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560-690

SUPPLEMENTARY DECLARATION OF
COVENANTS AND RESTRICTIONS OF
THE COMMUNITIES OF CASTLEWOODS FOR
AZALEA TRAILS OF CASTLEWOODS
PART THREE, B AND D

THIS SUPPLEMENTARY DECLARATION, made and executed on this the 17th day of June, 1993, by BAYCASTLE PROPERTIES, L.P., a Mississippi limited partnership, (hereinafter referred to as "Declarant").

WITNESS

WHEREAS, Declarant is the owner of that certain real property situated in Rankin County, Mississippi, more particularly described on Exhibit "A" and Exhibit "B" attached hereto, and desires to create and develop thereon a residential community; and

WHEREAS, to this end, Declarant, as successor in interest pursuant to those certain Assignments of Rights Under Covenants as recorded in Book 639 at Page 475 in the office of the Chancery Clerk of Rankin County, desires to subject all of said real property described in Exhibit "A" and Exhibit "B" hereto to those certain covenants, restrictions, uses, limitations, obligations, easements, servitudes, charges and liens heretofore set forth in that certain instrument, executed by the Declarant's predecessor in title, dated January 29, 1986, and entitled "Declaration of Covenants, Conditions and Restrictions for the Communities of Castlewoods", (which instrument is referred to herein as the "Declaration") which Declaration is of record in the office of said Chancery Clerk of Rankin County in Book 501 at Page 92 and reference thereto is hereby made for all purposes; and

WHEREAS, the Declarant deems it desirable to extend the scheme of the covenants and restrictions set forth in the Declaration to the additional real property described in Exhibit "A" and Exhibit "B" to this Supplementary Declaration, which additional real property is a part of the Additional lands referred to in the Declaration and is being added to and made a part of the property which is subject to the Declaration pursuant to Section 2 of Article XIII of the Declaration; and

WHEREAS, the Declarant deems it desirable also to subject Azalea Trails of Castlewoods, Part Three, B & D, to the additional covenants and restrictions as hereinafter set forth;

NOW THEREFORE, the Declarant hereby states and declares as follows, to-wit:

(1) Azalea Trails of Castlewoods, Part Three, B and D, have been divided into various lots and parcels as is shown and depicted on the Plats thereof, which Plats have been filed for record in the office of the Chancery Clerk of Rankin County, in Plat Cabinet B at Slot 338, Azalea Trails of Castlewoods, Part Three-B, and Plat Cabinet B at Slot 339 Azalea Trails of Castlewoods, Part Three-D. Reference to said Plats are hereby made for all purposes.

(2) All the terms, provisions and conditions of the Declaration are hereby imposed upon Azalea Trails of Castlewoods, Part Three, B and D, and hereafter Azalea Trails of Castlewoods, Part Three, B and D, and each and every portion thereof, is and shall be held, conveyed, hypothecated or encumbered, sold, leased, rented, used, occupied and improved subject to each and all of the covenants, restrictions, uses, limitations, obligations, easements, servitudes, charges and liens set forth in the Declaration, as the same may be amended in accordance with the provisions thereof, to the same extent and with like force and effect as if each and all of such covenants, restrictions, uses, limitations, obligations, easements, servitudes, charges and liens were set forth herein.

(3) In addition, Azalea Trails of Castlewoods, Part Three, B and D, and each and every portion thereof, are and shall be held, conveyed, hypothecated or encumbered, sold, leased, rented, used, occupied and improved subject to each and all of the additional and supplemental covenants, restrictions, uses, limitations, obligations, easements, servitudes, charges and liens herein set forth below, as follows, to-wit:

(a) All Lots, with no exceptions, in said Subdivision shall be known, described and used as residential lots, and no building shall be erected, altered, placed or permitted to remain on any one of said Lots other than one single-family dwelling, together with reasonable accessory buildings and outbuildings. No dwelling shall exceed two stories in height, except that three-story dwellings will be permitted if the additional story is a basement, or if a minimum of fifty percent (50%) of the additional story is below street grade of the street or streets abutting the Lot upon which the dwelling is situated. Each accessory building and outbuilding shall be attractive in appearance and shall have a roof and outside walls constructed of the same materials, respectively, as those used in the dwelling on the same Lot.

(b) Except as otherwise proved, no dwelling, nor any other building, shall be located on any Lot in said Subdivision nearer than twenty (20) feet from the adjoining right-of-way line of the street abutting the front side of the Lot, nor nearer than twenty (20) feet to any right-of-way line of a street abutting any other side of the Lot.

(c) Except as otherwise provided, no dwelling or any other building, shall be located on any Lot in said Subdivision closer than five (5) feet to any interior side line of said Lot.

(d) Except as otherwise provided, no dwelling or any other building shall be located on any Lot in said Subdivision closer than twenty (20) feet to the back lot line of said Lot.

(e) No dwelling shall be constructed, placed, or moved or maintained upon any Lot in said subdivision unless such dwelling shall contain at least One Thousand Six Hundred (1,600) square feet of heated floor space exclusive of open porches and unheated storage spaces. If any dwelling having more than one story consists in part of a basement (which word, as used herein, shall mean a story so situated that a minimum of fifty percent (50%) of such story is below street grade of the street or streets abutting the Lot upon which the dwelling is situated), the floor space in the basement, whether heated or not, shall not be considered in determining whether the dwelling complies with the requirements of the Subparagraph (e).

(f) Due to the natural terrain, lot configurations and/or proximity of adjacent structures, it may be inadvisable to enforce the above stated set-back and square footage requirements. Therefore, notwithstanding anything herein to the contrary, the Architectural Review Committee may approve specific deviations to said set-back requirements and square footage requirements which it believes to be beneficial to a specific home site or to adjacent home sites.

(g) Except as otherwise provided, each dwelling shall be served with off-street parking in the form of a concrete driveway extending from the pavement on a public street abutting the Lot on which the dwelling is situated to a

garage or carport, which garage or carport must be attached to the dwelling. Said garage or carport must provide space for parking of not less than two (2) or more than three (3) standard-size automobiles.

(h) The builder of the original dwelling on each Lot in said Subdivision shall construct a sidewalk four (4) feet in width along the entire length of that portion of the public street or streets which abut the Lot, except that for the purposes of this requirement the builders of the original dwelling on those lots in said Subdivision which abut proposed Azalea Trails Drive shall not be required to construct a sidewalk along either of these two streets. The edge of each such sidewalk nearest to the street along which it is constructed shall be located two (2) feet from the back of the curb alongside the street, unless it becomes necessary to curve the sidewalk away from the curb so as to avoid a fire hydrant, street sign, tree or other obstruction; and if it becomes necessary so to curve the sidewalk, the sidewalk shall be curved smoothly, uniformly and attractively away from the curb and around the obstruction so that neither the obstruction nor the sidewalk itself will become a hazard to persons using the sidewalk. Construction and/or maintenance of the sidewalk either within the street right-of-way or on private property shall constitute the granting or permission to use the sidewalk to any and all persons who use same in a safe and reasonable manner. The grade of each such sidewalk shall be uniform and consistent with, and shall vary uniformly and consistently with, the grade of the top of the curb along which the sidewalk is constructed. Each such sidewalk shall be scored at four-foot intervals, with an expansion joint every eight (8) feet, and shall be constructed of broom finish concrete four (4) inches in thickness.

(i) Plans for the construction of any fence must be submitted to and approved by the Architectural Review Committee before any fence is placed or construction is commenced on any Lot in said Subdivision. Such plans must include the location, materials, height, design, character and color of each and all components of said fence. Any fence which does not comply with the plans approved therefor shall be removed or brought into full compliance with the approved plans.

(j) Complete plans for each and all dwellings, buildings and improvements shall be submitted to and approved by the Architectural Review Committee before any such dwelling, building or other improvement is placed or construction is commenced on any Lot within the subdivision.

(k) The ownership, maintenance and repair of any and all drainage pipes, stormwater inlets, and other appurtenant drainage facilities located on any Lot shall be that of the Owner of the Lot on which such pipes, inlets and facilities are located. The Declarant shall have the right to improve, maintain and repair such pipes, inlets and facilities at any time for any purpose. In no event shall the declarant have the duty to improve, maintain or repair any drainage pipe, stormwater inlet or other appurtenant drainage facility located within Azalea Trails of Castlewoods, Phase Three, Parts B and D. Under no circumstances shall drainage facilities be considered a "utility" which is reserved to the Declarant by the Reservation of the Plat of said Subdivision.

(4) This Supplementary Declaration may be amended in the same manner to the same extent as if provided in the Declaration.

(5) All words and expressions in this Supplementary Declaration shall have the same meanings, respectively, as are attributed to them by the Declaration, except that the word "herein", as used in this Supplementary Declaration, shall mean in this Supplementary Declaration.

IN WITNESS WHEREOF, the undersigned authorized officer of said ZACH T. HEDERMAN, JR., PROPERTIES, INC., as the corporate General Partner of BAYCASTLE PROPERTIES, L.P., the Declarant, has caused this instrument to be executed and for and on behalf of said BAYCASTLE PROPERTIES, L.P., on this the 17 day of June, 1993.

BAYCASTLE PROPERTIES, L.P.
A Mississippi Limited Partnership

By its General Partner:

ZACH T. HEDERMAN, JR.,
PROPERTIES, INC.
A Mississippi Corporation

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 said county and state, on this the 17 day of June, 1993, within my jurisdiction, the above and 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 BAYCASTLE PROPERTIES, L.P., a Mississippi limited partnership, and as its act and deed he executed the above and foregoing instrument of writing on the day and for the purposes therein mentioned for and on behalf of said corporation as said general partner of said limited partnership and as its own act and deed after first having been duly authorized so to do.

Rita W. McMan
NOTARY PUBLIC

My Commission Expires:
7-31-95



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EXHIBIT "A"

AZALEA TRAILS OF CASTLEWOODS

PART THREE - B

Beginning at the northeast corner of Lot 41-C of Azalea Trails of Castlewoods, Part Three-C, a subdivision according to the map or plat thereof, on file and of record in the office of the Chancery Clerk of Rankin County in Plat Cabinet "B" at Slot 334; said corner also being further located 2,235.00 feet south of and 1,417.10 feet east of the corner common to Sections 16, 17, 20 and 21, Township 6 North, Range 3 East, Rankin County, Mississippi; continue thence and along the northerly boundary of said Azalea Trails of Castlewoods, Part Three-C as follows: South 49 degrees 04 minutes 56 seconds West for a distance of 145.00 feet to a point; South 65 degrees 51 minutes 43 seconds West for a distance of 52.22 feet to a point; South 49 degrees 04 minutes 56 seconds West for a distance of 182.50 feet to a point; leaving the said northerly boundary of Azalea Trails of Castlewoods, Part Three-C run thence North 40 degrees 55 minutes 04 seconds West for a distance of 51.31 feet to a point; run thence South 85 degrees 51 minutes 46 seconds West for a distance of 550.00 feet to a point; run thence North 85 degrees 27 minutes 36 seconds West for a distance of 70.00 feet to a point; run thence North 40 degrees 51 minutes 05 seconds West for a distance of 172.79 feet to a point; run thence North 40 degrees 09 minutes 49 seconds West for a distance of 254.31 feet to a point; run thence North 45 degrees 00 minutes 00 seconds East for a distance of 152.74 feet to a point; run thence North 09 degrees 51 minutes 57 seconds East for a distance of 154.94 feet to a point; run thence North 05 degrees 51 minutes 46 seconds East for a distance of 409.01 feet to a point; run thence South 53 degrees 16 minutes 44 seconds East for a distance of 109.68 feet to a point on a curve to the left having a central angle of 25 degrees 06 minutes 12 seconds and a radius of 234.26 feet; continue thence southwesterly and along said curve to the left for an arc distance of 102.64 feet (chord bearing and distance South 24 degrees 10 minutes 10 seconds West - 101.82 feet) to a point; leaving said curve to the left, run thence South 74 degrees 46 minutes 17 seconds East for a distance of 143.14 feet to a point; run thence South 16 degrees 15 minutes 33 seconds East for a distance of 60.00 feet to a point; run thence North 73 degrees 44 minutes 27 seconds East for a distance of 44.99 feet to a point; run thence North 79 degrees 12 minutes 28 seconds East for a distance of 129.96 feet to a point; run thence South 80 degrees 05 minutes 27 seconds East for a distance of 126.38 feet to a point; run thence South 58 degrees 23 minutes 18 seconds East for a distance of 140.13 feet to a point; run thence South 42 degrees 25 minutes 08 seconds East for distance of 97.58 feet to the point of beginning.

EXHIBIT "B"

AZALEA TRAILS OF CASTLEWOODS

PART THREE - D

BEGINNING at the northeast corner of Lot 41-C of Azalea Trails of Castlewoods, Part Three-C, a subdivision according to the map or plat thereof, on file and of record in the office of the Chancery Clerk of Rankin County in Plat Cabinet "B" at Slot 334; said corner also being further located 2,235.00 feet south of and 1,417.10 feet east of the corner common to Sections 16, 17, 20 and 21, Township 6 North, Range 3 East, Rankin County, Mississippi; run thence North 70 degrees 09 minutes 03 seconds East for a distance of 323.87 feet; run thence North 61 degrees 52 minutes 04 seconds East for a distance of 89.13 feet; run thence South 32 degrees 35 minutes 12 seconds East for a distance of 139.91 feet to the Point of Curvature of a curve to the left, having a central angle of 00 degrees 48 minutes 11 seconds and a radius of 901.76 feet; run thence along the arc of said curve for a distance of 12.64 feet, (Chord bearing and distance of North 57 degrees 59 minutes 00 seconds East - 12.64 feet) to the Point of Tangency of said curve; run thence North 57 degrees 34 minutes 56 seconds East for a distance of 125.00 feet to the Point of Curvature of a curve to the right having a central angle of 20 degrees 10 minutes 53 seconds and a radius of 362.31 feet; run thence along the arc of said curve for a distance of 127.62 feet, (Chord bearing and distance of North 67 degrees 40 minutes 23 seconds East - 126.96 feet) to the Point of Tangency of said curve; run thence North 12 degrees 14 minutes 10 seconds West for a distance of 138.69 feet; run thence North 82 degrees 59 minutes 13 seconds East for a distance of 103.85 feet; run thence South 83 degrees 41 minutes 34 seconds East for a distance of 103.85 feet; run thence South 11 degrees 31 minutes 39 seconds West for a distance of 138.69 feet; run thence South 31 degrees 52 minutes 03 seconds West for a distance of 75.93 feet; run thence South 03 degrees 43 minutes 31 seconds West for a distance of 137.72 feet to a point on the northerly boundary of Azalea Trails of Castlewoods, Part Two-C, a subdivision according to the map or plat thereof, on file and of record in the office of the Chancery Clerk of Rankin County in Plat Cabinet "B" at Slot 333; run thence along said northerly boundary of Azalea Trails of Castlewoods, Part Two-C and Azalea Trails of Castlewoods, Part Two-B, a subdivision according to the map or plat thereof, on file and of record in the office of the Chancery Clerk of Rankin County in Plat Cabinet "B" at Slot 318, for the following bearings and distances: North 77 degrees 04 minutes 09 seconds West for a distance of 71.14 feet; thence South 57 degrees 34 minutes 56 seconds West for a distance of 275.00 feet; thence South 68 degrees 42 minutes 23 seconds West for a distance of 280.00 feet; thence South 65 degrees 25 minutes 04 seconds West for a distance of 82.95 feet to the southeast corner of Lot 42-C of the aforesaid Azalea Trails of Castlewoods, Part Three-C; leaving said northerly boundary of Azalea Trails of Castlewoods, Part Two-C and Azalea Trails of Castlewoods, Part Three-C; leaving said easterly boundary of said Azalea Trails of Castlewoods, Part Three-C for the following bearing and distances: North 30 degrees 56 minutes 24 seconds West for a distance of 127.67 feet; thence North 08 degrees 48 minutes 51 seconds West for a distance of 75.48 feet; thence North 31 degrees 03 minutes 37 seconds West for a distance of 150.06 feet to the POINT OF BEGINNING.



RANKIN COUNTY MS
THIS INSTRUMENT
WAS FILED FOR
RECORD

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IN B 674 0215
MURPHY ADKINS, CHY. CLK.
By [Signature] D.C.