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FIRST AMENDMENT TO THE SUPPLEMENTARY DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
ANNANDALE, PART B1, MADISON COUNTY, MISSISSIPPI

WHEREAS, on October 18, 1985, Annandale Development Company, a Delaware corporation, declared and caused to be filed for record that certain Declaration of Covenants, Conditions, and Restrictions for Annandale, as recorded in Book 580 at Page 01 in the office of the Chancery Clerk of Madison County, Mississippi (the "Declaration"), and reference to which is hereby made for all purposes; and

WHEREAS, Annandale Development Company subdivided, platted and designated a certain 18.99 acre parcel of real property as "Annandale Part B1" as recorded in the aforesaid Chancery Clerk's office in Plat Cabinet B, Slide 87, reference to which is hereby made for all purposes, and declared and caused to be filed for record that certain Supplementary Declaration of Covenants and Restrictions for Annandale Part B1, as recorded in Book 580 at Page 63 in the aforesaid Chancery Clerk's office, reference to which is hereby made for all purposes, which Supplementary Declaration imposed all of the terms, provisions and conditions of the Declaration on "Annandale Part B1"; and

WHEREAS, Annandale Properties, L.P., a Mississippi limited partnership, is the successor to Annandale Development Company as the Declarant under the terms and provisions of the Declaration and said Supplementary Declarations, and is the owner of certain lots and real property and is a Class B Member of the Association; and

WHEREAS, Section 1. Amendment of Article XIII, Additional Provisions, of the Declaration provides for the amendment of the Supplementary Declaration when there is one or more Class B Member(s) by an instrument executed and acknowledged by the Declarant and by the Owners who own at least fifty percent (50%) of all Lots subject to the Supplementary Declaration; and

WHEREAS, Paragraph 11 of the Supplementary Declaration provides for the amendment of the Supplementary Declaration in the same manner and to the same extent as provided in the Declaration; and

WHEREAS, the undersigned Declarant and Lot Owners, constituting Owners who own at least fifty percent (50%) of all Lots subject to the Supplementary Declaration, desire to amend the Supplementary Declaration.

NOW, THEREFORE, in consideration of the premises, Annandale Properties, L.P., a Mississippi limited partnership, as the Declarant and as the record owner of Lots subject to the Supplementary Declaration, and the undersigned Lot Owners, being record owners of Lots subject to the Supplementary Declaration, do hereby amend that certain Supplementary Declaration of Covenants, Conditions, and Restrictions for Annandale, Part B1, as recorded in Book 580 at Page 63 in the office of the Chancery Clerk of Madison County, Mississippi, as follows, to-wit:

Subparagraphs (a) and (b) of Paragraph 9 are hereby amended as follows:

(a) that portion of said annual maintenance assessment which is attributable to Class A membership shall not exceed One Hundred Eighty Dollars (\$180.00) per annum, plus whatever additions to said sum of \$180.00 which, in accordance with the provisions of the Declaration, may be imposed with respect to the properties now or hereinafter set aside as common areas;

(b) that portion of said annual maintenance assessment which is attributable to the Additional Services

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mentioned in this Supplementary Declaration shall not exceed Six Hundred Dollars (\$600.00) per annum.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed this the 11th day of November, 1992.

ANNANDALE PROPERTIES, L.P.
A MISSISSIPPI LIMITED PARTNERSHIP

BY: ZACH T. HEDERMAN, JR., PROPERTIES, INC.
GENERAL PARTNER

BY: Zach Hederman
ZACH T. HEDERMAN, JR., PRESIDENT

STATE OF MISSISSIPPI
COUNTY OF Hinds

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said County and State, on this the 11th day of November, 1992, within my jurisdiction, the within named ZACH T. HEDERMAN, JR., who acknowledged that he is President of Zach T. Hederman, Jr., Properties, Inc., a Mississippi corporation and General Partner of Annandale Properties, L.P., a Mississippi Limited Partnership, and as its act and deed, he executed the above and foregoing First Amendment to the Declaration of Covenants, Conditions, and Restrictions for Annandale, Part B1, Madison County, Mississippi, on the day and for the purposes therein mentioned for and on behalf of the corporation as the General Partner of the Limited Partnership, after first having been duly authorized to do so.

Dale B. Doty
Notary Public

My Commission Expires:
10/13/95

LOTS 1 AND 2, ANNANDALE, PART B1

OWNER(S):

Herman R. Crowder
HERMAN R. CROWDER

William C. Beck
WITNESS

Irene P. Crowder
IRENE P. CROWDER

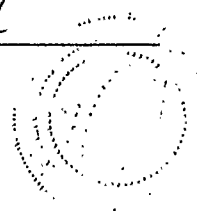
STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of HERMAN R. CROWDER AND IRENE P. CROWDER.

Howard Perkins
Notary Public

My Commission Expires:
November 7, 1993



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LOT 3, ANNANDALE, PART B1

OWNER(S):

Robert E. Clements
ROBERT E. CLEMENTS

William C. Beck
WITNESS

Debra Barre Clements
DEBRA BARRE CLEMENTS

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of ROBERT E. CLEMENTS AND DEBRA BARRE CLEMENTS.

Horace Festina, L
Notary Public

My Commission Expires:
November 7, 1993

LOT 4, ANNANDALE PART B1

OWNER(S):

Gary L. Slade
GARY L. SLADE

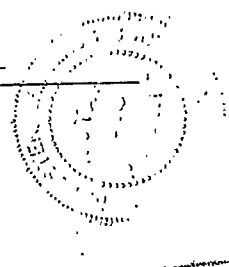
William C. Beck
WITNESS

Rebecca B. Slade
REBECCA B. SLADE

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of GARY L. SLADE AND REBECCA B. SLADE.

Horace F. [Signature]
Notary Public



My Commission Expires:
November 7, 1993

LOT 5, ANNANDALE PART B1

OWNER(S):

Henry B. Tyler
HENRY B. TYLER

STATE OF Miss
COUNTY OF Hinds

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said County and State, on this the 18th day of November, 1992, within my jurisdiction, the within named HENRY B. TYLER, who acknowledged that he executed the above and foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Annandale, Madison County, Mississippi.

[Signature]
Notary Public

My Commission Expires:
2-10-94

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LOT 6, ANNANDALE, B1

OWNER(S):

Elizabeth B. McCullough
ELIZABETH B. MCCULLOUGH
McCullough EB

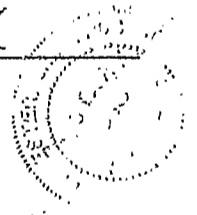
William C. Beck
WITNESS

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of **ELIZABETH B. MCCULLOUGH.**
MCCULLOUGH
EB

Horace Perkins L
Notary Public

My Commission Expires:
November 7, 1993



LOT 7, ANNANDALE PART B1

OWNER(S):

Dr. Robert W. Higgins
DR. ROBERT W. HIGGINS

Laurie W. Higgins
LAURIE W. HIGGINS

STATE OF Texas

COUNTY OF Pottaw

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, within my jurisdiction, the above-named DR. ROBERT W. HIGGINS AND LAURIE W. HIGGINS, who acknowledged that they signed the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, after being by me first duly sworn.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11 day of November, 1992.

Wileen Diane Grogan
Notary Public

My Commission Expires:
02-08-93



LOT 8, ANNANDALE, B1

OWNER(S):

J.M. Williams
JAMES MICHAEL WILLIAMS

[Signature]
WITNESS

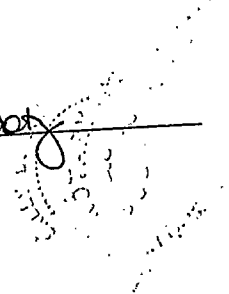
Kathy F. Williams
KATHY F. WILLIAMS

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 14th day of December, 1992, within my jurisdiction, Donald Jackson, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of JAMES MICHAEL WILLIAMS AND KATHY F. WILLIAMS.

[Signature]
Notary Public

My Commission Expires:
10/13/95



LOT 9, ANNANDALE, B1

OWNER(S):

Harlon G. Sistrunk
HARLON G. SISTRUNK

William C. Beck
WITNESS

Mary Annette Sistrunk
MARY ANNETTE SISTRUNK

STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of HARLON G. SISTRUNK AND MARY ANNETTE SISTRUNK.

Horace Perkins
Notary Public

My Commission Expires:
November 7, 1993

LOT 10, ANNANDALE, PART B1

OWNER(S):

William C Beck
WILLIAM C. BECK

[Signature]
WITNESS

Jacquelyn R. Beck
JACQUELYN R. BECK

STATE OF Mississippi

COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 14th day of December, 1992, within my jurisdiction, Donald Jackson, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of WILLIAM C. BECK AND JACQUELYN R. BECK.

[Signature]
Notary Public

My Commission Expires:

10/13/95

LOT 12, ANNANDALE PART B1

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OWNER(S):

ANNANDALE PROPERTIES, L.P.,
A Mississippi Limited Partnership
BY: ZACH T. HEDERMAN, JR., PROPERTIES, INC.,
A Mississippi Corporation,
General Partner

BY: *Zach Hederman, Jr.*
ZACH T. HEDERMAN, JR., President

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the said County and State, within my jurisdiction, the within named ZACH T. HEDERMAN, JR., who acknowledged that he is President of ZACH T. HEDERMAN, JR., PROPERTIES, INC., a Mississippi Corporation, General Partner of ANNANDALE PROPERTIES, L.P., a Mississippi Limited Partnership, and as the act and deed of the Corporation in its capacity as General Partner, he signed and delivered the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B-1, for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said Corporation and Partnership so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE this 17th day of December, 1992.

James Thomas G. Coffey
Notary Public

My Commission Expires:

April 3, 1993

LOT 13, ANNANDALE PART B1 BOOK 810 PAGE 238

OWNER(S):

ANNANDALE PROPERTIES, L.P.,
A Mississippi Limited Partnership
BY: ZACH T. HEDERMAN, JR., PROPERTIES, INC.,
A Mississippi Corporation,
General Partner

BY: Zach T. Hederman, Jr.
ZACH T. HEDERMAN, JR., President

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the said County and State, within my jurisdiction, the within named ZACH T. HEDERMAN, JR., who acknowledged that he is President of ZACH T. HEDERMAN, JR., PROPERTIES, INC., a Mississippi Corporation, General Partner of ANNANDALE PROPERTIES, L.P., a Mississippi Limited Partnership, and as the act and deed of the Corporation in its capacity as General Partner, he signed and delivered the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B-1, for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said Corporation and Partnership so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE this 17th day of December, 1992.

Tom James Ray Coffey
Notary Public

My Commission Expires:
April 3, 1993

LOT 14, ANNANDALE PART B1

OWNER(S):

ANNANDALE PROPERTIES, L.P.,
A Mississippi Limited Partnership
BY: ZACH T. HEDERMAN, JR., PROPERTIES, INC.,
A Mississippi Corporation,
General Partner

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BY: Zach T. Hederman
ZACH T. HEDERMAN, JR., President

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the said County and State, within my jurisdiction, the within named ZACH T. HEDERMAN, JR., who acknowledged that he is President of ZACH T. HEDERMAN, JR., PROPERTIES, INC., a Mississippi Corporation, General Partner of ANNANDALE PROPERTIES, L.P., a Mississippi Limited Partnership, and as the act and deed of the Corporation in its capacity as General Partner, he signed and delivered the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B-1, for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said Corporation and Partnership so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE this 17th day of December, 1992.

Wm. House Jr.
Notary Public

My Commission Expires:
April 3, 1993



LOT 15, ANNANDALE, B1

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OWNER(S):

Martin E. Holmes
MARTIN E. HOLMES

William C. Beck
WITNESS

Kathy L. Holmes
KATHY L. HOLMES

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said county and state, on this 24th day of November, 1992, within my jurisdiction, William C. Beck, one of the subscribing witnesses to the above and foregoing First Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Annandale, Part B1, Madison County, Mississippi, who, being first duly sworn, states that he/she saw the above named, whose names is subscribed thereto, sign and deliver the same to Annandale Properties, L.P., and that the affiant subscribed his/her name as witness thereto in the presence of MARTIN E. HOLMES AND KATHY L. HOLMES.

Horace Perkins L
Notary Public

My Commission Expires:
November 7, 1993



STATE OF MISSISSIPPI, County of Madison:

I certify that the within instrument was filed for record in my office this 8 day of Jan, 1993, at 9:00 o'clock a M., and was duly recorded on the JAN 08 1993, Book No. 810, Page 226.

BILLY V. COOPER, CHANCERY CLERK BY: [Signature] D.C.