

STATE OF ALABAMA }
COUNTY OF SHELBY }

**SUPPLEMENTARY DECLARATION OF
PROTECTIVE COVENANTS FOR
HERITAGE TRACE
PHASE 3
MB 39, PAGE 17**

KNOW ALL MEN BY THESE PRESENTS THAT,

WHEREAS, Midnight Properties, LLC, an Alabama Limited Liability Company has previously filed a Declaration of Protective Covenants for Heritage Trace, A Residential Subdivision in the Probate Office of Shelby County, Alabama, in Instrument #20050307000105180, (the "Original Declaration") for the benefit of certain real property situated in Shelby County, Alabama, which is part of a residential subdivision known as Heritage Trace, and which is more particularly described in the Final Plat of Heritage Trace, Phase 1, Sector 1 recorded in Map Book 34, Page 114 , the Final Plat of Heritage Trace, Phase 1, Sector 2 recorded in Map Book 35, Page 81 in the Probate Office of Shelby County, Alabama and the Final Plat of Heritage Trace, Phase 2 as recorded in Map Book 36, Page 71.

WHEREAS, Midnight Properties, LLC, an Alabama Limited Liability Company (hereinafter referred to as "Declarant") is the owner of additional real property situated in Shelby County, Alabama, which it has developed as part of Heritage Trace, and which is more particularly described in the Final Plat of Heritage Trace, Phase 3 as recorded in Map Book 39, Page 17, in the Probate Office of Shelby County, Alabama (the "Subject Property").

WHEREAS, the Declarant desires to submit the Subject Property to the Original Declaration in accordance with and pursuant to Section 2.02 of the Original Declaration which

permits the owner of any property, with the approval in writing of the Association (as defined in the Original Declaration), to submit such property to the Original Declaration by filing a Supplementary Declaration to that effect in the Office of the Judge of Probate of Shelby County, Alabama;

NOW THEREFORE, the Declarant, together with Heritage Trace Residential 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 Original Declaration, as heretofore amended and 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 Original Declaration.

ARTICLE I

The Declarant hereby reaffirms and restates the terms and provisions of the Original Declaration as recorded in Instrument #20050307000105180 in the Probate Office of Shelby County, Alabama, in their entirety without any change whatsoever, except as follows:

1. The legal description of the property subject to the Original Declaration is hereby amended to include the Subject Property.

ARTICLE II

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 Original 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 16th day of October, 2007.

DECLARANT:

Midnight Properties, LLC,

an Alabama Limited Liability Company

By: William J. Wilkens, Jr.
William J. Wilkens, Jr.
Its: Closing Manager

Heritage Trace Residential Association, Inc.

By: William J. Wilkens, Jr.
Its: President

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I, the undersigned, a Notary Public in and for said County in said State, hereby
certify that William J. Wilkens, Jr, whose name as Closing Manager of Midnight Properties,
LLC, an Alabama Limited Liability Company, and whose name as President of Heritage Trace
Residential Association, Inc. is signed to the foregoing Supplemental 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 Supplemental Declaration of Protective Covenants,
he, as such officer, respectively, and with full authority, executed the same voluntarily for and as
the act of said company and association, respectively.

Given under my hand and official seal of office this 16th day of October,
2007.

Charles R. Sharp
Notary Public

My Commission Expires: 5-13-2008

Laurie Sharp