

STATE OF ALABAMA)
SHELBY COUNTY)

**THIRD AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS FOR
SHIRE VALLEY FARMS**

KNOW ALL MEN BY THESE PRESENTS; that

Heretofore, the Declaration of Restrictive Covenants for Shire Valley Farms was filed in Instrument 20030516000307910 in the Office of the Judge of Probate of Shelby County, Alabama (the Declaration) which Declaration was amended by First Amendment to Declaration of Restrictive Covenants for Shire Valley Farms recorded in Instrument 20030929000652340 in the Office of the Judge of Probate of Shelby County, Alabama (the First Amendment) and further amended by Second Amendment to Declaration of Restrictive Covenants for Shire Valley Farms recorded in Instrument 20030929000652350 in the Office of the Judge of Probate of Shelby County, Alabama (the Second Amendment). Herein, the Declaration, the First Amendment and the Second Amendment are collectively referred to as the Covenants; and

Whereas, the undersigned being the Developer, all Owners and the Mortgagee of Tracts or Lots (as those terms are defined in the Covenants) hereby adopt this Third Amendment to Declaration of Restrictive Covenants for Shire Valley Farms.

The Covenants are hereby amended to provide as follows:

1. To Article III of the Declaration is hereby added additional paragraph(p) which states as follows:

(p)UTILITIES. All utilities, including, without limitation, electrical power, serving each Lot and the Primary Dwelling and Outbuildings thereon shall be run underground from the main utility source on the Road (Shire Valley Road) and any easement or road accessing the Lots from a public road. At the discretion of the Developer, the main power source running down the Road may be overhead power.

2. All capitalized terms contained in this Third Amendment shall have the same meaning as those set forth in the Covenants.

3. Unless specifically modified by this Third Amendment, the provisions of the Covenants shall remain in full force and effect.

Done intended to be effective this 16 day of December, 2003.

STATE OF ALABAMA)
Sherby COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that James Wesley Melton, Sr. , whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

Shallahan
Notary Public

My Commission Exp. 7-31-07

STATE OF ALABAMA)
Sherby COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that J. Wesley Melton, Jr. , whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

Shallahan
Notary Public

My Commission Exp. 7-31-07

STATE OF ALABAMA)
Sherby COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Charles M. Kitchen, Jr. , whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

Shallahan
Notary Public

My Commission Exp. 7-31-07

STATE OF ALABAMA)

Shelby COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Michael DeJohn, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

Stallahan

Notary Public

My Commission Exp. 7-31-07

STATE OF ALABAMA)

Shelby COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Susan DeJohn, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

Stallahan

Notary Public

My Commission Exp. 7-31-07

STATE OF ALABAMA)

Shelby COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Claude A. Smeraglia, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

Stallahan

Notary Public

My Commission Exp. 7-31-07

STATE OF ALABAMA)
Shirley COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Connor Farmer, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

Shallahan
Notary Public
My Commission Exp. 7-31-07

STATE OF ALABAMA)
Shirley COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Stephen M. Stamba, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 16th day of December, 2003.

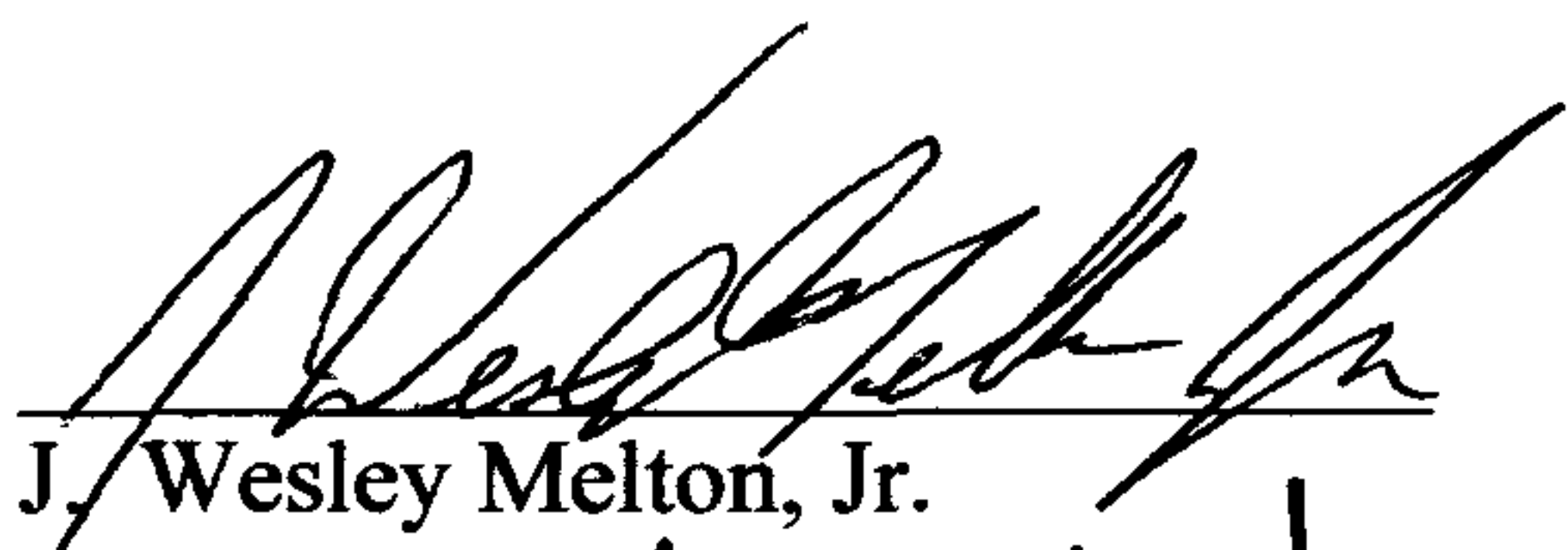
Shallahan
Notary Public
My Commission Exp. 7-31-07

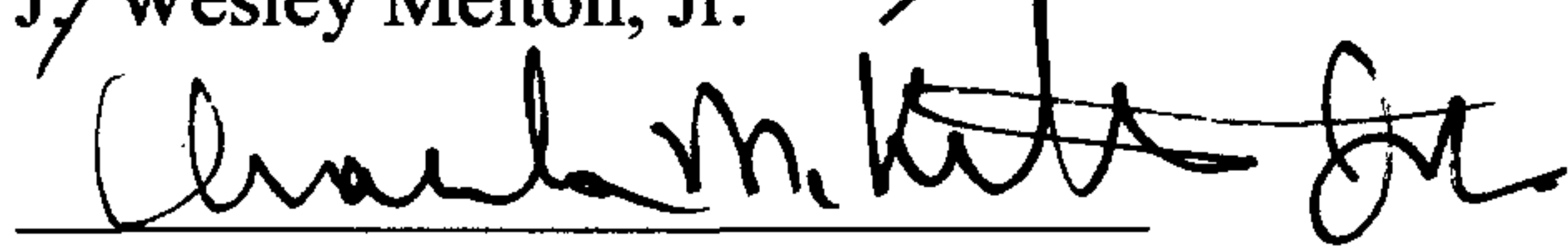
STATE OF ALABAMA)
Shirley COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Chris Rouveyrol, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

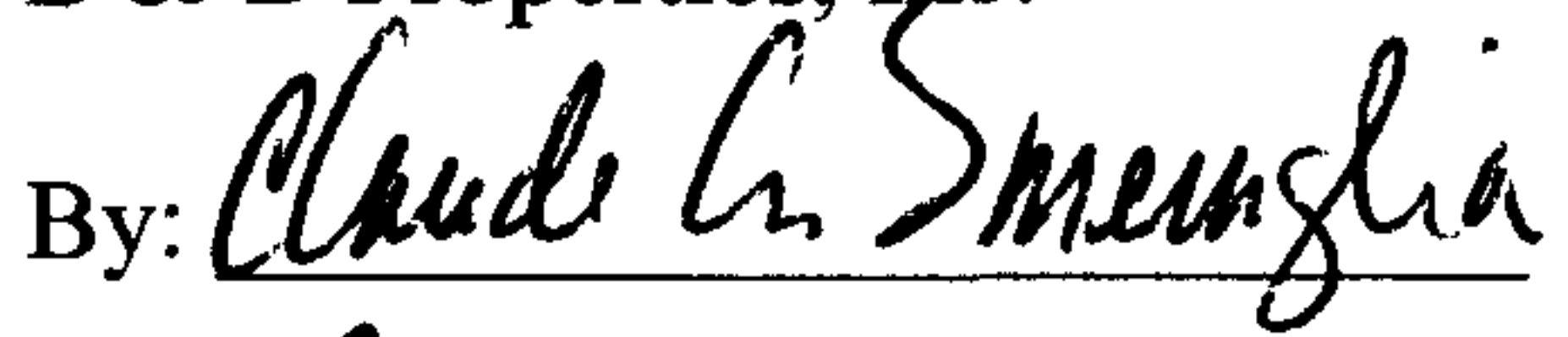
Given under my hand and official seal this 16th day of December, 2003.

Shallahan
Notary Public
My Commission Exp. 7-31-07


J. Wesley Melton, Jr.


Charles M. Kitchen, Jr.

B & B Properties, Inc.

By: 


Its: Pres.

STATE OF ALABAMA)
Shelby COUNTY)

LLC ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Common Farm as Member of Farmer Development, LLC, 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 this instrument, he, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 16th day of December, 2003.

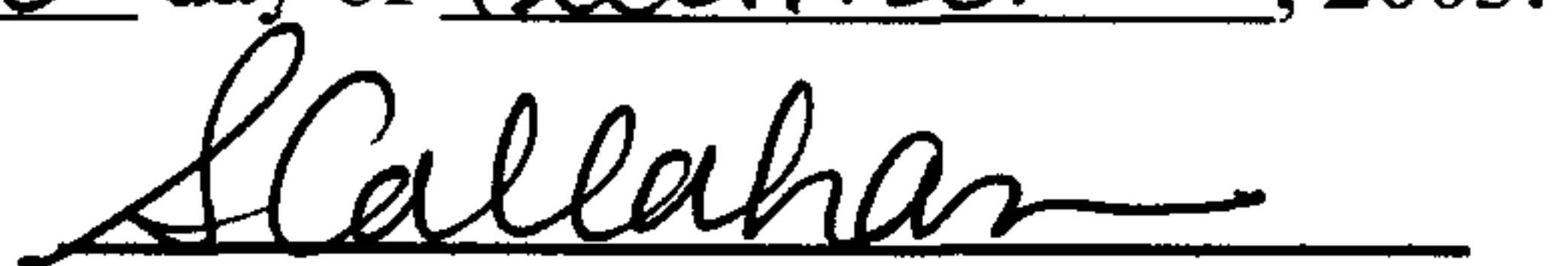

Notary Public
My Commission Expires: 7-31-07

STATE OF ALABAMA)
Shelby COUNTY)

LLC ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Common Farm as Member of Land Improvement Services, LLC, 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 this instrument, he, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 16th day of December, 2003.


Notary Public
My Commission Expires: 7-31-07

STATE OF ALABAMA)
Shuf COUNTY)

LLC ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that C. M. M. FARMER as Member of Farmer/Wallace, LLC, 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 this instrument, he, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 16th day of December, 2003.

Shallahar
Notary Public
My Commission Expires: 7-31-07

STATE OF ALABAMA)
Shuf COUNTY)

CORPORATION ACKNOWLEDGMENT

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that WILLIAM M. S. KIMBLE JR., whose name as VP of Central State Bank, a corporation is signed to the foregoing instrument, and who is known to me, acknowledged before me this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation.

Given under my hand and official seal this 16th day of December, 2003.

Shallahar
Notary Public
My Commission Exp. 7-31-07

STATE OF ALABAMA)
Shuf COUNTY)

CORPORATION ACKNOWLEDGMENT

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that CAROL A. SMITH (K), whose name as PROUD of B & B Properties, Inc. , a corporation is signed to the foregoing instrument, and who is known to me, acknowledged before me this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation.

Given under my hand and official seal this 16th day of December, 2003.

Shallahar
Notary Public
My Commission Exp. 7-31-07

Farmer Development, LLC

By: 

Its: Member

Central State Bank, Mortgagee

By: 

Its: Vice-President

Land Improvement Services, LLC

By: 

Its: Member


Connor Farmer


Stephen M. Stamba


Chris Rouveyrol


Michael DeJohn

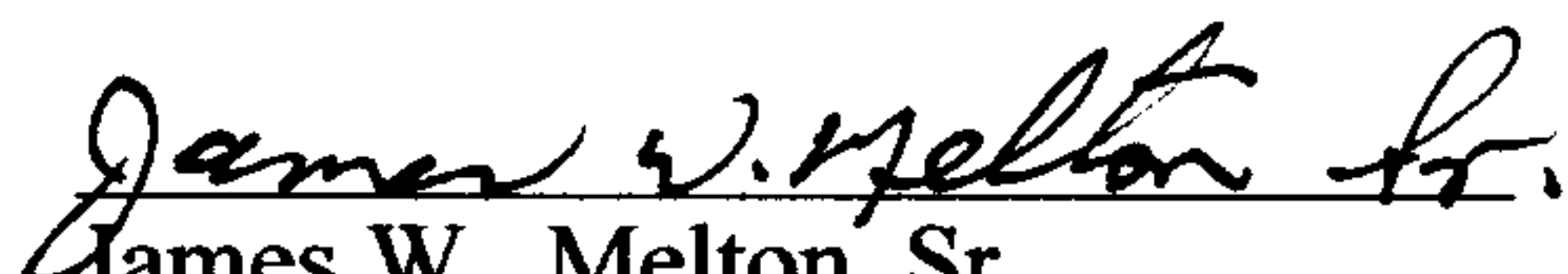

Susan DeJohn

Farmer Wallace, LLC

By: 

Its: Member


Claude A. Smeraglia


James W. Melton, Sr.

SS Partnership

By: Claude A. Smeraglia

Its: General Partner

Southland Properties, LLC

By: Will M. Smeraglia

Its: Member

STATE OF ALABAMA)

Jeff COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Claude A. Smeraglia as General Partner of S S Partnership , an Alabama general partnership 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 this instrument, he, in his capacity as such partner, executed the same voluntarily, for and as the act of said general partnership.

Given under my hand and official seal this 18 day of December, 2003.

[Signature]
Notary Public

My Commission Expires: 3-1-06

STATE OF ALABAMA)

Jeff COUNTY)

LLC ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that William M. Schroeder, Jr. as Member of Southland Properties, LLC , 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 this instrument, he, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 18 day of December, 2003.

[Signature]
Notary Public

My Commission Expires: 3-1-06