

SECOND AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS

FOR

SANDY FORD, PHASE III,
A PLANNED UNIT DEVELOPMENT

STATE OF ALABAMA
COUNTY OF BALDWIN

This Amendment to the Declaration of Covenants, Conditions and Restrictions for SANDY FORD DEVELOPMENT (the "Amendment") made this the 25th day of January, 2005, by SANDY FORD LAND CO., INC., AN ALABAMA CORPORATION (the "Developer"), applicable to SANDY FORD, PHASE III, A PLANNED UNIT DEVELOPMENT (the "Development").

WHEREAS, the Developer owns certain land located in Baldwin County, Alabama as shown on the Plat of SANDY FORD, PHASE I, PHASE II and PHASE III, A PLANNED UNIT DEVELOPMENT recorded at Slide 2056-A, Slide 2113F and Slide 2195B and C, respectively, in the records of the Office of the Judge of Probate of Baldwin County, Alabama, and other adjacent land to be developed as subsequent units, all of which shall be sometimes referred to herein as (the "Property");

WHEREAS, the Developer desires to continue to provide for the preservation of the value of the Development and for the maintenance of the Common Area; and to that end, the Developer hereby amends the Declaration of Covenants, Conditions and Restrictions, dated the 8th day of October, 2001 and recorded at Instrument Number 620729 and amended by a First Amendment, dated the 27th day of May, 2003 and recorded at Instrument Number 732108 in the Office of the Judge of Probate of Baldwin County, Alabama, and further amended by this Second Amendment which shall be applicable to SANDY FORD, PHASE III, A PLANNED UNIT DEVELOPMENT and shall include the following:

ARTICLE III, Section 3.22 shall be amended to include the following paragraph:

The following specific covenants and restrictions shall apply to Lots 79-126, Phase III as shown on the Plat and the Dwelling Units constructed on those lots.

Rear lot lines of Lots 79-84, Phase III border on a portion of Rock Creek Subdivision and a wooden privacy fence may be constructed along the rear lot lines only of these lots. The Developer shall have the sole approval of the design and materials used to construct said privacy fence and no construction of any privacy fence along the rear lot lines of these lots shall commence without the prior written approval of the Developer.

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All other fences in Phase III shall be constructed of 4 foot black wrought iron, black aluminum or similar fencing materials which shall be approved by the Developer and no exceptions shall be granted.

No fences located in PHASE III shall extend past the rear wall of the primary dwelling located on any lot.

ARTICLE IV, Section 4.07 shall be added and shall read as follows:

Section 4.07 LOTS 98-119, PHASE III. The following specific covenants and restrictions shall apply to Lots 98-119, PHASE III as shown on the Plat and the Dwelling Units constructed on those Lots:

(a) Minimum enclosed livable area (heated and cooled area) shall not be less than 2,200 square feet of which a minimum of 2,000 square feet shall be located on the ground floor.

(b) Minimum roof pitch shall not be less than a 9/12 pitch.

(c) Maximum dwelling height shall not exceed one and one-half stories.

(d) Exterior finish must be used brick, authentic stucco, wood or hardiplank siding only. Vinyl trim may be used on fascia and soffit areas only. Porch ceilings must be finished in wood. All windows shall be of wood construction. No vinyl shutters shall be allowed.

(e) Roof material shall be a 25 year dimensional architectural grade shingle. Standards three tab shingles are specifically prohibited. Roof jacks shall be painted to match the color of the roof. Exposed metal valleys are specifically prohibited.

(f) Driveway surfaces shall be constructed of concrete, brick, brick pavers or other hard surface materials approved by the Developer, its successors and assigns. No asphalt, rock, gravel, shell or other similar materials shall be used for driveway surfaces.

(g) Chimneys shall be constructed of used brick or authentic stucco.

(h) Out-buildings shall be approved by the Developer on a case by case basis.

(i) Developer approval of all building plans, exterior building materials, exterior colors and roofing shall be received from the Developer prior to beginning construction or making any improvements or modifications to any Lot, in accordance with Section 6.02. All landscaping plans shall be submitted to the Developer for approval prior to reaching the black-in stage of construction in accordance with Section 3.20.

ARTICLE IV, Section 4.08 shall be added and shall read as follows:

Section 4.08 LOTS 79-97 and LOTS 120-126, PHASE III. The following specific covenants and restrictions shall apply to Lots 79-97 and Lots 120-126, PHASE III as shown on the Plat and the Dwelling Units constructed on those Lots:

(a) Minimum enclosed livable area (heated and cooled area) shall not be less than 2,600 square feet of which a minimum of 2,200 square feet shall be located on the ground floor.

(b) Minimum roof pitch shall not be less than a 9/12 pitch.

(c) Maximum dwelling height shall not exceed two and one-half stories.

(d) Exterior finish must be used brick, wood mould brick, tumble style brick, authentic stucco, wood or hardiplank siding only. Vinyl trim may be used on fascia and soffit areas only. Porch ceilings must be finished in wood. All windows shall be of wood construction. No vinyl shutters shall be allowed.

(e) Roof material shall be a 25 year dimensional architectural grade shingle. Standard three tab shingles are specifically prohibited. Roof jacks shall be painted to match the color of the roof. Exposed metal valleys are specifically prohibited.

(f) Driveway surfaces shall be constructed of concrete, brick, brick pavers or other hard surface materials approved by the Developer, its successors and assigns. No asphalt, rock, gravel, shell or other similar materials shall be used for driveway surfaces.

(g) Chimneys shall be constructed of approved brick or authentic stucco.

(h) Out-buildings may be constructed with prior approval of Developer, its successors and assigns, provided that said out buildings are constructed of the same material as the Dwelling Unit and complies with all subdivision regulations and zoning regulations of the City of Fairhope. Any such out-building shall be located in the rear yard of the Dwelling Unit.

(i) Developer approval of all building plans, exterior building materials, exterior colors and roofing shall be received from the Developer prior to beginning construction or making any improvements or modifications to any Lot, in accordance with Section 6.02. All landscaping plans shall be submitted to the Developer for approval prior to reaching the black-in stage of construction in accordance with Section 3.20

SANDY FORD LAND CO., INC.,
AN ALABAMA CORPORATION

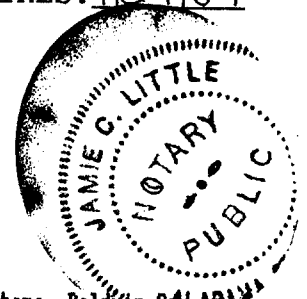
BY: [Signature]
ITS: President

STATE OF ALABAMA
COUNTY OF BALDWIN

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that JAMES P. ACHEE, whose name as President, respectively of SANDY FORD LAND CO., INC., AN ALABAMA CORPORATION, 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 officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this the 25th day of January, 2005.

[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES: 9/29/07



THIS INSTRUMENT PREPARED BY:
WM. DANIEL CALHOUN, ATTORNEY
DUCK, CALHOUN, TAYLOR & STONE
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State of Alabama, Baldwin County
I certify this instrument was filed
and taxes collected on:

2005 January -25 11:11AM

Instrument Number 866172 Pages 4
Recording 12.00 Mortgage
Deed Min Tax
Index DP 5.00
Archive 5.00
Adrian T. Johns, Judge of Probate