

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

**SECOND AMENDMENT TO
DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS FOR
CHELSEA STATION, A RESIDENTIAL SUBDIVISION**

THIS SECOND AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS FOR CHELSEA STATION, A RESIDENTIAL SUBDIVISION (this "Amendment") is made and entered into as of the 21st day of September, 2010.

RECITALS:

Chelsea Station, LLC ("Developer") has heretofore caused the Declaration of Protective Covenants, Conditions and Restrictions for Chelsea Station, a Residential Subdivision dated as of August 27, 2007 to be recorded as Instrument No. 20070829000407640 in the Office of the Judge of Probate of Shelby County, Alabama, which has been amended by a First Amendment thereto dated March 12, 2010 and recorded as Instrument No. 201000430000132190 in the aforesaid Probate Office (collectively, the "Declaration"). *Capitalized terms not otherwise expressly defined herein shall have the same meanings given to them in the Declaration.*

Developer is no longer the owner of any of the Lots subject to the Declaration.

Pursuant to Section 10.3 of the Declaration, the Declaration may be amended at any annual or special meeting of the members of the Chelsea Station Owners' Association, Inc. (the "Association") by the vote of at least fifty-one percent (51%) of the total votes in the Association.

On September 21, 2010, a special meeting of the members of the Association was held at 10:00 a.m. Central Standard Time at the model home in Chelsea Station, which model home is situated at 109 Chelsea Station Drive, Chelsea, AL 35043, pursuant to written notice of such special meeting given to all Owners on September 8, 2010 (which notice of special meeting also specifically included as part of the agenda a discussion and vote concerning the proposed amendment to the Declaration set forth below).

At the aforesaid special meeting of the Association, which was attended by 139 out of 140 votes in the Association, a proposal was made to amend the Declaration to delete certain language from Section 5.15 of the Declaration. At such meeting, all Owners present at such meeting (representing 99.29% of the total number of votes in the Association) affirmatively approved the amendment to the Declaration set forth in this Amendment.



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 Shelby Cnty Judge of Probate, AL
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NOW, THEREFORE, in consideration of premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and pursuant to the provisions of Section 10.3(b) of the Declaration, the undersigned, as the President of the Association, hereby affirms that the following amendments to the Declaration were approved by 99.29% of the total number of votes in the Association:

1. **Zoning Compliance.** The last sentence of Section 5.15 of the Declaration is deleted in its entirety.

2. **Full Force and Effect.** Except as expressly modified and amended herein, all the terms and provisions of the Declaration, as previously amended, shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been executed by the undersigned, as President of the Association.

Mike Carter, as President of the Chelsea
 Station Owners' Association, Inc.

STATE OF ALABAMA)
 :
 SHELBY COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Mike Carter, whose name as President of CHELSEA STATION OWNERS' ASSOCIATION, INC., an Alabama nonprofit corporation, 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 said instrument, 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 this 5 day of October, 2010.

 Notary Public

[NOTARIAL SEAL]

My commission expires: 1-29-13


CERTIFICATION

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Shelby Cnty Judge of Probate, AL
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The undersigned hereby certifies and affirms the following:

1. My name is Mike Carter and I serve as President of the Chelsea Station Owners' Association, Inc., an Alabama nonprofit corporation (the "Association").
2. This Certification is attached to and constitutes a part of the Second Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Chelsea Station, A Residential Subdivision dated September 21, 2010 (the "Second Amendment").
3. As provided in the Second Amendment, a special meeting of the members of the Association was held on September 21, 2010 pursuant to written notice given to all members on September 8, 2010.
4. At such meeting, 99.29% of all votes in the Association were represented at such meeting.
5. At such meeting, 99.29% of all votes in the Association voted in favor of the Second Amendment.
6. The undersigned hereby unequivocally states that the agreement of the requisite number of owners in the Association was lawfully obtained to the adoption of the Second Amendment.

Dated as of the 5th day of October, 2010.



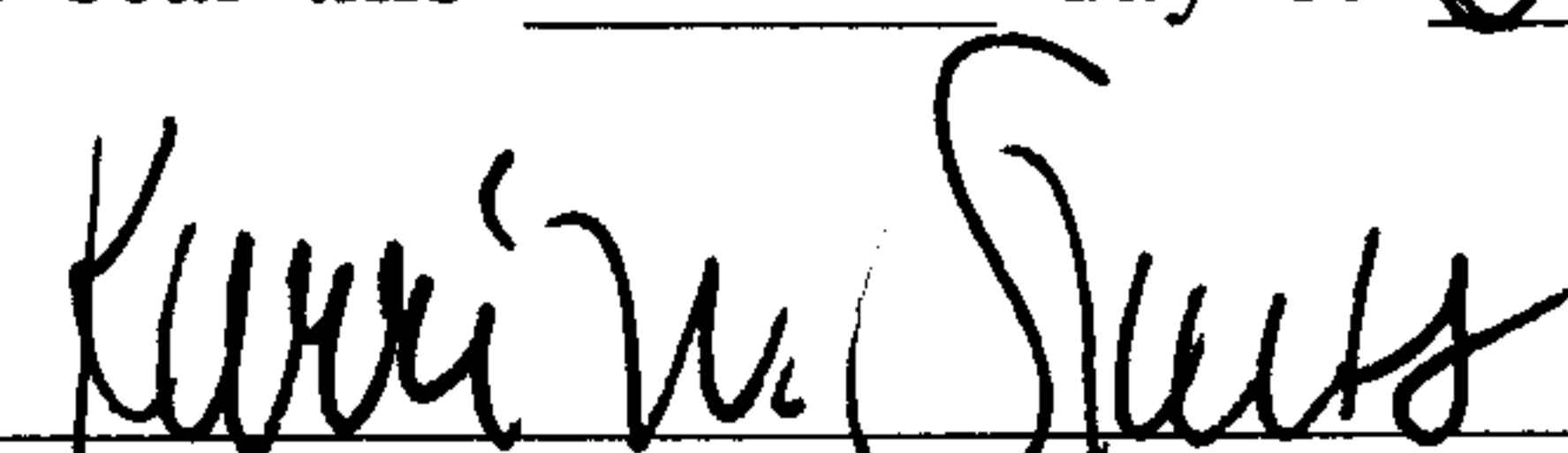
Mike Carter, President

STATE OF ALABAMA)

Jefferson)
COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that MIKE CARTER, 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 said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 5th day of October, 2010.



Notary Public
My commission expires: 1-29-13

[NOTARIAL SEAL]