

Prepared by and Return to:
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**FIRST AMENDMENT
TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
ALMADALE FARMS P.D.**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR ALMADALE FARMS P.D. (hereafter "Declaration"), made this _____ day of February, 1996, by **Almadale Farms**, a Tennessee general partnership (hereafter "Declarant").

W I T N E S S E T H :

WHEREAS, a Declaration of Covenants, Conditions and Restrictions for Almadale Farms P.D. was filed of record on June 26, 1995, in the Register's Office of Shelby County, Tennessee, as Instrument No. FD 3870; and

WHEREAS, Declarant reserved the right in the Declaration to unilaterally amend said Declaration for a period of three (3) years from the date of the Declaration; and,

WHEREAS, Declarant desires to amend the Declaration as set forth below; and

WHEREAS, National Bank of Commerce, the mortgagee on the property to be added to the Declaration, joins herein for the purpose of approving the expansion of the planned development as set forth herein; and

WHEREAS, the Developer has caused plats of the property to be filed in Plat Book 151, Page 38, for Phase 1 of the property and in Plat Book 154, Page 77, for Phase 2 of the property, all in the Register's Office of Shelby County, Tennessee ("Plat" or "Plats").

NOW, THEREFORE, the Declaration is hereby amended as follows:

2. The fourth paragraph on page 1 of the Declaration is amended by deleting the same in its entirety and the following is substituted in lieu thereof:

"WHEREAS, the Developer has caused plats of the Property to be filed in Plat Book 151, Page 38, for Phase 1 of the development and in Plat Book 154, Page 77, for Phase 2 of the development, all in the Register's Office of Shelby County, Tennessee ("Plat" or "Plats"); and"

3. In Article I, Section 4, the following words are added at the end of the first sentence: "and Numbers 64 through 134, inclusive, as shown on Exhibit "B-1" attached hereto."

4. In Article V, Section 1, the following sentence is added to the end of the paragraph: "The Association shall also provide and pay for all maintenance and expenses for Lake Almadale, as said lake is shown on "Exhibit B-1" attached hereto."

5. In Article V, Section 2(b), the first sentence is deleted and the following sentence is substituted therefor: "As shown on Exhibits "B" and "B-1" attached hereto, there will be one hundred thirty-four (134) residential Lots".

6. The fifth line of Article VI, Section 2, is amended by deleting the word "(1/63rd)" and substituting the word "(1/134th)" therefor.

7. In Article VIII, Section 1, the words "Lots 1 through 63" are hereby deleted and the words "Lots 1 through 134" are substituted therefor.

8. In Article VIII, Section 2(b), the words "Exhibit "B"" are hereby deleted and the words "Exhibits "B" and "B-1"" are substituted therefor.

9. The following paragraph is added to Article VIII, Section 2:

(o) No swimming, boating, fishing, sailing, scuba diving, inner tubes, floats, sail boards, surf boards or snorkeling is permitted in Lake Almadale (as shown on Exhibit "B-1" attached hereto). The Declarant reserves the right, for itself and the Association, to adopt additional rules and regulations or revise the rules and regulations stated above for the safety and welfare of the Members, their families and guests.

10. The legal description set forth on Exhibit A of the Declaration is amended by deleting same in its entirety and the following is substituted in lieu thereof:

Parcel 1: Lots 1-63, Phase 1, Almadale Farms P.D., as shown on plat of record in Plat Book 151, Page 38, in the Register's Office of Shelby County, Tennessee, to which plat reference is hereby made for a more particular description thereof.

Parcel 2: Lots 64-134, Phase 2, Almadale Farms P.D., as shown on plat of record in Plat Book 154, Page 77, in the Register's Office of Shelby County, Tennessee, to which plat reference is hereby made for a more particular description thereof.

11. Exhibit B-1 attached hereto is hereby made a part of and incorporated into the Declaration.

IN WITNESS WHEREOF, the undersigned have caused this First Amendment to be signed by the officer duly authorized to do so as of the day and year first above written.

ALMADALE FARMS, a Tennessee general partnership

By:
David P. Halle, Jr., managing
Partner

NATIONAL BANK OF COMMERCE,
a national banking association

By:
Kim Hamner, First Vice President

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, duly commissioned and qualified, personally appeared DAVID P. HALLE, JR., with whom I am personally acquainted and who, upon oath, acknowledged himself to be the managing general partner of ALMADALE FARMS, a Tennessee general partnership, the within named bargainor, and that he as such managing general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as such managing general partner, and he further acknowledged that he executed said instrument as the free act and deed of the partnership.

Witness my hand and official seal at office this _____ day of _____, 1996.

Notary Public

My commission expires:

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned Notary Public in the State and County aforesaid, personally appeared Kim Hamner, with whom I am personally acquainted and who, upon oath, acknowledged herself to be the First Vice President of National Bank of Commerce, a national banking association, and that she as such First Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the bank by herself as such First Vice President.

Witness my hand and official seal at office this _____ day of _____, 1996.

Notary Public

My commission expires: