

This instrument was prepared by:

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STATE OF ALABAMA)
COUNTY OF SHELBY)

**SUPPLEMENTARY DECLARATION OF
PROTECTIVE COVENANTS OF
BROOK HIGHLAND, A RESIDENTIAL SUBDIVISION
(Acreage containing 15th and 23rd Sectors and Other Undeveloped Property)**

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, Twenty-First, and the Eleventh Sector, First Phase of Brook Highland, and the Eleventh Sector, Second Phase of Brook Highland and the Eleventh Sector, Phase III of Brook Highland, the Fourteenth Sector, and the Sixteenth Sector, Phase I, 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 and 96, Map Book 16 at page 148, Map Book 17, page 63, and Map Book 17, page 108, Map Book 18, pages 36A and B, Map Book 18, pages 52A and B, Map Book 18, page 129, Map Book 19, Page

68, Map Book 22, Pages 36A and 36B, Map Book 22, page 129, Map Book 23, Pages 2A and 2B, and Map Book 25, Page 150 in the Probate Office of Shelby County, Alabama, such realty having been made subject to the Original Declaration as the same has been amended and supplemented by certain supplementary declarations and amendments filed from time to time in said Office (collectively referred to as the "Declaration");

WHEREAS, Eddleman Properties, Inc., an Alabama corporation (hereinafter referred to as "Declarant"), is the owner of 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 on Exhibit A attached hereto and incorporated herein by reference;

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

WHEREAS, Declarant intends to subdivide the Subject Property pursuant to Declarant's rights as Developer set forth in Section 2.04 of the Declaration.

NOW THEREFORE, Declarant, 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 Declaration, 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 Declaration.

ARTICLE I

The Declarant hereby reaffirms and restates the terms and provisions of the Declaration in its entirety without any change whatsoever, except as follows:

1. The legal description of the property subject to the Declaration in Section 2.01 thereof is hereby amended to include the Subject Property.
2. The Declaration as amended by Instrument No. 1994-06901 in the Probate Office of Shelby County, Alabama, is hereby amended in the following respects with respect to the Subject Property only and such amendments shall apply only with respect thereto by adding the following:

Developer, on behalf of all present and future Owners of the Subject Property, or any portion thereof, hereby declares, reserves and grants to the Developer and the Association an easement over, through and across the Subject Property, including all Lots contained therein, for purposes of: (i) installing in trees located within the Subject Property, artificial cavities for the Red Cockaded Woodpecker, an endangered species, and releasing Red Cockaded Woodpeckers in connection with the installation of such artificial cavities; (ii) repairing and maintaining such artificial cavities; (iii) inspecting and surveying the Lots within the Subject Property to determine compliance with any habitat conservation plan approved by the Association or the Developer in accordance with the requirements of the U.S. Fish and Wildlife Service and the Environmental Protection Agency; and (iv) taking any action reasonably necessary to comply with such approved habitat conservation plan, including, but not limited to planting trees and clearing hardwood understory and midstory; provided, however, that none of the aforesaid uses shall unreasonably interfere with the use of any Lot for a residential dwelling nor unreasonably detract from the architectural design of the structures on any Lot. In addition, Developer, on behalf of all present and future Owners of the Subject Property, or any portion thereof, hereby declares and grants to the U.S. Fish and Wildlife Service, its employees, agents and representatives, an easement over, through and across the Subject

Property, including the Lots, to enter the Subject Property at any reasonable time for the purpose of inspecting the same and developing and maintaining the habitat conservation plan for the protection of the Red Cockaded Woodpecker as approved by the Association or the Developer.

The Subject Property is located in a foraging area for the Red Cockaded Woodpecker, which has been designated as an endangered species by the U.S. Fish and Wildlife Service. In order to protect the foraging area, each Owner of any Lot within the Subject Property shall comply with the following covenants:

(a) No pine trees greater than six inches in calibre dbh located on the Subject Property shall be removed or trimmed without the prior written approval of the ARB. If any pine trees having a calibre dbh greater than six inches are removed from a Lot in the Subject Property, the Owner of such Lot shall promptly replace each removed pine tree by planting a long leaf pine tree with a minimum height of six feet. The landscape plan for any Lot in the Subject Property, including the size and type of any tree to be planted on such Lot, shall be subject to ARB approval.

(b) If any artificial cavity for the Red Cockaded Woodpecker is installed in a tree on any Lot within the Subject Property is notified in writing by the Developer, the Association or the ARB that a natural cavity for the Red Cockaded Woodpecker has been located in a tree on such Lot, such Lot Owner shall not cut any pine tree or plant any hardwood tree within 200 feet of such natural or artificial cavity unless approved in writing by the ARB; provided, however, that the restrictions set forth in this paragraph 7.18(b) shall not apply to any Lot in the Subject Property, if and to the extent application thereof would unreasonably interfere with the Owner's use and enjoyment of his or her Lot as a residential dwelling or unreasonably detract from the architectural design of the structures on any Lot.

(c) Prior to completion of construction of any residence on a Lot within the Subject Property, the Owner of such Lot shall plant not less than five long leaf pine trees on such Lot with each tree having a minimum height of six feet.

(d) Each Owner of a Lot in the Subject Property, by acceptance of a deed or other instrument of conveyance for a Lot,

agrees to comply with all terms and provisions of a habitat conservation plan with respect to the Subject Property, as the same may be approved and adopted by the Association or the Developer in accordance with the requirements of the U.S. Fish and Wildlife Service and/or the Environmental Protection Agency; provided that any such plan or compliance therewith shall not unreasonably interfere with the Owner's use and enjoyment of his or her Lot as a residential dwelling nor unreasonably detract from the architectural design of the structures on any Lot. The Developer, or in the event that the Developer shall assign its rights and obligations with respect to the foraging area to the Association, then the Association, shall be authorized to negotiate and enter into such a plan on its own behalf and on behalf of the Owners of the Lots in the Subject Property.

3. Article III of the Declaration is hereby further amended with respect to the Subject Property only to provide easements on the Subject Property for utilities as more specifically described in those certain plats filed or to be filed by Declarant by adding the following statement to the end of Section 3.03 thereof:

In addition to, but not in limitation of, the foregoing, Developer hereby grants to The Water Works and Sewer Board of the City of Birmingham, a public corporation organized under and by virtue of the laws of the State of Alabama, (hereinafter called "Water Board"), its successors and assigns, an easement (hereinafter called "Easement") over, across, under and through that certain real estate as more particularly described in this Section for the purposes of, at such times and from time to time in the future as the Water Board may elect, laying, constructing, installing, maintaining, operating, renewing, repairing, changing the size of, relocating, removing and/or replacing sanitary sewer pipelines and water pipelines and such appurtenances, appliances, fixtures and equipment, whether above or beneath the surface of the ground, deemed by the Water Board to be necessary or useful in connection with the collection and treatment of sewage and the transportation, distribution and sale of water (hereinafter collectively called "Pipelines"), together with all rights and privileges necessary or convenient for the full enjoyment or use of the rights herein granted, including, but not limited to, the free right of ingress and egress over the hereinafter described real estate, together with the right, from time to time, in connection with the enjoyment of the privileges herein conveyed, to

cut and keep clear all trees, brush, undergrowth and other obstructions, whether located upon or near the Easement, to the extent necessary to permit the full enjoyment of the rights and privileges herein granted, and the protection of the Pipelines, and together with the right, from time to time, in connection with the enjoyment of the privileges herein conveyed, to cut and remove or otherwise disturb paving or other road covering to the extent necessary to permit the full enjoyment of the rights and privileges granted to the Board hereunder, subject to: (i) the Board's obligation to repair any damage done by it to the paving or other road covering; and (ii) any other matters of record; said real estate being described as follows:

The strips or parcels of land which are designated or shown as streets or utility easements on any existing or future plat of the Subject Property, or any portion thereof, to be recorded in the Probate Office of Shelby County, Alabama, which strips or parcels of land have been dedicated or reserved as streets or utility easements in said recorded subdivision map(s).

Developer reserves the absolute right: (i) to use the real estate subject to the Easement for any purposes not inconsistent or in conflict with the rights and privileges herein granted to the Water Board; and (ii) to convey to the Water Board any of Developer's right, title and interest in and to all of the sanitary sewer trunklines, pipelines, force mains, gravity flow mains, sewer laterals, lift stations, pumping stations and related appurtenances, appliances, fixtures and equipment which may be located on or under the surface of that certain real property subject to the Easement.

ARTICLE II

Declarant hereby declares that said provisions of the 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

The Association has joined in the execution of this Supplemental Declaration for the purpose of evidencing its written approval of the submission of the Subject Property to the Declaration as herein provided and does hereby authorize the filing of this Supplemental 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 5 day of January, 2000

DECLARANT:

EDDLEMAN PROPERTIES, INC. an Alabama
corporation

By: *Donald D. Edleman*
Its: PRESIDENT

BROOK HIGHLAND HOMEOWNERS'
ASSOCIATION, INC., an Alabama nonprofit
corporation

By: *Donald D. Edleman*
Its: PRESIDENT

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 7th day of January 2000.

Whitley J. Pinder

Notary Public

My Commission Expires: 9/20/2000

ACK 6-1-00

EXHIBIT A

A Parcel of Land situated in Sections 19, 29 & 30, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Begin at a 3" capped iron locally accepted to be the Southeast corner of said Section 19; thence run North along the East line of said Section 19 for a distance of 1,334.00 feet to a 3" capped iron locally accepted to be the Northeast corner of the Southeast quarter of the Southeast quarter of said Section 19; thence turn an angle to the left of 89 degrees, 42 minutes, 43 seconds and run in a Westerly direction along the North line of said quarter-quarter section for a distance of 1,341.29 feet to the Northwest corner of said quarter-quarter section; thence turn an angle to the left of 90 degrees, 14 minutes, 33 seconds and run in a Southerly direction along the West line of said quarter-quarter section for a distance of 932.80 feet to a point on the North line of Lot 2116 in Brook Highland 21st Sector, Phase II, as recorded in Map Book 18 on Page 129 in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the left of 79 degrees, 54 minutes, 10 seconds and run in a Southeasterly direction along the North line of said Lot 2116 and crossing Brook Highland Ridge in said Brook Highland 21st Sector, Phase II, for a distance of 67.41 feet to a point; thence turn an angle to the right of 90 degrees, 00 minutes, 00 seconds and run in a Southwesterly direction along the Southeast right-of-way of said Brook Highland Ridge for a distance of 45.00 feet to the Northwest corner of Lot 2115 in said Brook Highland 21st Sector, Phase II; thence turn an angle to the left of 90 degrees, 00 minutes, 00 seconds and run in a Southeasterly direction along the North line of said Lot 2115 for a distance of 200.00 feet to the Northeast corner of said Lot 2115; thence turn an angle to the right of 95 degrees, 36 minutes, 36 seconds and run in a Southwesterly direction along the Southeast line of said Lot 2115 for a distance of 173.75 feet to the Northeast corner of Lot 2114 in said Brook Highland 21st Sector, Phase II; thence turn an angle to the right of 22 degrees, 59 minutes, 01 seconds and run in a Southwesterly direction along the Southeast line of said Lots 2114 & 2113 in said Brook Highland 21st Sector, Phase II for a distance of 324.79 feet to the Northeast corner of Lot 2112 in Brook Highland 21st Sector, as recorded in Map Book 18 on Page 52 A & B, in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the left of 27 degrees, 17 minutes, 04 seconds and run in a Southwesterly direction along the Southeast line of Lots 2112, 2111 & 2110 in said Brook Highland 21st Sector for a distance of 389.86 feet to the Northeast corner of Lot 2109 in said Brook Highland 21st Sector; thence turn an angle to the right of 17 degrees, 20 minutes, 59 seconds and run in a Southwesterly along the Southeast line of said Lot 2109 for a distance of 169.54 feet to the Northeast corner of Lot 2108 in said Brook Highland 21st Sector; thence turn an angle to the right of 04 degrees, 39 minutes, 02 seconds and run in a Southwesterly direction along the Southeast line of said Lot 2108 for a distance of 205.00 feet to the Northeast corner of Lot 2107 in said Brook Highland 21st Sector; thence turn an angle to the left of 01 degree, 54 minutes, 58 seconds and run in a Southwesterly direction along the Southeast line of Lots 2107, 2106 & 2105 in said Brook Highland 21st Sector for a distance of 399.46 feet to the Northeast corner of Lot 2104 in said Brook Highland 21st Sector; thence turn an angle to the left of 23 degrees, 58 minutes, 05 seconds and run in a Southwesterly direction along the Southeast line of Lots 2104, 2103 & 2102 in said Brook Highland 21st Sector for a distance of 401.74 feet to the Northeast corner of Lot 2101 in said Brook Highland 21st Sector; thence turn an angle to the right of 18 degrees, 32 minutes, 00 seconds and run in a Southwesterly direction along the Southeast line of said Lot 2101 for a distance of 173.91 feet to the Northeast corner of Lot 2019 in Brook Highland 20th Sector, as recorded in Map Book 16 on Page 148 in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the right of 03 degrees, 21 minutes, 03 seconds and run in a Southwesterly direction along the Southeast line of Lots 2019, 2018 & 2017 in said Brook Highland 20th Sector for a distance of 386.62 feet to the Northwest corner of Lot 1407 in Brook Highland 14th Sector, as recorded in Map Book 23 on page 2 A & B in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the left of 136 degrees, 38 minutes, 52 seconds and run in a Northeasterly direction along the Northwest line of said Lot 1407 for a distance of 180.00 feet to a point; thence turn an angle to the right of 81 degrees, 00 minutes, 41 seconds and run in a Southeasterly direction along the Northeast line of said Lot 1407 for a distance of 430.37 feet to a point; thence turn an angle to the left of 35 degrees, 26 minutes, 10 seconds and run in a Southeasterly direction along the Northeast line of said Lot 1407 for a distance of 253.71 feet to the Northwest corner of Lot 1408 in said Brook Highland 14th Sector; thence turn an angle to the left of 69 degrees, 09 minutes, 12 seconds and run in a Northeasterly direction along the Northwest line of Lots 1408 & 1409 in said Brook Highland

14th Sector for a distance of 220.00 feet to a point; thence turn an angle to the right of 90 degrees, 00 minutes, 00 seconds and run in a Southeasterly along the Northeast line of said Lot 1409 for a distance of 210.00 feet to a point on the Northwest right-of-way of Brook Highland Drive; thence turn an angle to the left of 90 degrees, 00 minutes, 00 seconds and run in a Northeasterly direction along the Northwest line of said Brook Highland Drive for a distance of 225.14 feet to a point on a curve to the left, having a central angle of 04 degrees, 09 minutes, 29 seconds and a radius of 1,402.40 feet; thence run in a Northeasterly direction along the arc of said curve and also along the Northwest right-of-way line of said Brook Highland Drive for a distance of 101.76 feet to the Southwest corner of Lot 1410 in said Brook Highland 14th Sector; thence turn an angle to the left from the chord of last stated curve of 92 degrees, 04 minutes, 44 seconds and run in a Northwesterly direction along the Southwest line of said Lot 1410 for a distance of 139.46 feet to the Northwest corner of said Lot 1410; thence turn an angle to the right of 76 degrees, 43 minutes, 47 seconds and run in a Northeasterly direction along the Northwest line of Lots 1410, 1411 & 1412 in said Brook Highland 14th Sector for a distance 320.75 feet to the Southwest corner of Lot 1413 in said Brook Highland 14th Sector; thence turn an angle to the left of 05 degrees, 40 minutes, 09 seconds and run in a Northeasterly direction along the Northwest line of Lots 1413 through 1417 in said Brook Highland 14th Sector for a distance of 498.14 feet to the Northwest corner of Lot 1417; thence turn an angle to the right of 42 degrees, 18 minutes, 35 seconds and run in a Northeasterly direction along the Northwest line of said Lot 1417 for a distance of 108.88 feet to a point; thence turn an angle to the right of 59 degrees, 56 minutes, 07 seconds and run in a Southeasterly direction along the Northeast line of said Lot 1417 for a distance of 125.00 feet to a point on the Northwest right-of-way line of said Brook Highland Drive, said point being on a curve to the right, having a central angle of 10 degrees, 32 minutes, 58 seconds and a radius of 848.51 feet; thence turn an angle to the left of 90 degrees, 00 minutes, 00 seconds to the tangent of said curve and run in a Northeasterly direction along the Northwest line of said Brook Highland Drive and also along the arc of said curve for a distance of 156.23 feet to a point; thence run tangent to last stated curve in a Northeasterly direction along the Northwest right-of-way line of said Brook Highland Drive for a distance of 333.21 feet to a point on a curve to the right, having a central of 64 degrees, 54 minutes, 52 seconds and a radius of 769.30 feet; thence run in a Northeasterly to Southeasterly direction along the arc of said curve and also along the Northwest right-of-way line of said Brook Highland Drive for a distance of 871.59 feet to the Southwest corner of Lot 815 in Brook Highland 8th Sector, 1st Phase, as recorded in Map Book 16 on Page 76 in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the left from the tangent of last stated curve of 90 degrees, 00 minutes, 00 seconds and run in a Northeasterly direction along the Northwest line of said Lot 815 for a distance 181.56 feet to the Northwest corner of said Lot 815; thence turn an angle to the right of 102 degrees, 26 minutes, 57 seconds and run in a Southeasterly direction along the Northeast line of said Lot 815 for a distance of 82.63 feet to the Southwest corner of Lot 816 in said Brook Highland 8th Sector, 2nd Phase, as recorded in Map Book 16 on Page 96 in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the left of 111 degrees, 27 minutes, 54 seconds and run in a Northeasterly direction along the Northwest line of said Lot 816 for a distance of 282.16 feet to a point on a curve to the right, having a central angle of 07 degrees, 03 minutes, 50 seconds and a radius of 549.62 feet; thence turn an angle to the right of 90 degrees, 00 minutes, 00 seconds to the tangent of said curve and run in a Southeasterly direction along the arc of said curve for a distance of 67.76 feet to the Southwest corner of Lot 850 in said Brook Highland 8th Sector, 2nd Phase; thence turn an angle from the tangent of last stated curve to the left of 90 degrees, 00 minutes, 00 seconds and run in a Northeasterly direction along the Northwest line of said Lot 850 for a distance of 173.88 feet to the Northwest corner of said Lot 850; thence turn an angle to the left of 95 degrees, 48 minutes, 52 seconds and run in a Northwesterly direction along the Southwest line of Lot 849 in said Brook Highland 8th Sector, 2nd Phase for a distance of 25.00 feet to the Southwest corner of said Lot 849; thence turn an angle to the right of 90 degrees, 10 minutes, 59 seconds and run in a Northeasterly direction along the Northwest line of Lots 849 & 848 in said Brook Highland 8th Sector, 2nd Phase for a distance of 227.07 feet to the Southwest corner of Lot 847 in said Brook Highland 8th Sector, 2nd Phase; thence turn an angle to the right of 12 degrees, 14 minutes, 04 seconds and run in a Northeasterly direction along the Northwest line of said Lot 847 and also along the Northwest line of Lot 926 in Brook Highland 9th Sector, as recorded in Map Book 17 on Page 63 in the Office of the Judge of Probate, Shelby County, for a distance of 349.48 feet to a point on the North line of said Section 29;

thence turn an angle to the left of 118 degrees, 53 minutes, 55 seconds and run in a Westerly direction along the North line of said Section 29 for a distance of 1,208.22 feet to the point of beginning. Said parcel containing 134.72 acres, more or less.

Inst # 2000-00933

01/10/2000-00933
09:56 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 CJ1 38.50