

STATE OF ALABAMA
COUNTY OF BALDWIN

**AMENDMENT TO DECLARATION OF COVENANTS
REGARDING AZALEA TRACE SUBDIVISION
(PHASE 2)**

State of Alabama, Baldwin County
I certify this instrument was filed
and taxes collected on:

2000 December -15 4:21PM

Instrument Number 575477 Pages 2
Recording 6.00 Mortgage
Deed Min tax
Index DP 1.00
Archive 3.00
Adrian T. Johns, Judge of Probate

THE UNDERSIGNED, MAGNOLIA LAND COMPANY, INC., an Alabama corporation, pursuant to the provisions of Section 13.01 of the Declaration of Covenants Regarding Azalea Trace Subdivision recorded in the Office of the Judge of Probate of Baldwin County, Alabama in Miscellaneous Book 87, page 946, files this amendment to the Declaration of Covenants Regarding Azalea Trace Subdivision dated March 21, 1996 and recorded in the Office of the Judge of Probate of Baldwin County, Alabama on April 1, 1996 in Miscellaneous Book 87, pages 946-972 and amendment dated December 20, 1996 and recorded in the Office of the Judge of Probate of Baldwin County, Alabama on December 27, 1996 in Miscellaneous Book 91, page 1034-1035, and amendment recorded in the Office of the Judge of Probate of Baldwin County, Alabama on April 27, 1999 as Instrument Number 489968;

1. Phase 2 of Azalea Trace Subdivision, comprised of Lots 53 through 95, inclusive, as shown on plat recorded in the Office of the Judge of Probate of Baldwin County, Alabama on Slide 2031-F are hereby dedicated to the Subdivision.
2. Except as modified herein, Lots 53 through 95, inclusive, shall be subject to all of the terms, covenants and conditions of the Declaration of Covenants Regarding Azalea Trace Subdivision as amended.
3. The residences constructed on Lots 80 through 95, inclusive, shall contain not less than 1,200 square feet of heated and cooled space.
4. Lots 80 through 95, inclusive, shall pay assessments as provided in the Declaration at a rate equal to twenty-five (25%) percent of the assessments of all other lots in the Subdivision.
5. Except as specifically amended herein, all of the remaining terms, covenants and conditions of the Declaration of Covenants Regarding Azalea Trace Subdivision (Phase 1) dated March 21, 1996 and recorded in the in the Office of the Judge of Probate of Baldwin County, Alabama on April 1, 1996 in Miscellaneous Book 87, pages 946-972 and amendment dated December 20, 1996 and recorded in the Office of the Judge of Probate of Baldwin County, Alabama on December 27, 1996 in Miscellaneous Book 91, page 1034-1035, and amendment recorded in the Office of the Judge of Probate of Baldwin County, Alabama on April 27, 1999 as Instrument Number 489968 shall remain in full force and effect.

575477

IN WITNESS WHEREOF, the undersigned hereunto sets its hand and seal on this the 15th
day of December, 2000.

MAGNOLIA LAND COMPANY, INC.,
an Alabama corporation

BY

John B. Foley
JOHN B. FOLEY

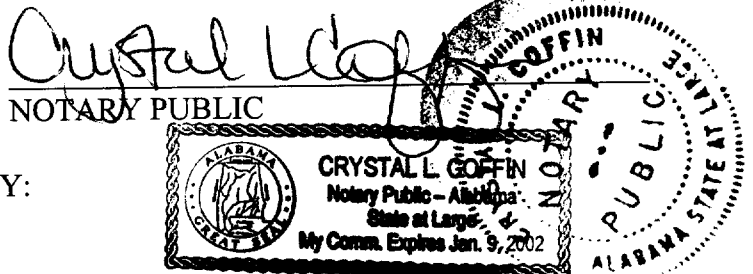
ITS

President

STATE OF ALABAMA
COUNTY OF BALDWIN

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that JOHN B. FOLEY as President of MAGNOLIA LAND COMPANY, INC., an Alabama corporation, whose name 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, in said capacity and with full authority, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 15th day of
December, 2000.



THIS INSTRUMENT WAS PREPARED BY:

JULIAN B. BRACKIN
JULIAN B. BRACKIN, P.C.
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Foley, Alabama 36536
205/943-4040