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SUPPLEMENTARY DECLARATION OF  
COVENANTS AND RESTRICTIONS OF  
THE COMMUNITIES OF CASTLEWOODS FOR  
AZALEA TRAILS OF CASTLEWOODS, PART ONE-D

THIS SUPPLEMENTARY DECLARATION, made and executed on this the  
24<sup>TH</sup> day of JUNE, 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 One-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 One-D, 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 309  
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 One-D, and hereafter Azalea Trails of Castlewoods, Part One-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 One-D, 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.

(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 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.

(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.

(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 One-D. 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 in Subparagraphs (b), (c), and (d) above shall apply to specific Lots therein mentioned.

(4) This Supplementary Declaration may be amended in the same manner and 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 Owner, has caused this instrument to be executed and for and on behalf of said BAYCASTLE PROPERTIES, L.P., on this the 24TH day of JUNE, 1992.

BAYCASTLE PROPERTIES, L.P.  
A Mississippi Limited Partnership

By its General Partner:

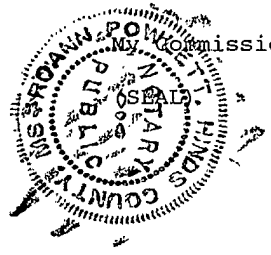
ZACH T. HEDERMAN, JR.,  
PROPERTIES, INC.  
A Mississippi corporation

By: Zach 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 24TH day of JUNE, 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 and as its own act and deed after first having been duly authorized so to do.

Robann Powlett  
NOTARY PUBLIC



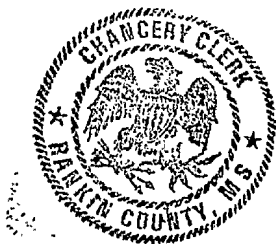
My Commission Expires: My Commission Expires Jan. 5, 1996

EXHIBIT "A"

AZALEA TRAILS OF CASTLEWOODS, PART ONE-D

Commence at the corner common to Sections 16, 17, 20 and 21 Township 6 North, Range 3 East, Rankin County, Mississippi and run thence South 00 degrees 02 minutes 04 seconds East along the line common to said Sections 20 and 21 for a distance of 2,841.01 feet to the POINT OF BEGINNING; run thence South 75 degrees 57 minutes 50 seconds East for a distance of 28.94 feet to the point of curvature of a curve having a partial central angle of 07 degrees 02 minutes 32 seconds and a radius of 451.13 feet; run thence Southwesterly along said curve for an arc distance of 55.45 feet (chord bearing and distance: South 02 degrees 32 minutes 14 seconds West, 39.10 feet), run thence North 63 degrees 07 minutes 12 seconds East for a distance of 82.58 feet; run thence North 30 degrees 53 minutes 14 seconds East for a distance of 161.11 feet; run thence North 78 degrees 50 minutes 30 seconds East for a distance of 56.72 feet; run thence South 66 degrees 45 minutes 14 seconds East for a distance of 210.09 feet; run thence South 54 degrees 13 minutes 55 seconds West for a distance of 152.29 feet to a point on a curve having a partial central angle of 60 degrees 00 minutes 00 seconds and a radius of 50.00 feet; run thence Southwesterly along said curve for an arc distance of 52.36 feet (chord bearing and distance: South 04 degrees 22 minutes 25 seconds West, 50.00 feet); run thence South 78 degrees 35 minutes 56 seconds East for a distance of 124.89 feet to a point on the westerly boundary of Azalea Trails of Castlewoods, Part One-C, a subdivision according to a map or plat filed for record in the office of the Chancery Clerk of Rankin County, Mississippi in Plat Cabinet B in Slot 301, reference to which is hereby made in aid of and as a part of this description; run thence South 23 degrees 14 minutes 46 seconds West along said westerly boundary of Azalea Trails of Castlewoods, Part One-C for a distance of 390.11 feet to the southwest corner thereof; run thence North 07 degrees 35 minutes 56 seconds West for a distance of 32.93 feet to the point of curvature of a curve having a central angle of 45 degrees 51 minutes 37 seconds and a radius of 356.95 feet; run thence northwesterly along said curve for an arc distance of 285.71 feet, (chord bearing and distance of North 47 degrees 40 minutes 08 seconds West, 278.14 feet) to the point of tangency of said curve; run thence North 24 degrees 44 minutes 19 seconds West for a distance of 58.25 feet to the point of curvature of a curve having a central angle of 22 degrees 43 minutes 03 seconds and a radius of 386.85 feet; run thence northwesterly along said curve for an arc distance of 153.58 feet (chord bearing and distance of North 13 degrees 22 minutes 48 seconds West, 152.38 feet) to the point of tangency of said curve and the point of curvature of a curve having a partial central angle of 07 degrees 56 minutes 53 seconds and a radius of 501.13 feet; run thence northeasterly along said curve for an arc distance of 69.52 feet, (chord bearing and distance: North 01 degrees 57 minutes 10 seconds East, 69.46 feet); run thence South 75 degrees 57 minutes 50 seconds East for a distance of 21.62 feet to the point of beginning.

The above described parcel of land is situated in the East One-Half (E 1/2) of the Northeast Quarter (NE 1/4) of the Southeast Quarter (SE 1/4) of Section 20 and the West One-Half (W 1/2) of the Northwest Quarter (NW 1/4) of the Southwest Quarter (SW 1/4) of Section 21, all being in Township 6 North, Range 3 East, Rankin County, Mississippi, and contains 3.72 acres, more or less.



RANKIN COUNTY MS  
THIS INSTRUMENT  
WAS FILED FOR  
RECORD

92 6-24 AM 3:35  
IN B 648  
MURPHY ADKINS, CHY. CLK.  
BY [Signature] D.C.