

This instrument was prepared by:

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STATE OF ALABAMA)
COUNTY OF SHELBY)

**SUPPLEMENTARY DECLARATION AND AMENDMENT TO
THE DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR HIGHLAND LAKES,
A RESIDENTIAL SUBDIVISION
WITH RESPECT TO SECOND SECTOR**

KNOW ALL MEN BY THESE PRESENTS THAT,


WHEREAS, Highland Lakes Development, Ltd. ("Developer") and Highland Lakes Residential Association, Inc. (the "Association") previously filed a Declaration of Covenants, Conditions and Restrictions in the Probate Office of Shelby County, Alabama, recorded on April 4, 1996, as Instrument Number 1996-10928 (the "Original Declaration") with respect to certain real property situated in Shelby County, Alabama, which is part of a residential subdivision known as Highland Lakes, A Residential Subdivision (the "Development"), and which is more particularly described in the Plat of Highland Lakes, Second Sector, as recorded in Map Book 20, at page 150 in said office, 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 on Exhibit A attached hereto;

WHEREAS, Developer has created the Association pursuant to the Declaration of Easements and Master Protective Covenants for Highland Lakes recorded as Instrument Number 1994-07111 in the Probate Office of Shelby County, Alabama, as amended by the documents recorded as Instrument Number 1996-17543 and Instrument Number 1999-31095 and in said office (the "Master Covenants"), for the purpose of maintaining certain lakes (the "Lakes") and other property located adjacent to or near the Subject Property which is intended to be for the non-exclusive use and benefit of the owners of the Development (the "Common Areas"), regulating the use of the Lakes and Common Areas, and levying assessments for the maintenance, preservation and regulation of the Common Areas and the Lakes;

WHEREAS, the Developer desires to submit the Subject Property to the Original Declaration and the Master Covenants 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 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 and for the maintenance, preservation, and regulation of the Lakes and Common Areas within the property subject to the Original Declaration and the Master Covenants.


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Shelby Cnty Judge of Probate, AL
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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 as follows:

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

2. It is the intention of the Developer to submit the Subject Property to the Original Declaration as Additional Property pursuant to Section 2.2 of the Original Declaration so that the Subject Property will be part of the Property (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 Subject Property shall be subject in all respects to the Original Declaration and the Master Covenants except that the following covenants shall be binding upon the Subject Property and shall modify the Original Declaration with respect to the Subject Property:

(a) The Original Declaration is hereby amended to exempt the Subject Property from the requirements of Section 6.7 of the Original Declaration and to declare that the Subject Property shall be subject to the following restrictions on the size of structures:

There shall be no specific height limitations or size restrictions for residential structures to be constructed on a Lot within the Subject Property. The ARC reserves the right to approve the height and size of any residential structure to be constructed on a Lot within the Subject Property based on the compatibility of the appearance of such structure with structures on other Lots within and adjacent to the Subject Property.

(b) The provisions of Section 2 of Article I of this Supplementary Declaration shall be applicable to the Subject Property and shall modify the Original Declaration with respect to the Subject Property in accordance with Section 2.2 of the Original Declaration.

3. The Subject Property has not been subdivided into Lots. The Master Plan for the Development, as approved by applicable governmental authorities, contemplates the subdivision of the Subject Property into Lots in accordance with applicable state and local laws and regulations for the subdivision of real property. Developer intends to subdivide the Subject Property into Lots substantially in accordance with the Master Plan by applying for approval of a subdivision plat with respect to all or part of the Subject Property and by recording the approved subdivision plat in the Probate Office of Shelby County, Alabama, as permitted by Section 2.6 of the Master Covenants and Section 2.6 of the Original Declaration. The undivided portion of the Subject Property shall be treated as a single Lot for purposes of Article IV of the Master Covenants and Section 5.2 of the Original Declaration. No assessments shall be due on any Lot owned by the Developer in the Subject Property. Assessments on individual Lots within the Subject Property shall commence in accordance with Section 6.3 of the Master Covenants upon the conveyance of the Lot to a person other than the Developer.

4. Developer reserves the right to harvest timber on any portion of the Subject Property that has not been subdivided into Lots pursuant to a recorded subdivision plat.

ARTICLE II

Declarants hereby declare that said 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 Subject Property and all parties having or acquiring any right, title or interest in and to the Subject Property or any part thereof, and their successors in interest.

ARTICLE III

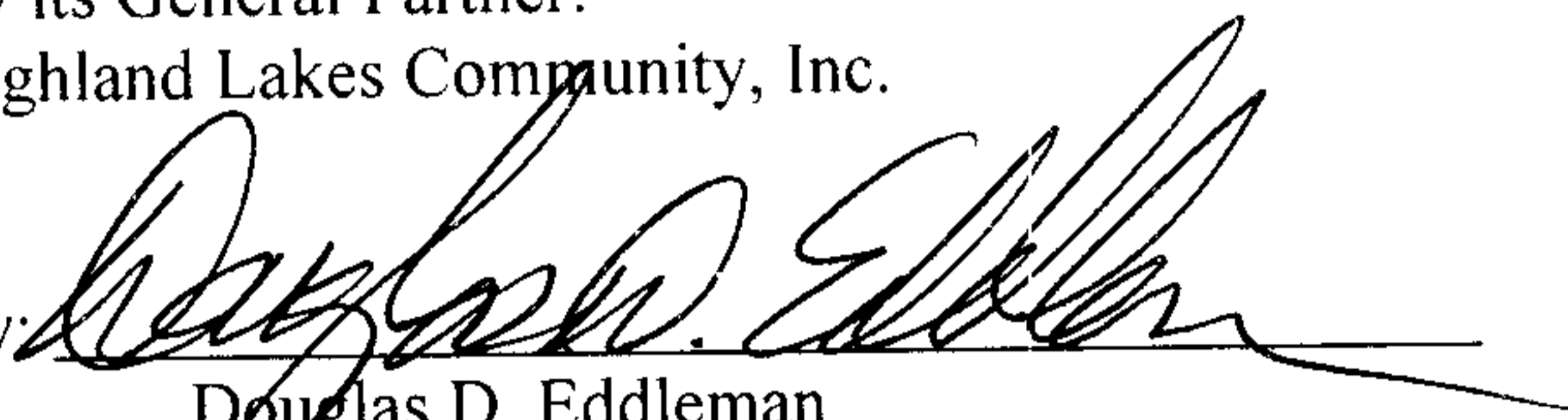
The Association has joined in the execution of this Supplementary Declaration for the purpose of evidencing its written approval of the submission of the Subject Property to the Original Declaration and Master

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 29th day of DECEMBER, 2015.


DECLARANTS:

HIGHLAND LAKES DEVELOPMENT, LTD.,
an Alabama limited partnership,
By its General Partner:
Highland Lakes Community, Inc.

By: 
Douglas D. Eddleman
President

HIGHLAND LAKES RESIDENTIAL
ASSOCIATION, INC.

By: 
Its: PRESIDENT

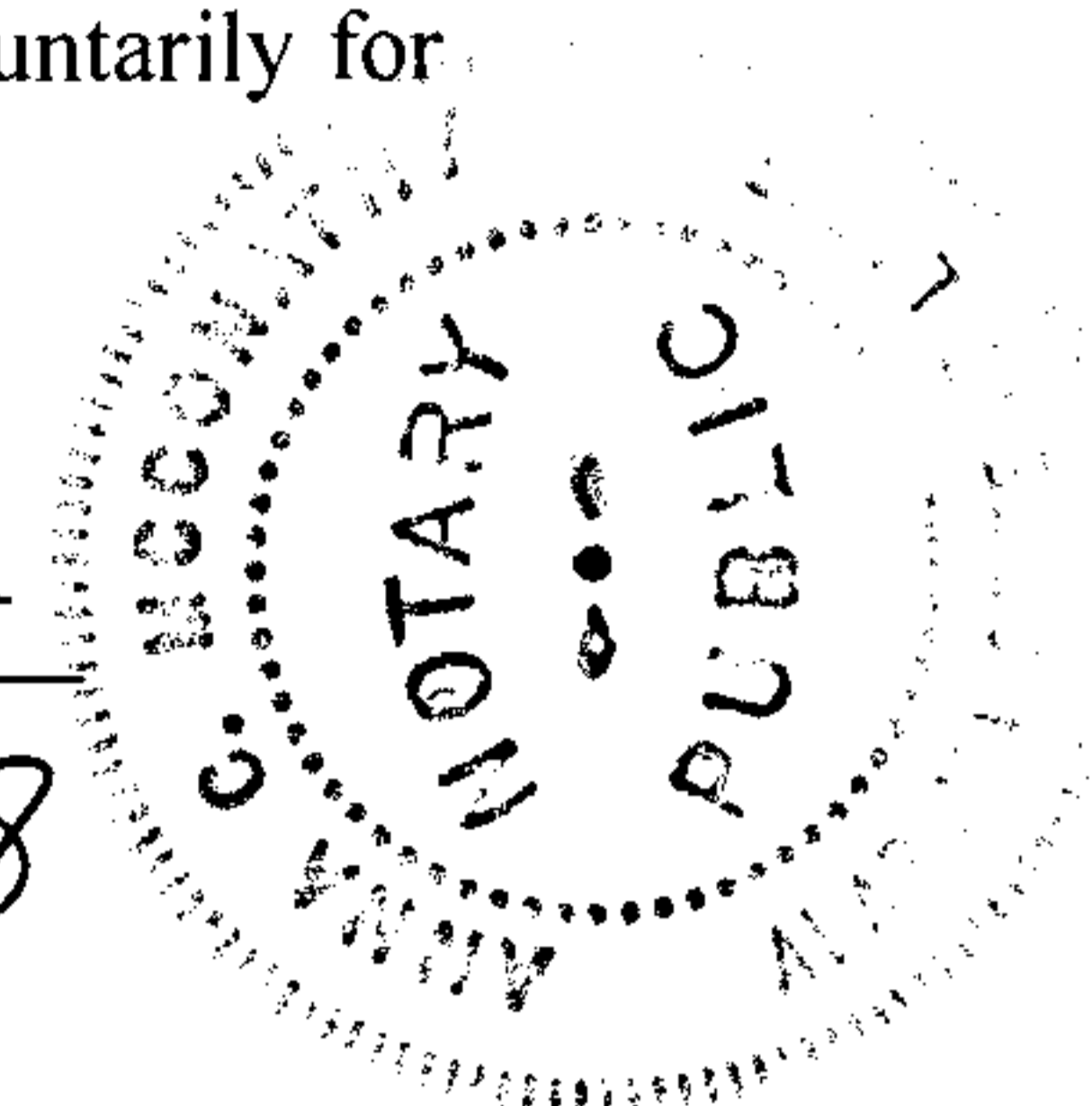

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Shelby Cnty Judge of Probate, AL
12/30/2015 10:39:47 AM FILED/CERT

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 Lakes Community, Inc., a corporation, as General Partner for Highland Lakes Development, Ltd., a limited partnership, 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 acting in its capacity as General Partner as aforesaid.

Given under my hand and official seal of office this 29th day of December, 2015.

Ann C McGonally
Notary Public
My Commission Expires: June 29, 2018

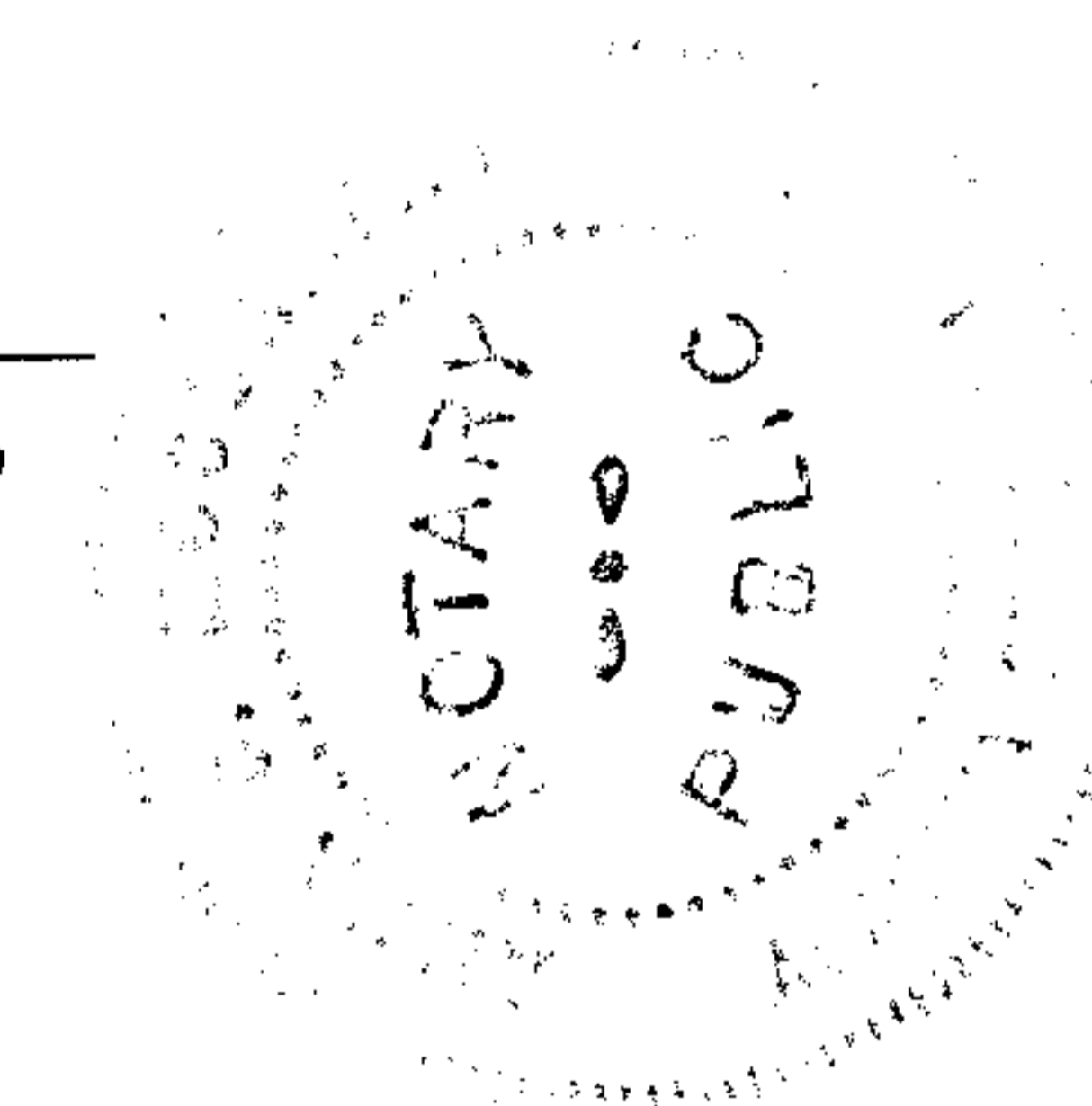


STATE OF ALABAMA)
JEFFERSON COUNTY)

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 Lakes 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 29th day of December, 2015.

Ann C McGonally
Notary Public
My Commission Expires: June 29, 2018



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EXHIBIT A

DESCRIPTION OF SUBJECT PROPERTY

DESCRIPTION: HIGHLAND LAKES 2ND SECTOR 3RD PHASE

A TRACT OF LAND SITUATED IN THE SOUTHWEST ¼ OF SECTION 4, NORTHWEST ¼ OF SECTION 9, AND THE NORTHEAST ¼ OF SECTION 8, TOWNSHIP 19 SOUTH, RANGE 1 WEST, SHELBY COUNTY, ALABAMA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE NORTHEAST CORNER OF LOT 1904, ACCORDING TO THE SURVEY OF HIGHLAND LAKES 19TH SECTOR AN EDDLEMAN COMMUNITY, AS RECORDED IN MAP BOOK 30, PAGE 121, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN SOUTH 40°01'39" WEST ALONG THE EAST LINE OF LOTS 1904 AND 1903 OF SAID SURVEY FOR 429.36 FEET TO THE NORTHEAST CORNER OF LOT 1902 OF SAID SURVEY; THENCE RUN SOUTH 29°43'43" WEST ALONG THE EAST LINE OF LOTS 1902 AND 1901 OF SAID SURVEY FOR 302.83 FEET TO THE NORTHEAST CORNER OF LOT 613A ACCORDING TO THE RESURVEY OF LOTS 613 & 614 HIGHLAND LAKES 6TH SECTOR AN EDDLEMAN COMMUNITY AND ACREAGE, AS RECORDED IN MAP BOOK 24, PAGE 131, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN SOUTH 29°44'06" WEST ALONG THE EAST LINE OF SAID LOT 613A FOR 305.58 FEET TO THE NORTHEAST CORNER OF LOT 612, ACCORDING TO AMENDED MAP OF HIGHLAND LAKES 6TH SECTOR AN EDDLEMAN COMMUNITY, AS RECORDED IN MAP BOOK 23, PAGE 153, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN SOUTH 18°56'15" WEST ALONG THE EAST LINE OF LOTS 612 THRU 609 FOR 649.50 FEET TO A POINT ON THE EAST LINE OF SAID LOT 609; THENCE RUN SOUTH 22°21'20" WEST ALONG THE EAST LINE OF LOTS 609 THRU 601 OF SAID SURVEY FOR 1167.45 FEET TO THE NORTHEAST CORNER OF LOT 425A, ACCORDING TO THE RESURVEY OF LOT 425, HIGHLAND LAKES 4TH SECTOR, PHASE I, AN EDDLEMAN COMMUNITY, AS RECORDED IN MAP BOOK 22, PAGE 55, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN SOUTH 19°58'34" WEST ALONG THE EAST LINE OF SAID LOT 425A FOR 126.05 FEET; THENCE RUN SOUTH 69°36'46" EAST FOR 191.88 FEET TO THE NORTHWEST CORNER OF LOT 3211, ACCORDING TO THE SURVEY OF HIGHLAND LAKES 32ND SECTOR AN EDDLEMAN COMMUNITY, AS RECORDED IN MAP BOOK 35, PAGE 23, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN SOUTH 69°36'46" EAST ALONG THE NORTH LINE OF SAID LOT 3211 FOR 253.74 FEET; THENCE RUN NORTH 42°43'10" EAST FOR 307.69 FEET; THENCE RUN SOUTH 86°00'04" EAST FOR 348.47 FEET TO THE SOUTHEAST CORNER OF LOT 7, ACCORDING TO THE SURVEY OF HIGHLAND LAKES 2ND SECTOR PHASE II AN EDDLEMAN COMMUNITY, AS RECORDED IN MAP BOOK 31, PAGE 134, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN NORTH 04°43'19" EAST ALONG THE WEST LINE OF SAID LOT 7 FOR 43.11 FEET TO A POINT ON THE WEST LINE OF SAID LOT 7; THENCE RUN NORTH 00°06'58" WEST ALONG THE WEST LINE OF LOTS 7 AND 6 OF SAID SURVEY FOR 240.08 FEET TO A POINT ON THE WEST LINE OF LOT 6 OF SAID SURVEY; THENCE RUN NORTH 38°34'38" EAST ALONG THE NORTH LINE OF LOTS 6 AND 5 OF SAID SURVEY FOR 265.48 FEET TO THE MOST NORTHERLY CORNER OF LOT 5 OF SAID SURVEY; THENCE RUN SOUTH 55°12'55" EAST ALONG THE NORTH LINE OF LOTS 5 AND 4 OF SAID SURVEY FOR 165.56 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 4; THENCE RUN SOUTH 70°45'29" EAST ALONG THE NORTH LINE OF SAID LOT 4 FOR 170.10 FEET TO A POINT ON THE WEST LINE OF LOT 259, ACCORDING TO THE SURVEY OF HIGHLAND LAKES 2ND SECTOR AND EDDLEMAN COMMUNITY, AS RECORDED IN MAP BOOK 20, PAGE 150, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN NORTH 03°26'04" EAST ALONG THE WEST LINE OF LOTS 259 AND 258 OF SAID SURVEY FOR 168.42 TO THE NORTHWEST CORNER OF LOT 258 OF SAID SURVEY AND A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF AN UN-NAMED STREET AS SHOWN ON SAID SURVEY; THENCE TO A NON TANGENT CURVE TO THE RIGHT WITH A RADIUS OF 473.17 FEET, A CHORD BEARING OF NORTH 70°25'46" WEST, AND A CHORD LENGTH OF 58.89 FEET; THENCE RUN ALONG SAID ARC AND SAID ROAD RIGHT-OF-WAY FOR 58.93 FEET; THENCE RUN NORTH 23°08'19" EAST FOR 60.00 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF SAID RIGHT-OF-WAY AND THE SOUTHWEST CORNER OF LOT 257 OF SAID SURVEY; THENCE RUN NORTH 24°14'53" EAST ALONG THE WEST LINE OF SAID LOT 257 FOR 208.96 FEET TO THE SOUTHWEST CORNER OF LOT 256 OF SAID SURVEY; THENCE RUN NORTH 15°32'55" WEST ALONG THE WESTERLY LINE OF SAID LOT 256 FOR 140.13 FEET TO THE MOST SOUTHERLY CORNER OF LOT 368, ACCORDING TO THE SURVEY OF HIGHLAND

LAKES 3RD SECTOR PHASE IV AN EDDLEMAN COMMUNITY, AS RECORDED IN MAP BOOK 23, PAGE 165, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA; THENCE RUN NORTH 41°35'25" WEST ALONG THE WEST LINE OF SAID LOT 368 FOR 185.18 FEET TO THE SOUTHWEST CORNER OF LOT 369 OF SAID SURVEY; THENCE RUN NORTH 02°43'23" WEST ALONG THE WEST LINE OF SAID LOT 369 FOR 184.44 FEET TO THE SOUTHWEST CORNER OF LOT 370 OF SAID SURVEY; THENCE RUN NORTH 30°22'09" EAST ALONG THE WEST LINE OF LOTS 370 THRU 374 OF SAID SURVEY FOR 737.79 FEET TO THE NORTHWEST CORNER OF LOT 375 OF SAID SURVEY; THENCE RUN NORTH 67°46'35" EAST ALONG THE NORTH LINE OF SAID LOT 375 FOR 257.95 FEET; THENCE RUN NORTH 09°20'05" WEST FOR 136.71 FEET; THENCE RUN NORTH 48°07'34" WEST FOR 518.00 FEET; THENCE RUN NORTH 55°23'01" WEST FOR 312.06 FEET TO THE POINT OF BEGINNING.
SAID TRACT OF LAND CONTAINING 2407486.94 SQ.FT. OR 55.27 ACRES MORE OR LESS.