

STATE OF ALABAMA)
COUNTY OF SHELBY)

**THIRD SUPPLEMENTARY DECLARATION TO
THE DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR THE VILLAGE AT HIGHLAND LAKES,
A RESIDENTIAL SUBDIVISION,
WITH RESPECT TO
REGENT PARK NEIGHBORHOOD**

KNOW ALL MEN BY THESE PRESENTS THAT,

WHEREAS, The Village at Highland Lakes, Inc. ("Developer") and Highland Village Residential Association, Inc. (the "Association") previously filed a Declaration of Covenants, Conditions and Restrictions in the Probate Office of Shelby County, Alabama, recorded on February 23, 2007, as Instrument Number 20070223000084910, as amended and supplemented by the Supplementary Declaration and Amendment recorded in said office on August 30, 2007 as Instrument Number 20070830000408300, as amended and supplemented by the Second Supplementary Declaration and Amendment recorded in said office on May 1, 2008 as Instrument Number 20080501000178840 (collectively the "Original Declaration") with respect to certain real property situated in Shelby County, Alabama, which is part of a residential subdivision known as The Village at Highland Lakes, A Residential Subdivision (the "Development"), and which is more particularly described in the Plat of The Village at Highland Lakes, Regent Park Neighborhood, as recorded in Map Book 37, at page 130 (Phase One), and in Map Book 38 at page 125 (Phase Two), and in Map Book 39 at page 130 (Phase Three), all being recorded in the Probate Office of Shelby County, Alabama;

WHEREAS, Developer owns certain additional real property (the "Subject Property") situated in Shelby County, Alabama, which is proposed to be developed as part of the Development, and which is more particularly described in the Plat of The Village at Highland Lakes, Regent Park Neighborhood, Phase Four lots number 57, 58, 59, 60, 61, 62, 63 and 64 , as recorded in Map Book 40 at page 114 in the Probate Office of Shelby County, Alabama;

WHEREAS, Developer has created the Association pursuant to the Declaration of Easements and Master Protective Covenants for The Village at Highland Lakes, a Residential Subdivision, recorded as Instrument Number 20060421000186650 in the Probate Office of Shelby County, Alabama, (the "Master Covenants"), for the purpose of maintaining Common Areas, regulating the use thereof, and levying assessments for the maintenance, preservation and regulation of the Common Areas;

WHEREAS, the Developer desires to submit the Subject Property to the Master Covenants and the Original Declaration in accordance with and pursuant to the terms thereof, each of which permit the Developer, with the approval in writing of the Association, to evidence the submission of such property to the Original Declaration and the Master Covenants by filing a Supplementary Declaration to that effect in the Office of the Judge of Probate of Shelby County, Alabama;

NOW THEREFORE, the Developer and the Association (collectively the "Declarants"), 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 and the Master Covenants, as each has been heretofore amended, 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 and for the maintenance, preservation, and regulation of the Common Areas within the property subject to the Original Declaration and the Master Covenants.

ARTICLE I

The Declarants hereby reaffirm and restate the terms and provisions of the Original Declaration and the Master Covenants in their entirety without any change whatsoever, except that the legal description of the property subject to the Original Declaration and the Master Covenants is hereby amended to include the Subject Property.

ARTICLE II

Declarants hereby declare that the provisions of the Original Declaration and Master Covenants as so amended shall run with the land and be binding upon, and shall inure to the benefit of, the Property and the Subject Property and all parties having or acquiring any right, title or interest in and to the Property and the Subject Property or any part thereof, and their successors in interest.

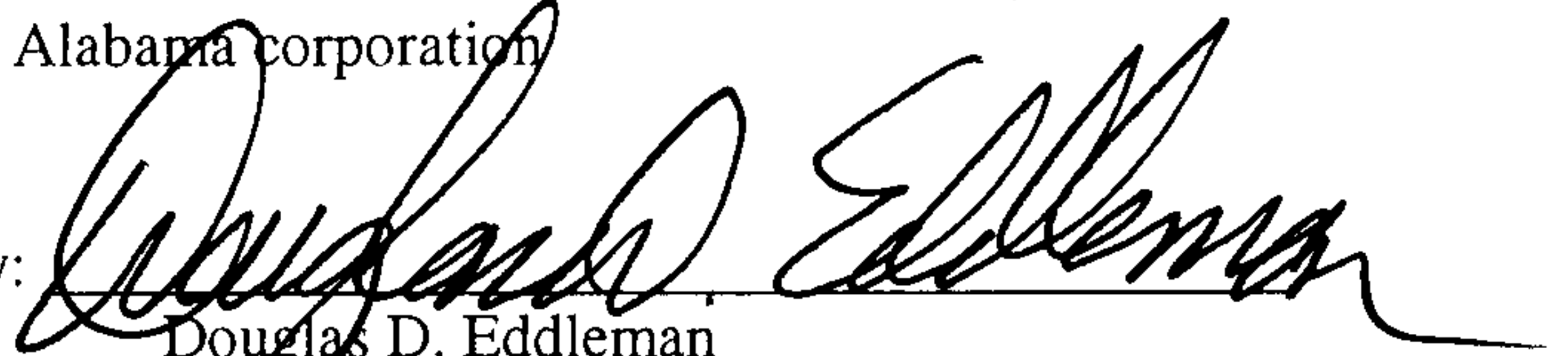
ARTICLE III

It is the intention of the Developer to submit the Subject Property to the Master Covenants pursuant to Section 2.2(a) of the Master Covenants so that the Subject Property will be part of the Development (as defined in the Original Declaration) and the members of the ARC (as defined in the Original Declaration) will be members of the Association. The Association has joined in the execution of this Supplementary Declaration for the purpose of evidencing its written approval of the submission of the Subject Property to the Original Declaration and Master Covenants as herein provided and does hereby authorize the filing of this Supplementary Declaration with the Office of the Judge of Probate of Shelby County, Alabama.

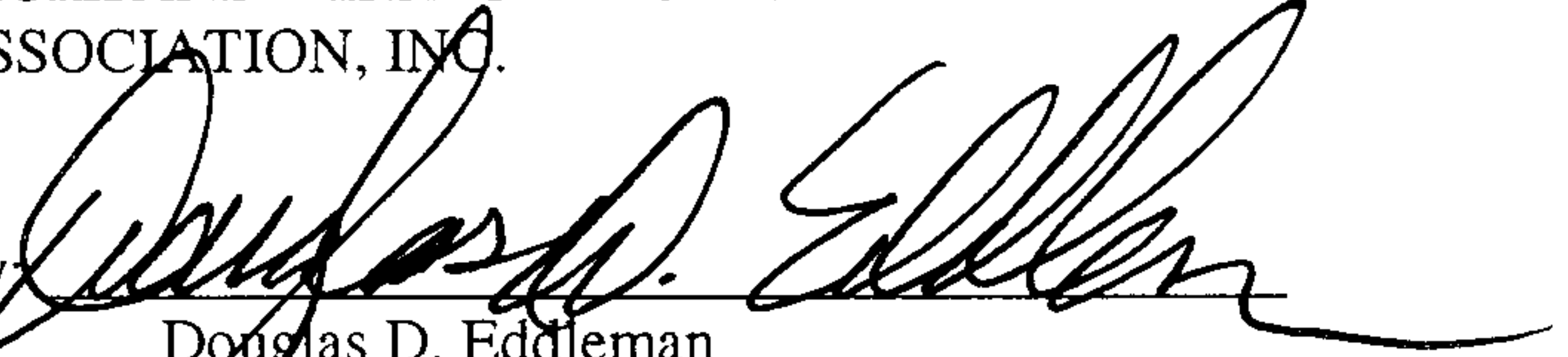
IN WITNESS WHEREOF, the undersigned have caused this Declaration to be executed as of the 30th day of December, 2008.

DECLARANTS:

THE VILLAGE AT HIGHLAND LAKES, INC.
an Alabama corporation


By: 
Douglas D. Eddleman
President

HIGHLAND VILLAGE RESIDENTIAL
ASSOCIATION, INC.

By: 
Douglas D. Eddleman
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 The Village at Highland Lakes, Inc., an Alabama corporation, is signed to the foregoing Supplementary Declaration, 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, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.


20090121000018210 2/4 \$20.00
Shelby Cnty Judge of Probate, AL
01/21/2009 10:15:22AM FILED/CERT

Given under my hand and official seal of office this 30th day of December, 2008.

Brandy Parsons fka Brandy Kirkell
Notary Public

My Commission Expires: 4/4/10


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 Highland Village Residential Association, Inc., an Alabama nonprofit corporation, is signed to the foregoing Supplementary Declaration, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Supplementary Declaration, 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 30th day of December, 2008.

Brandy Parsons fka Brandy Kirkell
Notary Public

My Commission Expires: 4/4/10


20090121000018210 3/4 \$20.00
Shelby Cnty Judge of Probate, AL
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CONSENT OF LENDER

Compass Bank (the "Bank"), as the holder and owner of the mortgage securing the property made subject to the above referenced Original Declaration and the foregoing Supplementary Declaration to Declaration of Covenants, Conditions and Restrictions for Village at Highland Lakes, a Residential Subdivision, Regent Park Neighborhood, Phase Four, and recorded as Instruments Numbered 20060421000186650, 20070223000084910, 20070830000408300 and 20080501000178840 in the Probate Office of Shelby County, Alabama, does hereby consent to the filing of the Original Declaration and the foregoing Supplementary Declaration and does hereby agree that said property shall remain subject to the terms and conditions of the Original Declaration and the foregoing Supplementary Declaration if the Bank should succeed to the interest of the Developer of the Property by foreclosure of its mortgage by accepting a deed in lieu of the foreclosure.

IN WITNESS WHEREOF, the undersigned has duly executed this consent on this 30th day of December, 2008.

COMPASS BANK

By: [Signature]
Its: SR Vice President

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Bernice Hendrix, whose name as Service Representative of Compass Bank, an Alabama bank, 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 above and foregoing instrument, he (she), as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal of office this 30th day of December, 2008.

[Signature]
Notary Public



20090121000018210 4/4 \$20.00
Shelby Cnty Judge of Probate, AL
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