

STATE OF ALABAMA :
COUNTY OF BALDWIN:

RECORD FEE 7.50
STATE OF ALABAMA
BALDWIN COUNTY
I CERTIFY THIS INSTRUMENT WAS
FILED AND TAXES COLLECTED ON

1997 DEC -3 P 2:47

SUPPLEMENTAL DECLARATION OF
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
COTTON CREEK ESTATES, PHASE TWO, a Planned Unit Development

DEED MORTGAGE
MIN. TAX INDEX 1.00
RECORDED IN 118-46/121-
JUDGE OF PROBATE 23

This AMENDMENT made this 24th day of NOVEMBER, 1997, by
VALLEY COMMERCIAL CONSTRUCTION, INC., an Alabama Corporation
("DECLARANT"), for itself, its successors, its grantees, and
assigns.

R E C I T A L S :

1. DECLARANT did subdivide certain real property located in
Baldwin County, Alabama, under the name COTTON CREEK ESTATES, PHASE
ONE as per plat thereof recorded in Slide 1748-A ("PHASE ONE PLAT")
and subjected the property described on the PHASE ONE PLAT to that
certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS,
dated July 8, 1997 and recorded July 10, 1997, in Miscellaneous
Book 94, Pages 952 through 982 ("DECLARATION"). The terms used
herein shall have the same meaning as those contained in the
DECLARATION, unless the context otherwise is required.

2. An ASSOCIATION of owners for the operation of the
Subdivision was formed under the Laws of the State of Alabama known
as COTTON CREEK ESTATES PROPERTY OWNER'S ASSOCIATION, INC.
("ASSOCIATION").

3. The DECLARANT desires to add the real property described
on the plat of COTTON CREEK ESTATES, PHASE TWO, recorded in Slide
1778A ("PHASE TWO PLAT") to the DECLARATION by incorporating
the same into the DECLARATION, the same as if the real property on
the PHASE TWO PLAT had been originally included therein, all in
accordance with ARTICLE XIV of the DECLARATION.

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

NOW, THEREFORE, DECLARANT hereby makes the following
SUPPLEMENTAL DECLARATION as to the use to which the real property
described on the PHASE TWO PLAT and the PHASE ONE PLAT and the
improvements thereon may be put, hereby specifying that the
DECLARATION, as amended by this SUPPLEMENTAL DECLARATION, shall be
binding upon the DECLARANT, its successors and assigns, and all
owners of all or any part thereof of the real property and
improvements described or located on the PHASE ONE PLAT and the
PHASE TWO PLAT together with their grantees, successors, heirs,
executors, administrators, devisees or assigns.

A. Increment. As provided in ARTICLE XIV of the
DECLARATION, the DECLARANT elects to incorporate the real property
on the PHASE TWO PLAT into COTTON CREEK ESTATES, a Planned Unit
Development. The owners of the real property described on the
PHASE TWO PLAT are hereby made subject to the DECLARATION. The
real property described in the PHASE TWO PLAT shall be held, sold
or conveyed subject to the easements, restrictions, covenants and
conditions set out in the DECLARATION which shall run with the real
property and be binding on all parties having any right, title or
interest in the real property described on the PHASE TWO PLAT.

B. Purpose. The purpose of this SUPPLEMENTAL
DECLARATION is to bring the real property described on the PHASE
TWO PLAT within the scheme and operation of the DECLARATION as
provided in ARTICLE XIV thereof. The operation and effect of the
DECLARATION is hereby extended to the real property described on

the PHASE TWO PLAT.

C. Real Property. The real property owned by the DECLARANT that is herewith submitted to the DECLARATION is that certain land, lying and being in the County of Baldwin, State of Alabama, and more particularly described on the PHASE TWO PLAT.

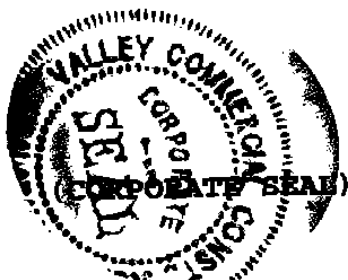
D. Adoption. As herein altered and amended, the DECLARATION and every part and provision thereof is in all respects ratified and confirmed and by reference adopted and incorporated herein, the same as if fully set forth herein.

E. Proviso. PROVIDED, HOWEVER, the COMMON AREA shown on the PHASE TWO PLAT is NOT DONATED NOR GRANTED TO THE PUBLIC, but is private property to be conveyed by DECLARANT to the ASSOCIATION in accordance with the DECLARATION.

IN WITNESS WHEREOF, the DECLARANT has caused this instrument to be executed on the day and year first above referred to.

VALLEY COMMERCIAL CONSTRUCTION, INC.
an Alabama Corporation

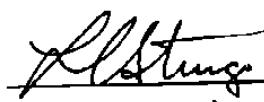
By: 
Its: President



JOINDER BY MORTGAGEE

This SUPPLEMENTAL DECLARATION OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR COTTON CREEK ESTATES, PHASE TWO, a Planned Unit Development, is being joined into herein by COLONIAL BANK for the purpose of joining in and ratifying the PHASE TWO PLAT and for the purpose of consenting to this SUPPLEMENTAL DECLARATION and for the purpose of consenting to the conveyance of the COMMON AREA shown on the PHASE TWO PLAT from the DECLARANT to the ASSOCIATION.

COLONIAL BANK

By: 
Its: City President

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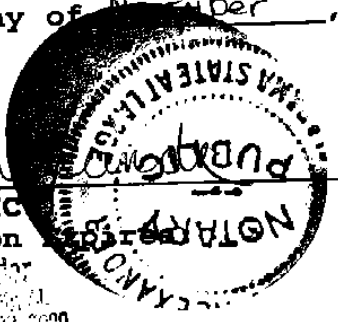
STATE OF ALABAMA :

COUNTY OF Morgan :

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Billy Buckelew whose name as President of VALLEY COMMERCIAL CONSTRUCTION, 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 24th day of November, 1997.

Phyllis A. Alexander
NOTARY PUBLIC
My Commission Expires Aug. 22, 2000



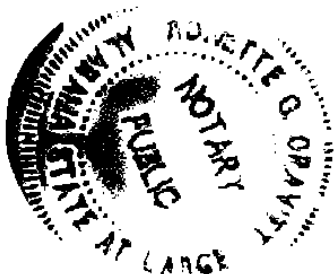
STATE OF ALABAMA :

COUNTY OF Morgan :

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that L. E. Sturges whose name as City President of COLONIAL BANK, 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 Bank.

Given under my hand and seal this 24th day of November, 1997.

Ronette G. Givitt
NOTARY PUBLIC
My Commission Expires: 02-18-98



THIS INSTRUMENT PREPARED BY:
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