

This instrument prepared by:

Kathryn S. Carver, Esq.
Kathryn Carver & Associates P.C.
1000 Urban Center Drive, Suite 250
Birmingham, Alabama 35242

**AMENDMENT NO. 1 TO
STONEGATE FARMS AMENDED AND RESTATED COVENANTS,
CONDITIONS AND RESTRICTIONS**

THIS AMENDMENT NO. 1 TO STONEGATE FARMS AMENDED AND RESTATED COVENANTS, CONDITIONS AND RESTRICTIONS (this "Amendment No. 1") is made as of the 13th day of February, 2003, by **STONEGATE FARMS, LLC**, an Alabama limited liability company ("Developer").

A. On February 21, 2001, Developer made and entered into the Stonegate Farms Amended and Restated Covenants, Conditions and Restrictions Park (the "Covenants"), which document is recorded under Instrument No. 2001-12016, in the Office of the Judge of Probate of Shelby County, Alabama.

B. Developer desires to amend the Covenants to submit Additional Property to the provisions of the Covenants, pursuant to the authority provided to it in Section 2.02 thereof.

C. Terms not otherwise defined herein shall have the meanings ascribed to them in the Covenants.

NOW, THEREFORE, Developer hereby amends the Covenants as follows:

1. That the following real property is hereby added to Section 1.41 of the Covenants (and Exhibit "A" thereto) as real property which is, and shall be, held, transferred, sold, conveyed and occupied subject to the Covenants, said property being described as follows:

PARCEL ONE:

All that certain real property shown in the map of Stonegate Realty, Phase One – 1st Addition, as recorded in Map Book 31, Page 11, in the Probate Office of Shelby County, Alabama.

PARCEL TWO (Hollybrook Lot):

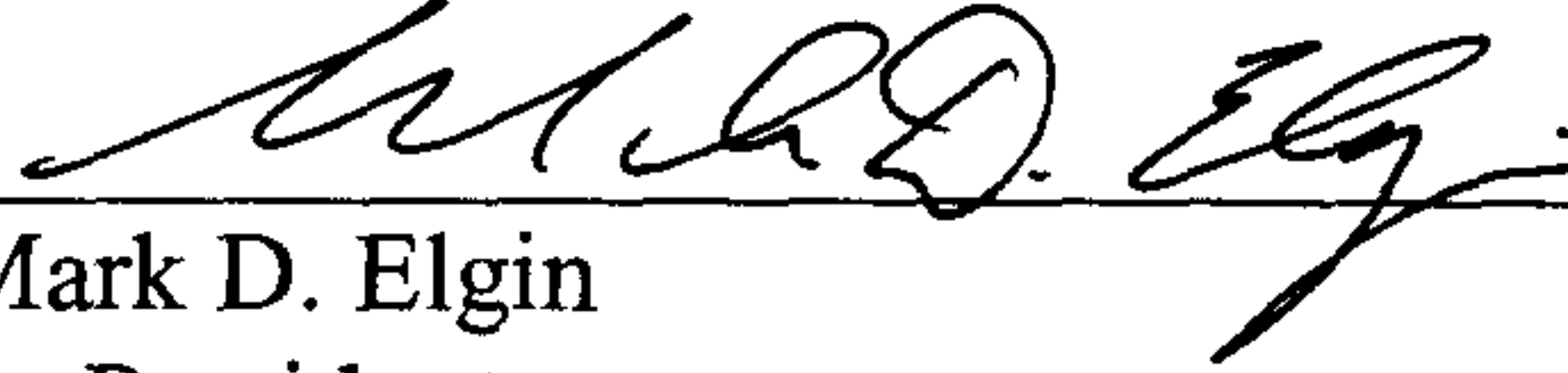
A parcel of land situated in the East ½ of Section 24, Township 18 South, Range 1 West, and the West ½ of Section 19, Township 18 South, Range 1 East, all located in Shelby County, Alabama, being more particularly described as follows:

BEGIN at the westernmost corner of Lot 2 of the Stonegate Realty Subdivision as recorded in Map Book 27, Page 133 in the office of the Judge of Probate of Shelby County, Alabama and run S 16 degrees 39'47" W for a distance of 862.14 feet to a point; thence run S 64 degrees 27'59" W for a distance of 857.24 feet to a point; thence run N 68 degrees 54'38" W for a distance of 166.03 feet to a point on a curve to the left having a radius of 156.83 feet, a central angle of 40 degrees 13'55", a chord bearing of N 04 degrees 38'46" E, and a chord length of 107.45 feet; thence run 109.67 feet along the arc of said curve to a point on a curve to the right having a radius of 125.43 feet, a central angle of 21 degrees 56'18", a chord bearing of N 04 degrees 25'03" W, and a chord length of 47.93 feet; thence run 48.22 feet along the arc of said curve to a point; thence run N 06 degrees 33'06" E for a distance of 54.23 feet to a point; thence run S 49 degrees 05'17" E for a distance of 207.49 feet to a point; thence run S 70 degrees 33'05" E for a distance of 107.97 feet to a point; thence run N 46 degrees 48'55" E for a distance of 147.53 feet to a point; thence run N 26 degrees 40'13" W for a distance of 140.59 feet to a point; thence run N 31 degrees 34'25" W for a distance of 80.42 feet to a point; thence run N 03 degrees 02'46" W for a distance of 85.19 feet to a point; thence run N 24 degrees 33'20" E for a distance of 82.31 feet to a point; thence run N 23 degrees 37'00" E for a distance of 124.22 feet to a point; thence run N 49 degrees 21'41" W for a distance of 151.46 feet to a point; thence run N 58 degrees 34'13" W for a distance of 52.98 feet to a point; thence run N 31 degrees 35'34" E for a distance of 52.03 feet to a point; thence run N 24 degrees 13'07" E for a distance of 102.80 feet to a point; thence run N 39 degrees 25'21" E for a distance of 159.63 feet to a point; thence run N 19 degrees 30'46" E for a distance of 54.77 feet to a point; thence run N 32 degrees 40'19" E for a distance of 70.33 feet to a point; thence run N 39 degrees 03'55" E for a distance of 98.24 feet to a point; thence run N 41 degrees 11'45" W for a distance of 13.87 feet to a point; thence run N 54 degrees 34'24" E for a distance of 123.46 feet to a point; thence run N 19 degrees 03'52" W for a distance of 34.27 feet to a point; thence run N 76 degrees 33'45" W for a distance of 85.00 feet to a point; thence run N 49 degrees 36'19" W for a distance of 42.78 feet to a point; thence run N 11 degrees 58'25" E for a distance of 7.00 feet to a point; thence run N 83 degrees 48'26" W for a distance of 329.72 feet to a point; thence run N 86 degrees 52'38" E for a distance of 447.03 feet to a point on the western boundary of said Stonegate Realty Subdivision Lot 2; thence run S 16 degrees 39'47" W along the said western boundary for a distance of 232.55 feet to THE POINT OF BEGINNING, containing 20.7 acres, more or less.

2. Except as herein amended, the Covenants shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Developer has caused this Amendment No. 1 to be executed on or as of the date first above written.

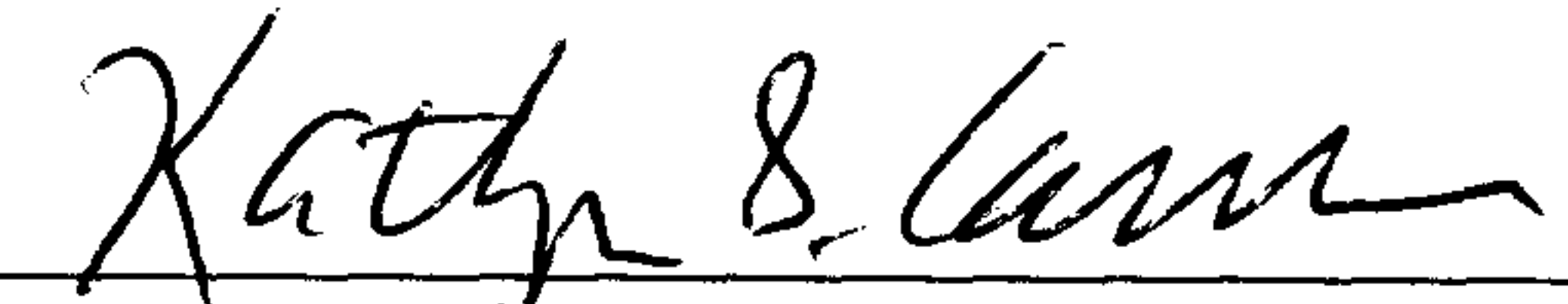
STONEGATE FARMS, LLC,
an Alabama limited liability company

By: 
Mark D. Elgin
Its President

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned Notary Public in and for said County in said State, hereby certify that Mark D. Elgin, whose name as President of Stonegate Farms, LLC, 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 such instrument, he, as such officer 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 on this the 20th day of February, 2003.


Notary Public
My Commission Expires: 2/20/07

NOTARIAL SEAL