

SUPPLEMENTARY DECLARATION OF
COVENANTS AND RESTRICTIONS OF
THE COMMUNITIES OF CASTLEWOODS FOR
AZALEA TRAILS OF CASTLEWOODS, PART TWO-A

THIS SUPPLEMENTARY DECLARATION, made and executed on this the 3RD day of NOVEMBER, 1992, 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" 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 Assignment 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" 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" 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 Two-A, to the additional covenants and restrictions as hereinafter set forth;

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

(1) Azalea Trails of Castlewoods, Part Two-A, has been divided into various lots and parcels as is shown and depicted on a Plat thereof, which Plat has been filed for record in the office of the Chancery Clerk of Rankin County, in Plat Cabinet "B" at Slot 319 thereof. Reference to said Plat is hereby made for all purposes.

(2) All the terms, provisions and conditions of the Declaration are hereby imposed upon Azalea Trails of Castlewoods, Part Two-A, and hereafter Azalea Trails of Castlewoods, Part Two-A, and each and every portion thereof, is and shall be held, conveyed,

L-1-B-15-B
ATC 2-A
ATC 1A
8+L10

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 Two-A, and each and every portion thereof, is and shall be held, conveyed, hypothecated or encumbered, sold, leased, rented, used, occupied and improved subject also 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 provided, 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. No dwelling or any other building on any of Lots 1-B through 6-B (inclusive) in said Subdivision shall face proposed Castlewoods Boulevard extended, which is a proposed street to be constructed along the south sides of said Lots.

(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. No dwelling nor any other building shall be located on Lot 10-B in said Subdivision nearer than five (5) feet from the south interior side line of said Lot or nearer than twenty (20) feet from the north side line of said Lot, which north side line is a street right-of-way line.

(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. No dwelling or any other building shall be located on either of Lots 1-B through 6-B (inclusive) in said Subdivision nearer than thirty (30) feet to the proposed street along the south sides of said Lots.

(e) No dwelling shall be constructed, placed, or moved or maintained upon any other Lot in said subdivision unless such dwelling shall contain at least One Thousand Four Hundred (1,400) 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 this 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. No dwelling or any other building on any of Lots 1-B through 6-B may be served with a driveway extending from the street proposed along the south sides of said Lots.

(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. 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. On Lots 1-B through 10-B (inclusive) of said Subdivision, any fence erected along the rear of the lot must meet the requirements promulgated by the Architectural Review Committee for perimeter fencing for Azalea Trails.

(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 drainage 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, Part Two-A. Under no circumstances shall drainage pipes, stormwater inlets, and other appurtenant drainage facilities be considered a "utility" which is reserved to the Declarant by the Reservation on the Plat of said Subdivision.

(l) The more restrictive provisions set forth above shall apply to specific Lots therein mentioned.

(4) Any annexation of additional properties, mergers and consolidations, or mortgaging of the Common Areas (as defined in the Declaration or the Supplementary Declarations) within any of the property described in Exhibit "A" to this Supplementary Declaration shall require prior approval of the U.S. Department of Housing and Urban Development (HUD) as long as there is any Class B Member who owns a lot in any of the properties described in said Exhibit "A".

(5) Any annexation of additional properties, dedication of Common Areas or amendment to this Supplementary Declaration shall require the prior approval of HUD as long as there is any Class B Member who owns a lot in any of the properties described in said Exhibit "A".

(6) Without the prior consent and approval of HUD, the Declarant will not approve or vote for any amendment to the Articles of Incorporation or By-Laws of the The Communities of Castlewoods Owners Association, Inc., at any time while there is still a Class B Membership in the Association.

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

(8) 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 3RD day of NOVEMBER, 1992.

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, Jr.
Zach T. Hederman, Jr., President

STATE OF MISSISSIPPI
COUNTY OF RANKIN

PERSONALLY came and appeared before me, the undersigned authority in and for said county and state, on this the 3RD day of NOVEMBER, 1992, 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 after first having been duly authorized so to do.

Robynn Powell

NOTARY PUBLIC



Commission Expires: My Commission Expires Jan. 5, 1996

EXHIBIT "A"

AZALEA TRAILS OF CASTLEWOODS, PART TWO-A

Beginning at the southeast corner of Lot 9 of Azalea Trails of Castlewoods Part One-A; said point being 3,595.00 feet south and 1,429.43 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 12 degrees 36 minutes 22 seconds West and along the east boundary of Azalea Trails of Castlewoods Part One-A for a distance of 125.48 feet to a point on the south right-of-way line of Formosa Drive, as said Formosa Drive is now recorded on the official subdivision plat of Azalea Trails of Castlewoods, Part One-A; run thence North 77 degrees 23 minutes 38 seconds East and along said south right-of-way line of Formosa Drive for a distance of 33.91 feet to a point; run thence North 12 degrees 36 minutes 22 seconds West for a distance of 50.0 feet to a point on the north right-of-way line of Formosa Drive; run thence South 77 degrees 23 minutes 38 seconds West and along the north right-of-way line of Formosa Drive for a distance of 28.00 feet to a point; run thence North 12 degrees 36 minutes 22 seconds West for a distance of 130.00 feet to a point on the southerly line of Azalea Trails of Castlewoods, Part Two-B 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 ; run thence North 77 degrees 23 minutes 38 seconds East and along said southerly line of Azalea Trails of Castlewoods, Part Two-B for a distance of 28.00 feet to a point; run thence North 76 degrees 36 minutes 02 seconds East and along said southerly line of Azalea Trails of Castlewoods, Part Two-B for a distance of 382.49 feet to a point; run thence North 12 degrees 36 minutes 22 seconds West for a distance of 138.73 feet to the point of curvature of a curve to the left having a central angle of 08 degrees 20 minutes 55 seconds and a radius of 680.49 feet; continue thence along the curve to the left for an arc distance of 99.16 feet (chord bearing and distance of North 61 degrees 33 minutes 58 seconds East for a distance of 99.06 feet) to the point of tangency of said curve; run thence North 57 degrees 23 minutes 31 seconds East for a distance of 88.68 feet; run thence South 12 degrees 36 minutes 22 seconds East for a distance of 507.50 feet to a point; run thence South 77 degrees 27 minutes 18 seconds West for a distance of 595.00 feet to the point of beginning.

The above described parcel of lands is situated in the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) of Section 21, Township 6 North, Range 3 East, Rankin County, Mississippi, and includes a part of Lot 10 of Azalea Trails of Castlewoods, Part One-A and contains 4.87 acres, more or less.



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RANKIN COUNTY MS
THIS INSTRUMENT
WAS FILED FOR
RECORD

92 11-4 AM 10:30
IN B 657 P 532
MURPHY AKDINS, CHY. CLK.
BY V. Baurer D.C.