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HAVE

**AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
PALM HARBOR,
A PLANNED UNIT DEVELOPMENT**

STATE OF ALABAMA :

COUNTY OF BALDWIN :

This AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PALM HARBOR, A PLANNED UNIT DEVELOPMENT, made and entered into on the 12 day of June, 1997, by and among the undersigned.

R E C I T A L S :

1. The DECLARANT did file a DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PALM HARBOR, A PLANNED UNIT DEVELOPMENT, dated April 25, 1997 and recorded May 2, 1997 in Miscellaneous Book 93, Pages 796 through 835 ("DECLARATION").

2. DECLARANT is the OWNER of all the LOTS in PALM HARBOR, A PLANNED UNIT DEVELOPMENT, recorded in the Office of the Judge of Probate of Baldwin County, Alabama, in Slide 1730-B through Slide 1731-A, together with all improvements and appurtenances, sometimes hereinafter referred to as the "PROPERTY".

3. DECLARANT desires to amend the DECLARATION and subject the PROPERTY to the terms and conditions of this AMENDMENT TO DECLARATION.

The recording references herein are to the Office of the Judge of Probate of Baldwin County, Alabama.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein and gained hereby, the DECLARANT hereby amends ARTICLE VIII, Section 8.1, of the DECLARATION to read as follows:

Section 8.1 Permitted Uses and Structures. Except for the rights reserved to the DECLARANT by this DECLARATION, all LOTS in the PROPERTY and each and every one thereof are hereby declared to be residential LOTS, and no LOT shall be used except for single-family residential purposes. No building or structure shall be erected, altered, placed or permitted to remain on any LOT other than a single-family dwelling, not to exceed two (2) stories and forty-eight (48) feet in height (except that an attic, or the area between the ground and the main liveable floor or a basement floor under the ground surface of any building or structure shall not be considered a story for this purpose), and a private enclosed garage for not more than two (2) automobiles.

The ground floor elevation of the main livable floor of any building or structure may not exceed five feet (5') above the elevation required by Federal, State or local laws or regulations pertaining to flood prone areas. No foundation or footing may be constructed of exposed wooden pilings, poles or concrete block.

All BOAT SLIPS shall be used only for the mooring of one (1) VESSEL in a seaworthy condition and its tender regularly carried for pleasure purposes only by the occupant of the BOAT SLIP or his or her guests and invitees; and no part of any BOAT SLIP shall be used for storage of any supplies, equipment or other articles. No VESSEL carrying passengers for hire may be permitted to occupy any BOAT SLIP.

All roofs that cover the habitable portion of the house shall have a roof pitch of between 5:12 and 10:12.

MISC0094 PAGE 0178

All roofing systems shall be either cement tiles (flat or barrel type) or ribbed metal roofing. Samples must be submitted to and approved by the ARCHITECTURAL COMMITTEE. No other roofing material is acceptable.

The following wall systems are not permitted:

- A. Brick veneer (unless covered with stucco).
- B. Plywood veneer
- C. Stone veneer
- D. Masonite
- E. Synthetic siding, including vinyl and aluminum.

All contemplated improvements must be submitted to the ARCHITECTURAL COMMITTEE as provided for in ARTICLE IV above.

Except as set out above the DECLARATION shall remain in full force and effect and unchanged.

IN WITNESS WHEREOF, the undersigned have caused this instrument to be executed on this 12 day of JUNE, 1997.

THE PALMS DEVELOPERS, L.L.C.,
an Alabama Limited Liability Company

By: David C. Montiel
DAVID C. MONTIEL
Its: Manager

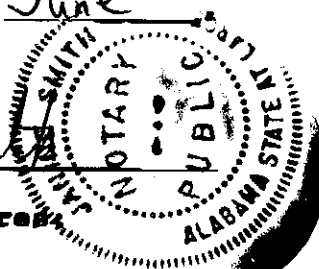
By: MJE, L.L.C.
Its: Manager

By: Miller Gorrie
MILLER GORRIE
Its: Member

STATE OF ALABAMA :
COUNTY OF Baldwin :

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that DAVID C. MONTIEL, whose name as Manager of THE PALMS DEVELOPERS, L.L.C., an Alabama Limited Liability Company, 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 instrument, he, as such Manager and with full authority, executed the same voluntarily for and on behalf of said Company.

Given under my hand and seal on this 14th day of June 1997.

Janine Smith
NOTARY PUBLIC
My Commission Expires


MISC0034 PAGE 0179

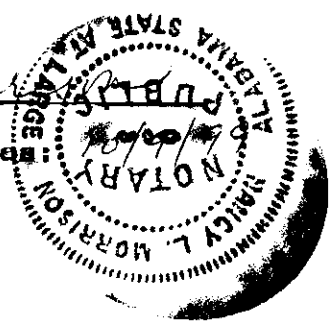
STATE OF ALABAMA :

COUNTY OF Shelby :

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that MILLER GORRIE, whose name as Member of MJE, L.L.C., the said MJE, L.L.C. as Manager of THE PALMS DEVELOPERS, L.L.C., an Alabama Limited Liability Company, 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 instrument, he, as such Member and with full authority, executed the same voluntarily for and on behalf of MJE, L.L.C., who executed this instrument on behalf of THE PALMS DEVELOPERS, L.L.C.

Given under my hand and seal on this 12th day of JUNE, 1997.

Nancy Morrison
NOTARY PUBLIC
My Commission Expires:



MISC 0094 PAGE 0180