HIGHWAY #41; THENCE RUN NORTH 59°42'15" EAST ALONG THE SOUTH RIGHT OF WAY LINE OF HIGHWAY #41 FOR 1127.74 FEET; THENCE RUN SOUTH 44°00'14" EAST FOR 171.93 FEET TO THE POINT OF BEGINNING. CONTAINING 376,762 SQUARE FEET OR 8.65 ACRES.

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LESS AND EXCEPT THE FOLLOWING:

EXHIBIT A
(pg 3 of 3)

FIRST AMERICAN TITLE INSURANCE COMPANY

OWNER'S POLICY

SCHEDULE C

The land referred to in this Policy is described as follows:

A TRACT OF LAND BEING SITUATED IN THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 1 WEST, SHELBY COUNTY, ALABAMA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
COMMENCE AT THE SOUTHWEST CORNER OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 1 WEST, SHELBY COUNTY, ALABAMA, SAID CORNER ALSO BEING THE NORTHEAST CORNER OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24, TOWNSHIP 18 SOUTH, RANGE 1 WEST, AND RUN SOUTH ALONG THE EAST LINE OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24 FOR 0.73 FEET, THENCE TURN 140°12'10" LEFT AND RUN NORTHEASTERLY FOR 121.84 FEET, THENCE TURN 5°18'45" LEFT AND RUN NORTHEASTERLY FOR 223.85 FEET; THENCE TURN 00°14'59" RIGHT AND RUN NORTHEASTERLY FOR 76.15 FEET, THENCE TURN 9°41'46" LEFT AND RUN NORTHEASTERLY ALONG THE CENTERLINE OF AN EXISTING GRAVELED ROADWAY FOR 81.75 FEET, THENCE TURN 21°31'47" RIGHT AND RUN NORTHEASTERLY ALONG SAID ROADWAY FOR 179.97 FEET, THENCE TURN 3°29'21" RIGHT AND RUN NORTHEASTERLY ALONG SAID ROADWAY FOR 56.55 FEET, THENCE TURN 22°55'32" RIGHT AND RUN NORTHEASTERLY ALONG SAID ROADWAY FOR 49.20 FEET; THENCE TURN 7°32'10" RIGHT AND RUN NORTHEASTERLY ALONG SAID ROADWAY FOR 65.51 FEET; THENCE TURN 21°32'37" LEFT AND RUN NORTHEASTERLY ALONG SAID ROADWAY FOR 61.74 FEET TO THE POINT OF BEGINNING OF THE FOLLOWING DESCRIBED PROPERTY; THENCE TURN 49°16'05" RIGHT AND RUN SOUTHEASTERLY ALONG SAID ROADWAY FOR 89.51 FEET; THENCE TURN 137°37'39" LEFT AND RUN NORTHWESTERLY 425.62 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF SHELBY COUNTY HIGHWAY #41; THENCE TURN 90°00'00" LEFT AND RUN SOUTHWESTERLY ALONG SAID RIGHT OF WAY 253.41 FEET TO THE CENTERLINE OF AN EXISTING GRAVELED ROADWAY; THENCE TURN LEFT 87°26'20" LEFT AND RUN SOUTHEASTERLY ALONG SAID CENTERLINE 47.28 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 190.00 FEET; THENCE RUN ALONG SAID CURVE AND SAID CENTERLINE 197.32 FEET TO A POINT; THENCE RUN SOUTHEASTERLY ALONG SAID CENTERLINE AND ALONG THE TANGENT TO SAID CURVE AT SAID POINT FOR 88.20 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 81.50 FEET; THENCE RUN ALONG SAID CURVE AND SAID CENTERLINE FOR 87.32 FEET TO A POINT; THENCE RUN SOUTHEASTERLY ALONG SAID CENTERLINE AND ALONG THE TANGENT TO SAID CURVE AT SAID POINT 21.86 FEET TO THE POINT OF BEGINNING.

Inst # 1999-44784

Issuing Office File No.: T-41974
10/29/1999-44784
01:25 PM CERTIFIED

Schedule C, Page 1 SHELBY COUNTY JUDGE OF PROBATE
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