

THIS INSTRUMENT PREPARED BY:
Kay B. Housch, Esq. BPR#010995
Kay B. Housch, P.C.
Suite 310, 222 Second Avenue North
Nashville, Tennessee 37201

12:05

Pamela L. Whitaker, Register
Sumner County Tennessee
Rec #: 494484 Instrument 606169
Rec'd: 70.00 NBk: 89 Pg 34
State: 0.00 Recorded
Clerk: 0.00 6/5/2002 at 12:05 PM
EOP: 2.00 in Record Book
Total: 72.00

1488 Pg 509

SECOND AMENDED
DECLARATION OF COVENANTS
CONDITIONS AND RESTRICTIONS

THIS SECOND AMENDED DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS, hereinafter referred to as the "Second Amended
Declaration", set forth and entered into as of this the 28th day of February, 2002.

WITNESSETH

WHEREAS, the undersigned are all of the Owners of lots in Winston Hills, plats
of record in Plat Book 17, page 374 and Plat Book 18, page 96, as revised in Plat Book
18, page 218; and

WHEREAS, said lots are encumbered by Phase One of Winston Hills (Village
III) Declaration of Covenants, Conditions and Restrictions recorded in Record Book 982,
page 242, Register's Office of Sumner County, Tennessee, (hereinafter referred to as the
"Original Declaration") and First Amended Declaration of Covenants, Conditions and
Restrictions recorded in Record Book 1025, page 799, said Register's Office (hereinafter
referred to as First Amended Declaration); said Original Declaration and First Amended
Declaration are hereinafter referred to as the "Declaration"; and

WHEREAS, pursuant to Article IX, General Provisions, Section 3.Amendment,
paragraph A. Duration and paragraph B. Supermajority Requirements, of the Original
Declaration, the covenants and restrictions of the Declaration may be changed, modified
or rescinded by an instrument in writing signed by not less than all of the Owners then
eligible to vote and shall be effective upon recording of such instrument in the Office of
the Register of Deeds of Sumner County, Tennessee; and

WHEREAS, the undersigned Owners desire to modify and amend the Declaration
to provide for modification or amendment of the Declaration by two-thirds of the votes of
the lot Owners at the time of the modification.

NOW THEREFORE, in consideration of the premises and Ten Dollars (\$10.00)
and other good and valuable consideration, the receipt of all of which is hereby
acknowledged, the Declaration is hereby modified and amended as follows:

Rt. Xalo Properties, LLC

Second Amended Declaration
Page 2

1. Article IX General Provisions, Section 3. Amendment, paragraph A. Duration and paragraph B. Supermajority Requirements are hereby deleted in their entirety and the following is substituted in lieu thereof:

Section 3. Amendment. The covenants and restrictions of this Declaration shall run with and bind the land for a term of thirty (30) years from the date this Declaration is recorded, after which time they shall be automatically extended for six (6) successive periods of ten (10) years each. This Declaration may be changed, modified, amended or terminated by an instrument in writing, setting forth such change, modification, amendment or termination, and signed by Owners having not less than seventy five percent (75%) of the votes of the Owners at the time of said change, modification, amendment or termination. Any such change, modification, amendment or termination of said Declaration shall be effective upon recording of such instrument in the office of the Register of Deeds of Sumner County, Tennessee.

2. Article IX General Provision, Section 3. Amendment, paragraph C. Subjection/ Submittal of Adjacent Property Owned by the Declarant is hereby re-numbered as Article IX General Provisions, Section 19.

This Second Amended Declaration may be executed in one or more counterparts, each of which shall be deemed an original, all of which together constitute the same instrument.

IN WITNESS WHEREOF, the undersigned have caused this instrument to be executed as of the date first above written.

Second Amended Declaration
Page 3

Winston Hills Partner, LLC a
Tennessee Limited Liability
Company

By: A. Danny Hale

Its: Chief Manager

Owner of Lot Nos. 129, 130, 131, 132, 133, 134, 135, 136, 137, 138,
139, of record in Record Book 1433, page 333, Register's Office,
Sumner County, Tennessee.

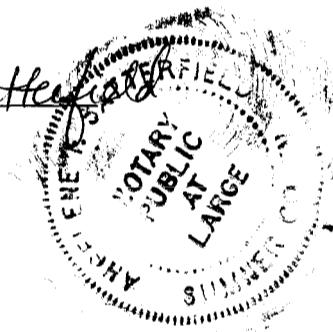
STATE OF Tennessee
COUNTY OF Sumner

Personally appeared before me, the undersigned, a Notary Public in and for said
County and State, A. Danny Hale, with whom I am personally acquainted or
proved to me on the basis of satisfactory evidence, and who acknowledged that he
executed the within instrument for the purposes therein contained, and who further
acknowledged that he is the Chief Manager of the maker or a constituent of the
maker and is authorized by the maker or by its constituent, the constituent being
authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03

Angela Lee Hale
Notary Public



Second Amended Declaration
Page 4

Owners of Lot No. 128, of record in Record Book 1279, page 461, Register's Office,
Sumner Co., TN

Jeffrey A. Waters
Jeffrey A. Waters

Deborah J. Waters
Deborah J. Waters

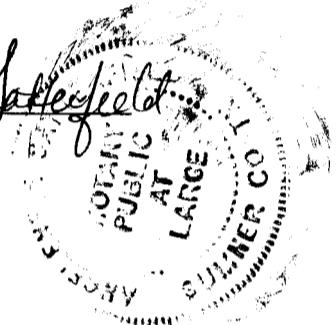
STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, JEFFREY A. WATERS and DEBORAH J. WATERS, husband and wife, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03

Angela L. Safford
Notary Public



Page 513

Second Amended Declaration
Page 5

Owner of Lot No. 126, of record in Record Book 1279, page 455, Register's Office,
Sumner Co., TN

Mark Williams

Mark Williams

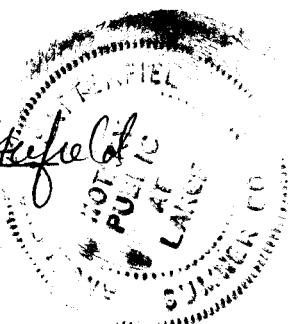
STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County
and State, MARK WILLIAMS, a ~~single~~ man, with whom I am personally acquainted or
proved to me on the basis of satisfactory evidence, and who acknowledged that he
executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03

Angelene F. Hodgefeleld
Notary Public

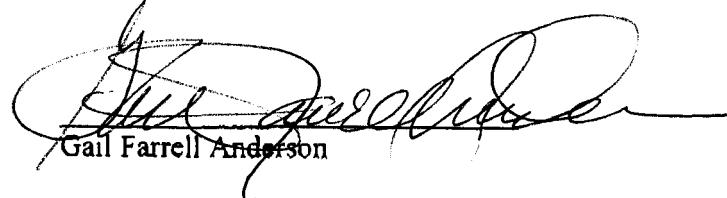


Second Amended Declaration
Page 6

Page 514

Owners of Lot No. 100, of record in Record Book 1282, page 32, Register's Office,
Sumner Co., TN

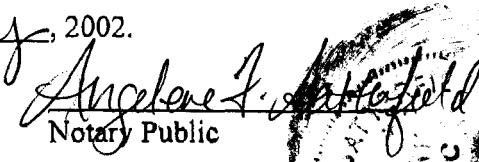

Ronald D. Anderson

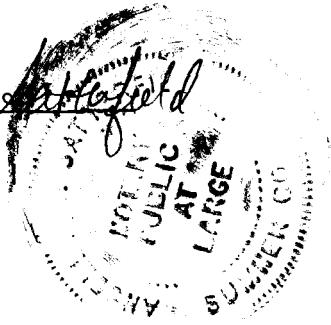

Gail Farrell Anderson

STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, RONALD D. ANDERSON and wife, GAIL FARRELL ANDERSON, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.
My commission expires: 8/4/03


Notary Public



Second Amended Declaration
Page 7

Page 515

Owner of Lot No. 101, of record in Record Book 1279, page 530, Register's Office,
Sumner Co., TN

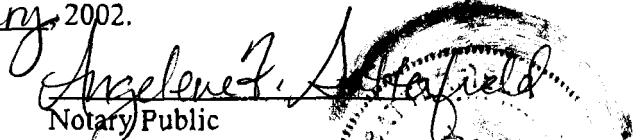

Deborah Holmes

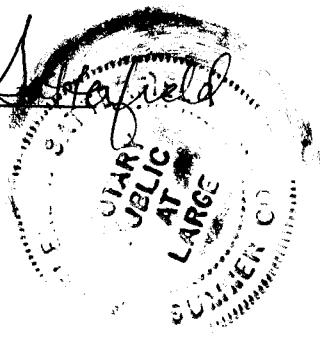
STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County
and State, DEBORAH HOLMES, a married woman, with whom I am personally
acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged
that she executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03


Angelene F. Shafferfield
Notary Public



Page 516

Second Amended Declaration
Page 8

Owners of Lot No. 124, of record in Record Book 1279, page 568, Register's Office,
Sumner Co., TN

Eric P. Jackson

Shannon D. Jackson

STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, ERIC P. JACKSON and SHANNON D. JACKSON, husband and wife, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03

Ascelene F. Sarsfield
Notary Public



Second Amended Declaration
Page 9

Page 517

Owners of Lot No. 125, of record in Record Book 1279, page 486, Register's Office,
Sumner Co., TN

William R Murray
William Murray

Debra Murray
~~Deborah J. Waters~~
DEBRA L. MURRAY

STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, WILLIAM MURRAY and DEBRA MURRAY, husband and wife, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained.

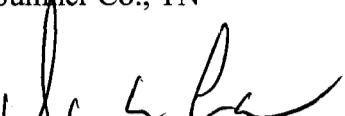
Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03

Angela A. Safafield
Notary Public



Owners of Lot No. 51, of record in Record Book 1176, page 160, Register's Office,
Sumner Co., TN


Dana Lawson

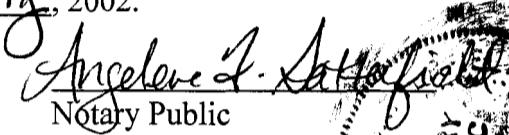

Julia Lawson

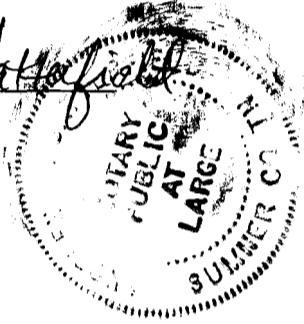
STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, DANA LAWSON and wife, JULIA LAWSON, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03


Angelene L. Hofffield
Notary Public



Owners of Lot No. 27, of record in Record Book 1176, page 288, Register's Office,
Sumner Co., TN



Chad Lewis



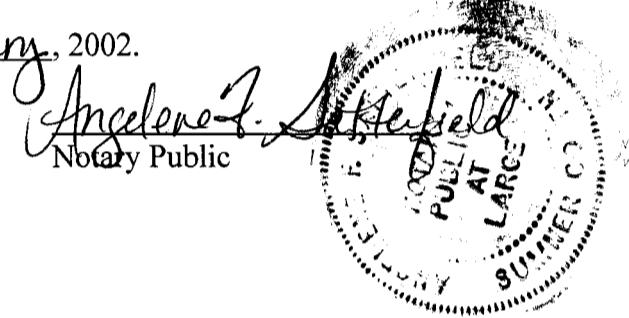
Lisa Lewis

STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, CHAD LEWIS and wife, LISA LEWIS, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.

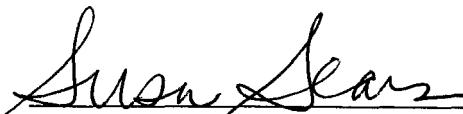
My commission expires: 8/4/03



Owners of Lot No. 52, of record in Record Book 1281, page 581, Register's Office, Sumner Co., TN, as corrected in deed of record in Record Book ___, page ___, said Register's Office.



Todd Sears



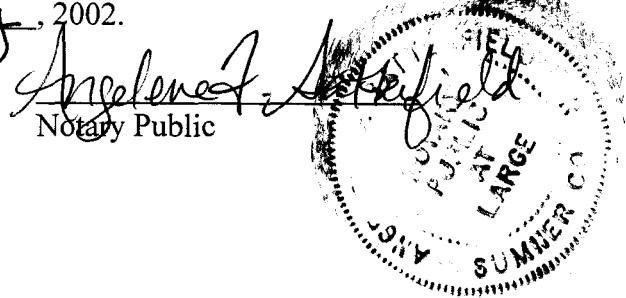
Susan Sears

STATE OF TENNESSEE
COUNTY OF SUMNER

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, TODD SEARS and wife, SUSAN SEARS, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03



Second Amended Declaration
Page 14

Community Development, LLC a
Tennessee Limited Liability
Company

By: A. Hale

Its: Chief Manager

Owner of Lot Nos. 83,84,85,102,103,104,121,122,123,127, of record in
Record Book 1433, page 351, Register's Office, Sumner County,
Tennessee.

STATE OF Tennessee
COUNTY OF Sumner

Personally appeared before me, the undersigned, a Notary Public in and for said
County and State, A. Danny Hale, with whom I am personally acquainted or
proved to me on the basis of satisfactory evidence, and who acknowledged that she
executed the within instrument for the purposes therein contained, and who further
acknowledged that she is the Chief Manager of the maker or a constituent of the
maker and is authorized by the maker or by its constituent, the constituent being
authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03

Angeline J. Safford
Notary Public



Second Amended Declaration
Page 15

HALO Properties, LLC a Tennessee
Limited Liability Company

By: Ch. O'Hall

Its: Chief Manager

Owner of Lot Nos. 26, 28, 29, 30, 49, of record in Record Book 1433,
page 292, Register's Office, Sumner County, Tennessee.

STATE OF Tennessee
COUNTY OF Sumner

Personally appeared before me, the undersigned, a Notary Public in and for said
County and State, A. Danny Hale, with whom I am personally acquainted or
proved to me on the basis of satisfactory evidence, and who acknowledged that he
executed the within instrument for the purposes therein contained, and who further
acknowledged that he is the Chief Manager of the maker or a constituent of the
maker and is authorized by the maker or by its constituent, the constituent being
authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand this 28 day of February, 2002.

My commission expires: 8/4/03

Angeline J. Setzerfield
Notary Public

