

This instrument prepared by
and upon recording return to
Jerome K. Lanning, Esq.
Butler Snow LLP
One Federal Place, Suite 1000
1819 Fifth Avenue North
Birmingham, AL 35203
(205) 297-2200

STATE OF ALABAMA)

COUNTY OF SHELBY)

DECLARATION OF COVENANTS

THIS DECLARATION OF COVENANTS ("Declaration") is made by the Freshwater Land Trust, an Alabama nonprofit corporation (the "Land Trust") made as of the 15TH day of OCTOBER, 2015.

RECITALS

WHEREAS, the Land Trust was organized under the Alabama Nonprofit Corporation Law exclusively for charitable and beneficent purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and is duly qualified under the provisions of that section; and

WHEREAS, among the charitable purposes for which the Land Trust was organized was the preservation of natural resources through the conservation of open spaces, woodlands and other lands and waters with environmental, biologic, scenic or wildlife habitat values or recreational significance, the preservation of which is aligned with the conservation strategic plan of the Land Trust (the "Conservation Values"); and

WHEREAS, the Land Trust has acquired title to a tract of wooded property extending along the crest of Double Oak Mountain in Shelby County, Alabama, described in that General Warranty Deed attached hereto as Exhibit "A" (the "Property"); and

WHEREAS, the Land Trust has determined that the preservation of the scenic, greenspace and wildlife habitat conditions of the Property is consistent with its Conservation Values and would be aligned with its conservation strategic plan.

NOW, THEREFORE, in consideration of the premises, and other good and valuable considerations consistent with the advancement of its conservation strategic plan, the Land Trust covenants and agrees as follows:


AGREEMENT

1. Covenants. The Land Trust, and its successors in interest, shall hold and maintain the Property in a manner consistent with (a) the mission of the Land Trust, (b) the

provisions of the Articles of Incorporation and Bylaws of the Land Trust, and (c) the provisions of the Standards & Practices relating to conservation properties of the Land Trust Alliance, which has certified the Land Trust as an accredited Land Trust, as such Standards and Practices are in effect as of the date of this Declaration.

2. Successors; Duration. These Covenants shall run with the Property, and be binding upon the Land Trust and its successors and assigns as owners of the Property, in perpetuity.

[SIGNATURES ON FOLLOWING PAGE]


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IN WITNESS WHEREOF, the Land Trust has caused this Declaration to be executed by its duly authorized representative as of the above date.

FRESHWATER LAND TRUST, an Alabama nonprofit corporation

By: Wendy Jackson
Name: Wendy A. Jackson
Its: Executive Director

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Wendy A. Jackson, whose name as Executive Director of the Freshwater Land Trust, 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, she 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 this 1ST day of OCTOBER, 2015.

Angela Adams McTwen
Notary Public

My commission expires: 2-14-2017

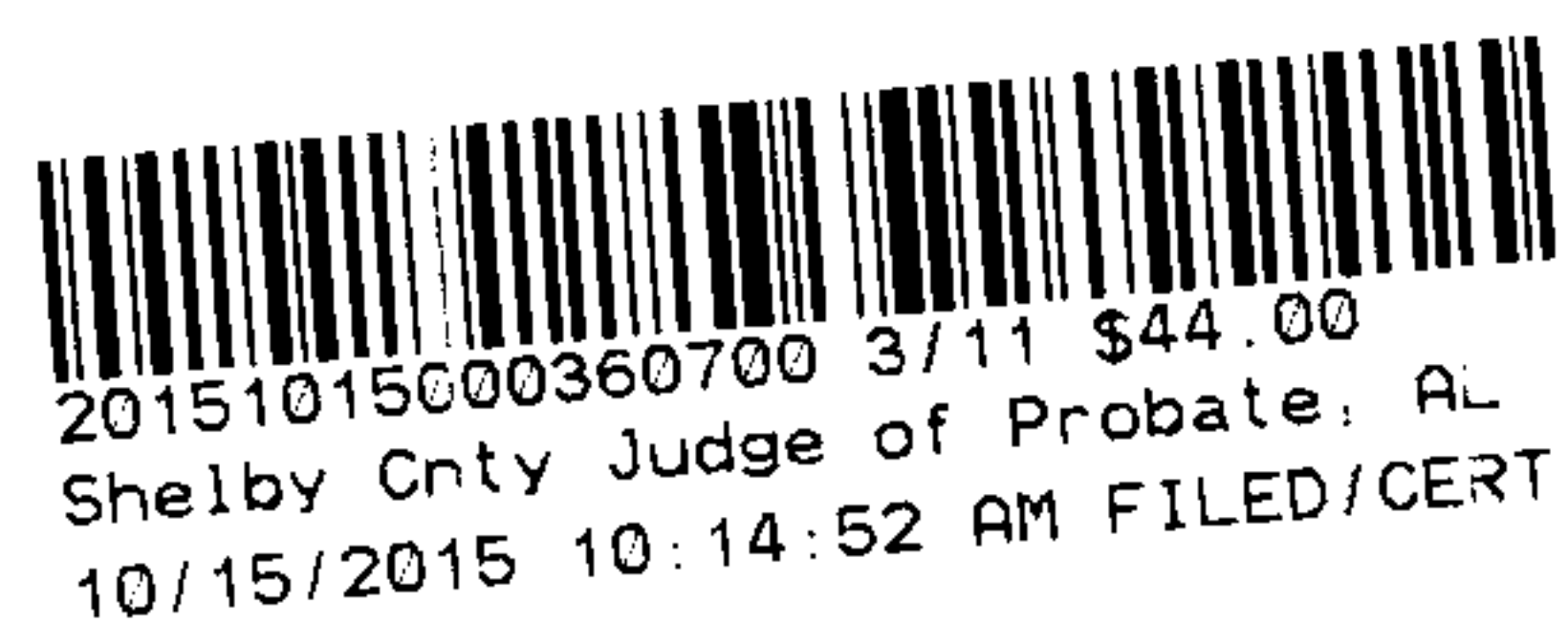
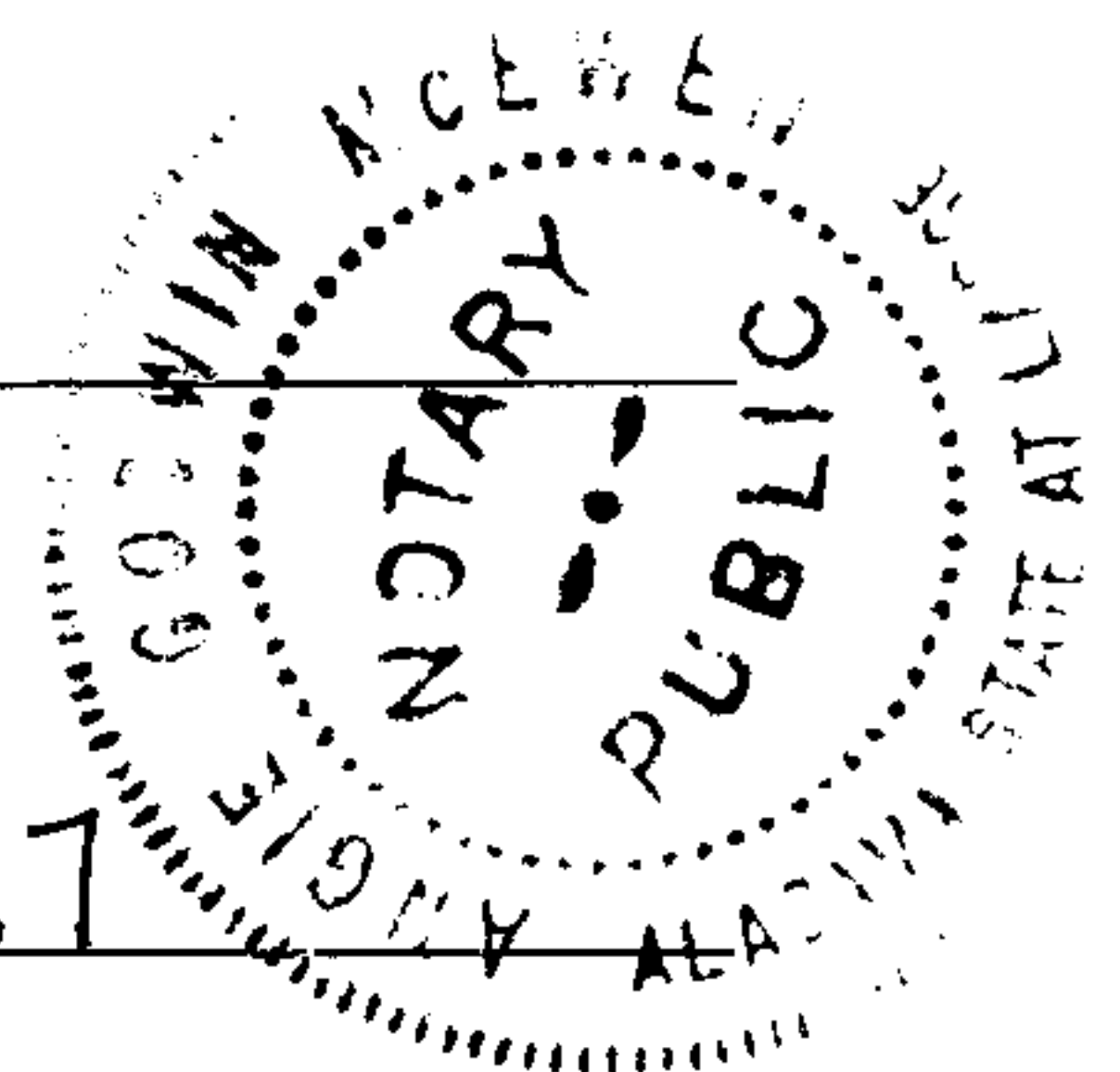


EXHIBIT "A"

GENERAL WARRANTY DEED

[attached hereto]



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Send Tax Notice To:
Freshwater Land Trust
2308 First Avenue North
Birmingham, Alabama 35203

This instrument prepared by
and upon recording return to
Angie Godwin McEwen
Butler Snow LLP
One Federal Place
1819 Fifth Avenue North, Suite 1000
Birmingham, Alabama 35203
(205) 297-2200

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

GENERAL WARRANTY DEED

KNOW ALL PERSONS BY THESE PRESENTS, that, **S. W. SMYER, JR.**, a married man, **HARALD L. SMYER**, a married man, and **INGRID FRANCES SMYER** (formerly known as Ingrid Frances Smyer Dubrow), an unmarried woman (collectively, the "Grantors"), for a good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, do hereby grant, bargain, sell, and convey unto **FRESHWATER LAND TRUST**, an Alabama nonprofit corporation (the "Grantee"), that certain real property and the improvements thereon situated in the County of Shelby, State of Alabama, more particularly described in Exhibit "A" attached hereto (the "Property"), subject to the following:

1. Taxes for the year 2016 and subsequent years, not yet due and payable; and
2. Easement reserved in deeds recorded in Deed Volume 296, Page 854 and Deed Volume 319, Page 315, in the Probate Office of Shelby County, Alabama;

(the "Encumbrances").

TO HAVE AND TO HOLD the Property unto Grantee and its successors and assigns, forever.

Grantors do for themselves and their successors and assigns covenant with Grantee, and its successors and assigns, that Grantors are lawfully seized in fee simple of the Property; that the Property is free from all encumbrances, unless otherwise noted above; that Grantors will, and their successors and assigns shall, warrant and defend the same to Grantee and its successors and assigns forever against the lawful claims of all persons.

The Property does not constitute part of the homestead of Grantors.


This conveyance of the Property is made pursuant to an Amendment to a Third Amended and Restated Purchase and Sale Agreement between Grantors and Grantee dated as of August 31, 2015 (the "Agreement") which contains an acknowledgement by the parties that the Nine Hundred Thousand Dollar (\$900,000.00) purchase price provided for in the Agreement



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represents a substantial discount to its estimated fair market value, and that the difference, or discount, represents a charitable contribution to be made by Grantors to Grantee, as a tax-exempt nonprofit organization qualified under Section 501(c)(3) and other applicable provisions of the Internal Revenue Code whose primary purposes is to acquire and maintain lands that protect water quality and preserve open space. This conveyance of the Property by Grantors to Grantee is made to Grantee subject only to those Encumbrances hereinabove provided for.

[SIGNATURES ON FOLLOWING PAGE]


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IN WITNESS WHEREOF, Grantors have caused this General Warranty Deed to be effective as of this _____ day of _____, 2015.

GRANTORS:

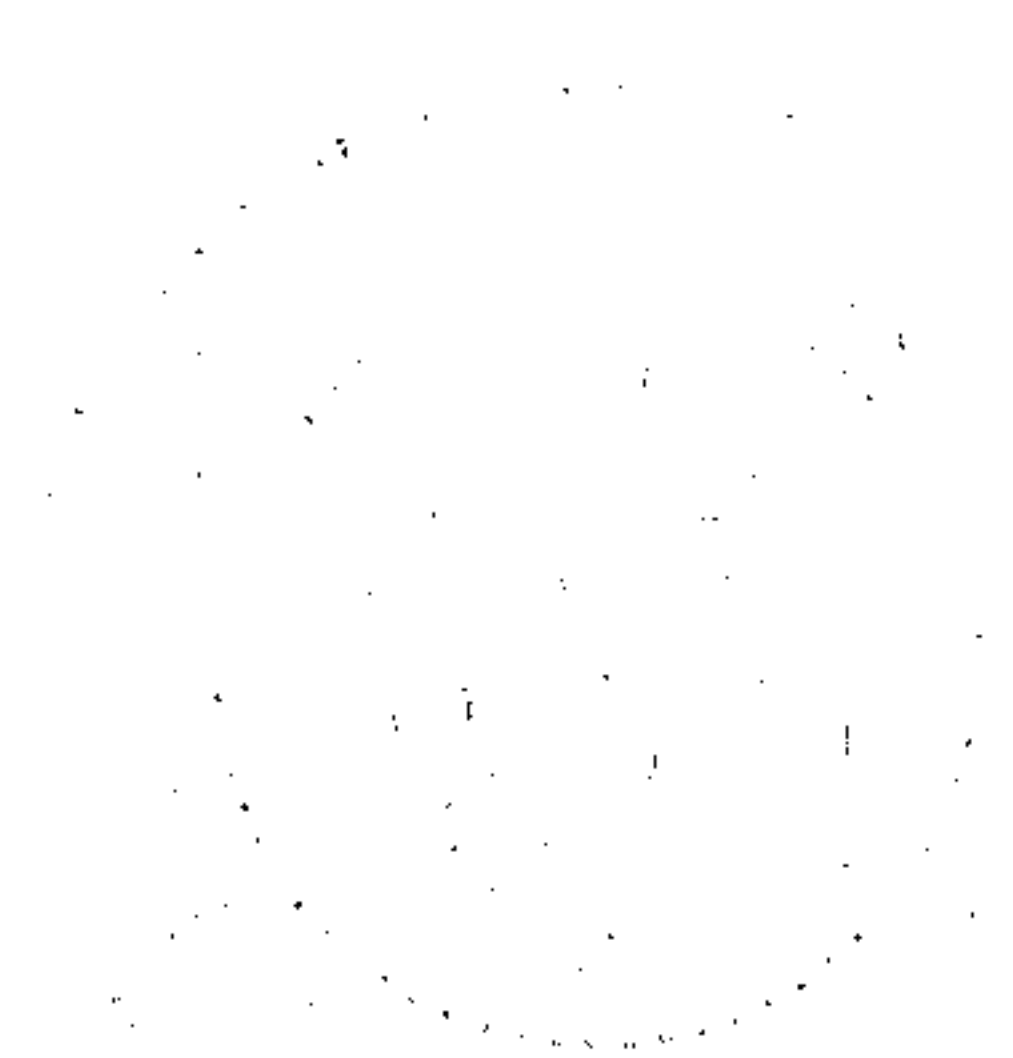


S. W. SMYER, JR.


STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)


I, the undersigned, a notary public in and for said county in said state, hereby certify that S. W. Smyer, Jr., 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 30th day of October, 2015.


Diana L. Campbell
Notary Public
My Commission Expires: May 10, 2017

[SIGNATURES CONTINUE ON FOLLOWING PAGES]


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HARALD L. SMYER

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Alameda)

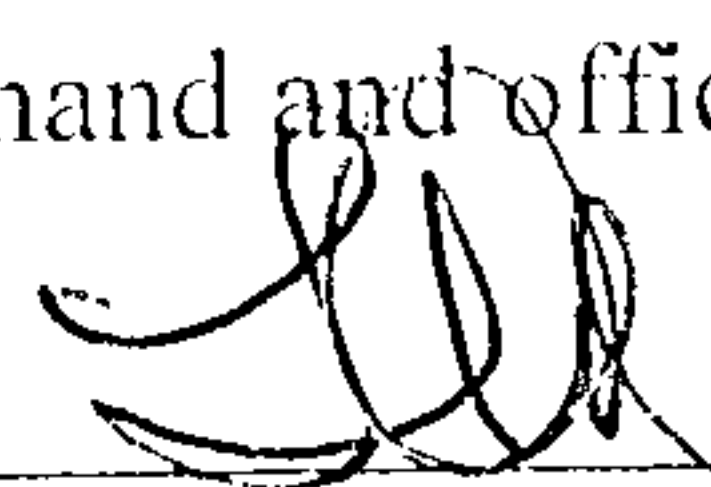
On 10/16/2015, before me, Steve Bauer, Notary,
(insert name and title of the officer)

personally appeared **Harald L. Smyer**, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person(s) acted, executed the instrument.

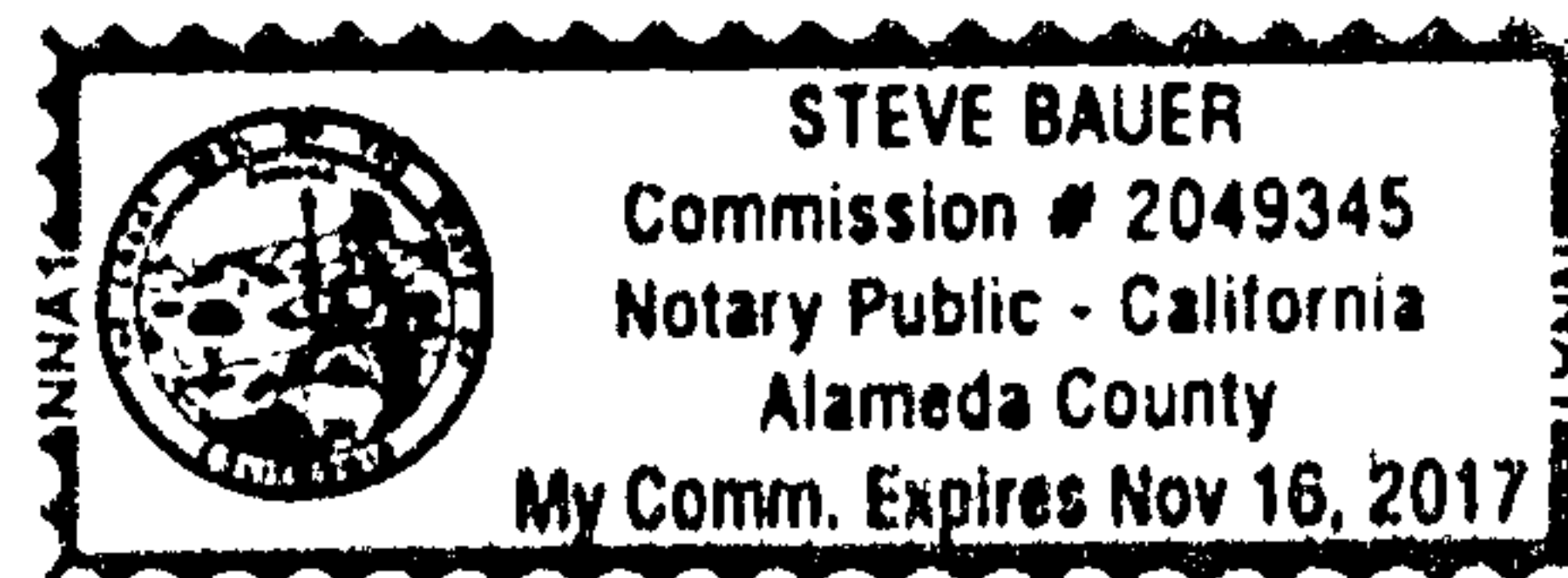
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.


Signature

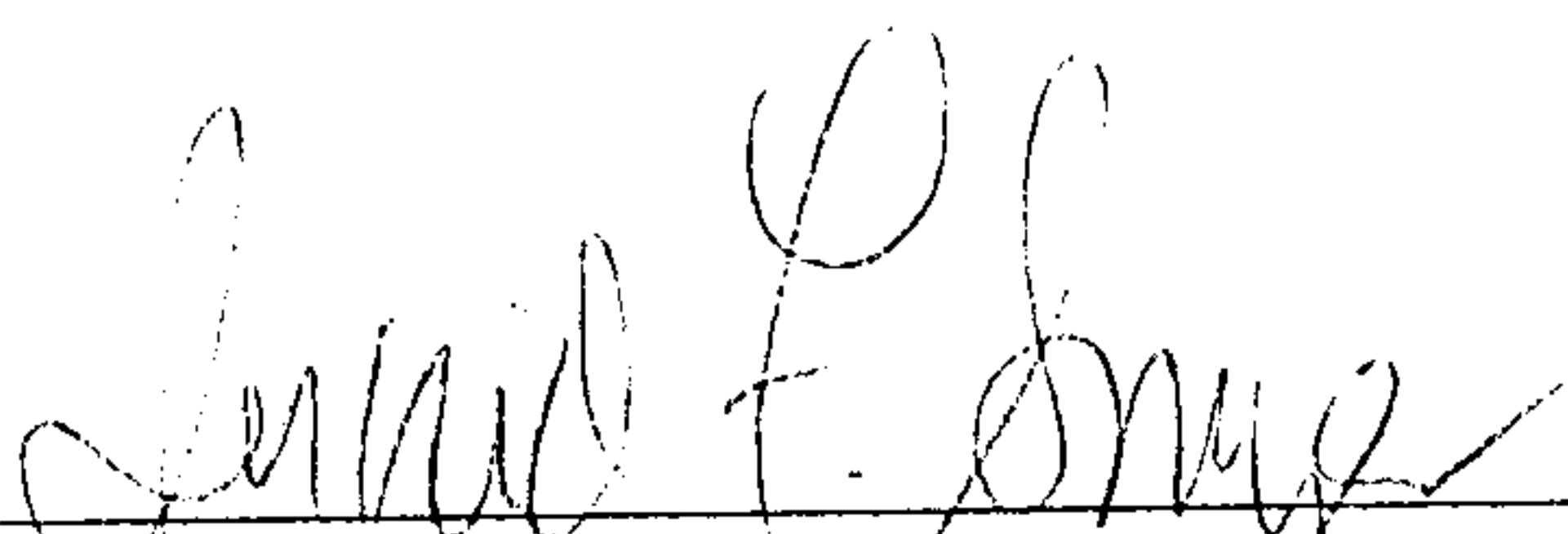


(SEAL)



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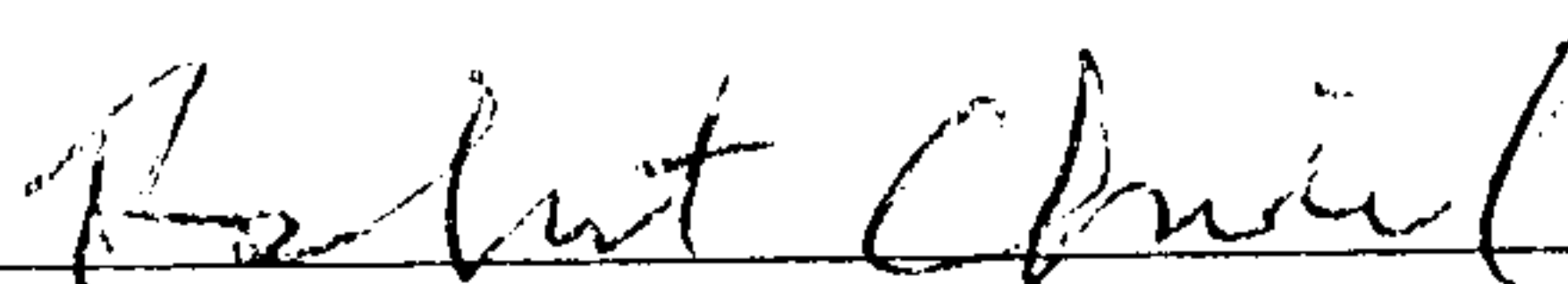


INGRID FRANCES SMYER

STATE OF MASSACHUSETTS)

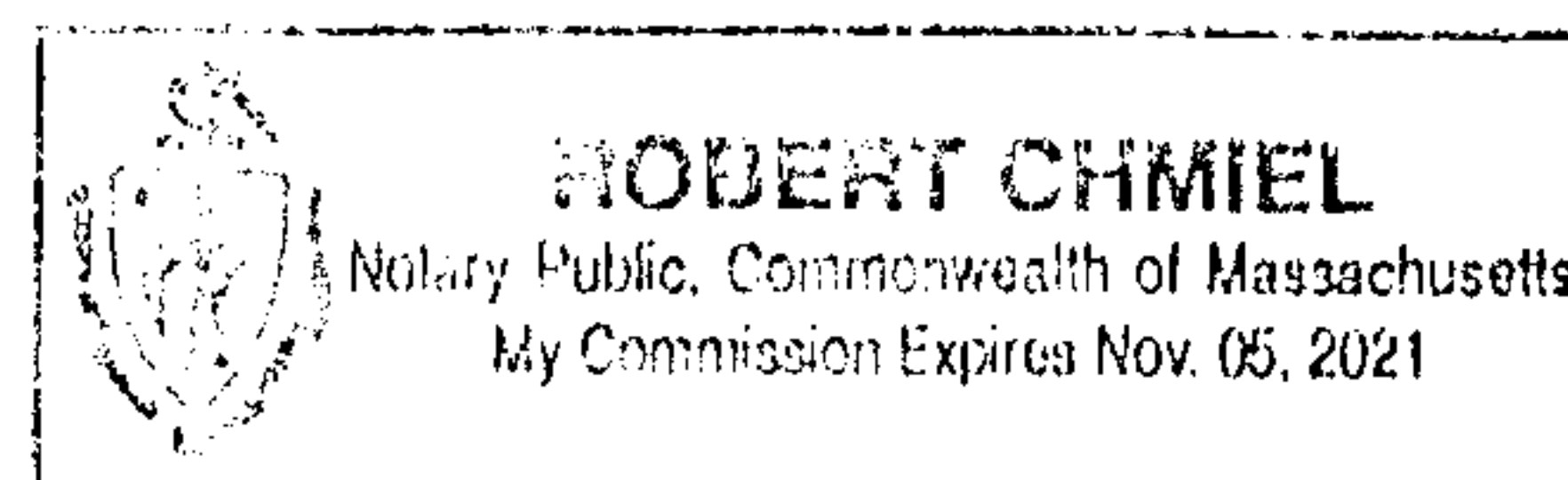
COUNTY OF Suffolk)

On this 7 day of October, 2015, before me, the undersigned notary public, personally appeared **Ingrid Frances Smyer**, proved to me through satisfactory evidence of identification, which were Driver License, to be the person whose name is signed on the preceding or attached document in my presence.



Notary Public
My Commission Expires: 11/05/2021

[END OF SIGNATURES]






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EXHIBIT "A"

Legal Description

A parcel of land situated in the North 1/2 of Section 25, Township 18 South, Range 1 West, the Northwest 1/4 of Section 30, Township 18 South, Range 1 East and Section 19, Township 18 South, Range 1 East, Shelby County, Alabama being more particularly described as follows:

Begin at the point of intersection of the South line of the North 1/2 of Section 25, Township 18 South, Range 1 West, Shelby County, Alabama and the Southeasterly line of Lot 24, Stonegate Realty Phase One as recorded in Map Book 29, Page 4 in the office of the Judge of Probate of Shelby County, Alabama and run in a Northeasterly direction along the Southeasterly line of Lots 24, 25, 26 and Lot 27, Stonegate Realty Phase One as recorded in Map Book 29, Page 4, Lots 28-A, 29-C, 30-A and Lot 35-A, Stonegate Realty Phase 2 Resubdivision of Lots 28-30, 35 as recorded in Map Book 32, Page 107, Lot 36, Stonegate Realty Phase 2 as recorded in Map Book 31, Page 28, Lots 56, 57, 58, 59 and Lot 60, Stonegate Realty Phase 3 as recorded in Map Book 33, Page 122, Lot 61-A, Resurvey of Lots 61 & 62 Stonegate Realty Phase 3 as recorded in Map Book 34, Page 110, Lots 63, 64 and Lot 65, Stonegate Realty Phase 3 as recorded in Map Book 33, Page 122 all being recorded in the office of the Judge of Probate of Shelby County, Alabama, for a distance of 7467 feet, more or less, to the Easternmost corner of said Lot 65; thence in a Northeasterly direction along the meanders of Elevation 1000 approximately 3793 feet, more or less, to a point on the North line of Section 19, Township 18 South, Range 1 East, Shelby County, Alabama; thence in an Easterly direction along said North line approximately 271 feet, more or less, to the Northeast corner of said Section 19, Township 18 South, Range 1 East, Shelby County, Alabama; thence in a Southerly direction along the East line of Section 19, Township 18 South, Range 1 East, Shelby County, Alabama approximately 859 feet, more or less, to the center of an Old Woods Road on the crest of Double Oak Mountain; thence in a Southwesterly direction along the meanders of the center of the Old Woods Road on the crest of Double Oak Mountain approximately 9482 feet, more or less, to a point on the South line of the North 1/2 Section 25, Township 18 South, Range 1 West, Shelby County, Alabama; thence in a Westerly direction along the South line of the North 1/2 of Section 25, Township 18 South, Range 1 West, Shelby County, Alabama approximately 1734 feet, more or less, to the Point of Beginning.


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Real Estate Sales Validation Form

This Document must be filed in accordance with Code of Alabama 1975, Section 40-22-1

Grantor's Name: S. W. Smyer, Jr., Harald L. Smyer, Ingrid Frances Smyer Mailing Address: 2780 Smyer Circle Vestavia Hills, AL 35216	Grantee's Name: Freshwater Land Trust Mailing Address: 2308 First Avenue North Birmingham, AL 35203
Property Address: N/A; located near Stonegate Drive in Shelby County, Alabama	Date of Sale: October 15, 2015
	Total Purchase Price: \$900,000.00 or Actual Value: or Assessor's Market Value:

The purchase price or actual value claimed on this form can be verified in the following documentary evidence:
(check one) (Recordation of documentary evidence is not required):

<input type="checkbox"/> Bill of Sale	<input type="checkbox"/> Appraisal
<input checked="" type="checkbox"/> Sales Contract	<input type="checkbox"/> Other:
<input type="checkbox"/> Closing Statement	

If the conveyance document presented for recordation contains all of the required information referenced above, the filing of this form is not required.

Instructions

Grantor's name and mailing address - provide the name of the person or persons conveying interest to property and their current mailing address.

Grantee's name and mailing address - provide the name of the person or persons to whom interest to property is being conveyed.

Property address - the physical address of the property being conveyed, if available.

Date of Sale - the date on which interest to the property was conveyed.

Total purchase price - the total amount paid for the purchase of the property, both real and personal, being conveyed by the instrument offered for record.

Actual value - if the property is not being sold, the true value of the property, both real and personal, being conveyed by the instrument offered for record. This may be evidenced by an appraisal conducted by a licensed appraiser or the assessor's current market value.

If no proof is provided and the value must be determined, the current estimate of fair market value, excluding current use valuation, of the property as determined by the local official charged with the responsibility of valuing property for property tax purposes will be used and the taxpayer will be penalized pursuant to Code of Alabama 1975 § 40-22-1 (h).

I attest, to the best of my knowledge and belief that the information contained in this document is true and accurate. I further understand that any false statements claimed on this form may result in the imposition of the penalty indicated in Code of Alabama 1975 § 40-22-1 (h).

Date: _____, 2015

Print: _____

Unattested
(verified by)

Sign: Wendy Johnson
(Grantor/Grantee/Owner/Agent) (circle one)

