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2006 14360
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Murphy Adkins, Chancery Clerk
Rankin County, MS

**AMENDMENT TO SUPPLEMENTARY DECLARATION OF
COVENANTS AND RESTRICTIONS OF
THE COMMUNITIES OF CASTLEWOODS FOR
WILLOW CREST OF CASTLEWOODS**

THIS AMENDMENT TO SUPPLEMENTARY DECLARATION is made and executed on this the 20 day of June, 2006, by CASTLEWOODS DEVELOPMENT, LLC, a Mississippi limited liability company, (hereinafter referred to as "Declarant"), and joined by Randy Berg Builder, LLC, a Mississippi limited liability company (hereinafter referred to as "Berg").

WITNESSETH

WHEREAS, the Declarant and Berg are owners of that certain real property situated in Rankin County, Mississippi, more particularly described in Exhibit "A" attached; and

WHEREAS, the Declarant previously filed a Supplementary Declaration of Covenants, Conditions and Restrictions for the Communities of Castlewoods for Willow Crest of Castlewoods, such Supplementary Declaration being recorded at Book 2006 at Page 4762 in the office of the Chancery Clerk of Rankin County, Mississippi; and

WHEREAS, the Declarant and Berg deem it desirable to amend the Supplementary Declaration as set forth herein.

NOW THEREFORE, the Declarant and Berg hereby state and declare as follows, to-wit:

(1) Section (3)(e) of the Supplementary Declaration shall be amended by deleting the second sentence thereof and substituting the following:

No dwelling shall be constructed, placed, moved or maintained upon Lots 1-7, Lots 15-17, Lots 27-29, and Lots 32-50, inclusive (Non-Golf Course Lots), in the Subdivision unless such dwelling shall contain at least one thousand eight hundred (1,800) square feet of heated floor space exclusive of open porches and unheated storage spaces.

(2) Castlewoods Development, LLC is the owner of Lots 1-8, 10-14, and 16-50 of Willow Crest of Castlewoods.

(3) Randy Berg Builder, LLC is the owner of Lots 9 and 15 of Willow Crest of Castlewoods.

IN WITNESS WHEREOF, the undersigned Managing Member of CASTLEWOODS DEVELOPMENT, LLC, the Declarant, and the Managing Member of RANDY BERG BUILDER, LLC, have caused this instrument to be executed for and on behalf of CASTLEWOODS DEVELOPMENT, LLC, and RANDY BERG BUILDER, LLC on this the 20th day of June, 2006.

CASTLEWOODS DEVELOPMENT, LLC

By: [Signature]
Randy Berg, Managing Member

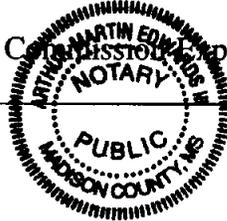
RANDY BERG BUILDER, LLC

By: [Signature]
Randy Berg, Managing Member

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY APPEARED before me, the undersigned authority in and for the aforesaid county and state, on this 20th day of June, 2006, within my jurisdiction, the within named Randy Berg, who acknowledged that he is Managing Member of Castlewoods Development, LLC, and that for and on behalf of the Company, and as the act and deed of the Company, he executed the above and foregoing instrument after first having been duly authorized by the Company so to do.

[Signature]
NOTARY PUBLIC

My Commission Expires

Notary Public State of Mississippi
At Large
My Commission Expires
January 16, 2010
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY APPEARED before me, the undersigned authority in and for the aforesaid county and state, on this 20th day of June, 2006, within my jurisdiction, the within named Randy Berg, who acknowledged that he is Managing Member of Randy Berg Builder, LLC, and that for and on behalf of the Company, and as the act and deed of the Company, he executed the above and foregoing instrument after first having been duly authorized by the Company so to do.

My Commission Expires

Notary Public State of Mississippi
At Large
My Commission Expires
January 16, 2010
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.


NOTARY PUBLIC

INDEXING INSTRUCTIONS:

LOTS 1 THROUGH 50

Willow Crest of Castlewoods

NE 1/4 of SE 1/4 of Section 21, T6N, R3E and NW 1/4 of SE 1/4 and SW 1/4 of SW 1/4 of Section 22, T6N, R3E

PREPARED BY:

A.M. EDWARDS, III (MBN 5478)

Wells, Moore, Simmons & Hubbard, PLLC

4450 Old Canton Road, Suite 200

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Jackson, Mississippi 39215-1970

Telephone: (601) 354-5400

Telecopier: (601) 355-5850

CK\CASTLEWOODS\COVENANTS\AMENDMENT WILLOW CREST.SUP-JUNE 2006

the following described land being situated in the
Northeast 1/4 of the Southeast 1/4 of Section 21, T6N-R3E and the Northwest 1/4 of
the Southwest 1/4 and the Southwest 1/4 of the Southwest 1/4 of Section 22, T6N-R3E,
Rankin County, Mississippi and being more particularly described as follows:

COMMENCING AT THE NORTHEAST CORNER OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 21; RUN THENCE
EAST FOR A DISTANCE OF 818.08 FEET; THENCE

SOUTH FOR A DISTANCE OF 781.57 FEET TO A CHISELED SQUARE IN GOLF CART PATH, MARKING THE NORTHWEST CORNER OF WILLOW
WOODS OF CASTLEWOODS, PART SIX (B) AS RECORDED IN PLAT CABINET C, SLGT. 30 IN THE OFFICE OF THE CHANCERY CLERK OF RANKIN
COUNTY, MISSISSIPPI AND BEING THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PROPERTY; THENCE

NORTH 41 DEGREES 32 MINUTES 35 SECONDS WEST FOR A DISTANCE OF 40.00 FEET TO A SET 1/2 INCH IRON PIN; THENCE

NORTH 35 DEGREES 08 MINUTES 28 SECONDS EAST FOR A DISTANCE OF 205.89 FEET TO A FOUND IRON PIN; THENCE

NORTH 26 DEGREES 02 MINUTES 10 SECONDS EAST ALONG THE SAID EAST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR
A DISTANCE OF 147.04 FEET; THENCE

NORTH 35 DEGREES 28 MINUTES 39 SECONDS EAST ALONG THE SAID EAST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR
A DISTANCE OF 220.11 FEET TO A SET IRON PIN; THENCE

NORTH 42 DEGREES 07 MINUTES 06 SECONDS EAST ALONG THE SAID EAST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR
A DISTANCE OF 86.52 FEET TO A FOUND IRON PIN; THENCE

NORTH 76 DEGREES 40 MINUTES 29 SECONDS EAST ALONG THE SAID EAST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR
A DISTANCE OF 93.88 FEET TO A FOUND IRON PIN; THENCE

NORTH 13 DEGREES 46 MINUTES 46 SECONDS WEST FOR A DISTANCE OF 38.19 FEET TO A SET 1/2 INCH IRON PIN; THENCE

SOUTH 73 DEGREES 50 MINUTES 08 SECONDS WEST FOR A DISTANCE OF 183.20 FEET TO A SET 1/2 INCH IRON PIN; THENCE

NORTH FOR A DISTANCE OF 150.00 FEET TO A SET 1/2 INCH IRON PIN; THENCE

WEST FOR A DISTANCE OF 200.00 FEET TO A SET 1/2 INCH IRON PIN; THENCE

SOUTH 05 DEGREES 37 MINUTES 11 SECONDS EAST FOR A DISTANCE OF 44.07 FEET TO A SET 1/2 INCH IRON PIN; THENCE

SOUTH 84 DEGREES 22 MINUTES 49 SECONDS WEST FOR A DISTANCE OF 113.12 FEET TO A SET 1/2 INCH IRON PIN; THENCE

NORTH 00 DEGREES 00 MINUTES 25 SECONDS WEST FOR A DISTANCE OF 104.92 FEET TO A SET 1/2
INCH IRON PIN; THENCE

NORTH 89 DEGREES 59 MINUTES 35 SECONDS EAST FOR A DISTANCE OF 648.35 FEET TO A SET 1/2 INCH IRON PIN; THENCE

SOUTH FOR A DISTANCE OF 100.00 FEET TO A SET 1/2 INCH IRON PIN; THENCE

SOUTH 73 DEGREES 18 MINUTES 18 SECONDS WEST FOR A DISTANCE OF 141.27 FEET TO SET 1/2 INCH IRON PIN; THENCE

SOUTH 13 DEGREES 46 MINUTES 46 SECONDS EAST FOR A DISTANCE OF 39.80 FEET TO A SET 1/2 INCH IRON PIN; THENCE

NORTH 76 DEGREES 40 MINUTES 28 SECONDS EAST FOR A DISTANCE OF 21.17 FEET TO A SET 1/2 INCH IRON PIN; THENCE

NORTH 81 DEGREES 16 MINUTES 24 SECONDS EAST ALONG THE SAID EAST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR
A DISTANCE OF 87.90 FEET TO A FOUND IRON PIN; THENCE

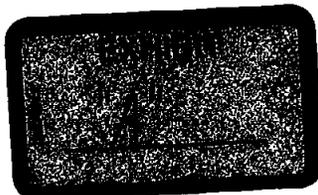
NORTH 89 DEGREES 10 MINUTES 53 SECONDS EAST ALONG THE SAID EAST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR
A DISTANCE OF 133.16 FEET TO A FOUND IRON PIN; THENCE

SOUTH 10 DEGREES 55 MINUTES 50 SECONDS EAST ALONG THE WEST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR A
DISTANCE OF 197.74 FEET TO A FOUND IRON PIN; THENCE

SOUTH 10 DEGREES 38 MINUTES 34 SECONDS EAST ALONG THE WEST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR A
DISTANCE OF 219.28 FEET TO A FOUND IRON PIN; THENCE

SOUTH 21 DEGREES 11 MINUTES 47 SECONDS EAST ALONG THE WEST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR A
DISTANCE OF 59.55 FEET TO A FOUND IRON PIN; THENCE

SOUTH 12 DEGREES 03 MINUTES 42 SECONDS EAST ALONG THE WEST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR A
DISTANCE OF 495.58 FEET TO A FOUND IRON PIN; THENCE



SOUTH 04 DEGREES 35 MINUTES 28 SECONDS EAST ALONG THE WEST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR A DISTANCE OF 212.76 FEET TO A FOUND IRON PIN; THENCE

SOUTH 11 DEGREES 18 MINUTES 36 SECONDS EAST ALONG THE WEST LINE OF THE SAID CASTLEWOODS GROUP, LLC PROPERTY FOR A DISTANCE OF 21.79 FEET TO A SET 1/2 IRON PIN MARKING THE NORTHEAST CORNER OF WILLOW WOODS OF CASTLEWOODS, PART SIX (C) AS RECORDED IN PLAT CABINET C, SLOT 303 IN THE OFFICE OF THE CHANCERY CLERK, RANKIN COUNTY, MISSISSIPPI; THENCE

SOUTH 89 DEGREES 02 MINUTES 11 SECONDS WEST ALONG THE NORTH LINE OF SAID WILLOW WOODS OF CASTLEWOODS, PART SIX (C) FOR A DISTANCE OF 138.43 FEET TO A SET 1/2 INCH IRON PIN MARKING THE NORTHEAST CORNER OF LOT 414; THENCE

NORTH 79 DEGREES 36 MINUTES 15 SECONDS WEST ALONG THE SAID NORTH LINE OF WILLOW WOODS OF CASTLEWOODS, PART SIX, (C) FOR A DISTANCE OF 142.32 FEET TO A SET 1/2 INCH IRON PIN MARKING THE NORTHEAST CORNER OF LOT 412; THENCE

NORTH 66 DEGREES 00 MINUTES 33 SECONDS WEST ALONG THE SAID NORTH LINE OF WILLOW WOODS OF CASTLEWOODS, PART SIX (C) FOR A DISTANCE OF 68.71 FEET TO A FOUND IRON PIN MARKING THE NORTHWEST CORNER OF LOT 412 OF SAID WILLOW WOODS OF CASTLEWOODS, PART SIX (C) AND ALSO MARKING THE NORTHEAST CORNER OF LOT 411 OF SAID WILLOW WOODS OF CASTLEWOODS, PART SIX (B); THENCE

NORTH 65 DEGREES 31 MINUTES 21 SECONDS WEST ALONG THE NORTH LINE OF SAID LOT 411 FOR A DISTANCE OF 100.0 FEET TO A SET 1/2 INCH IRON PIN MARKING THE NORTHWEST CORNER OF SAID LOT 411; THENCE

NORTH 62 DEGREES 34 MINUTES 14 SECONDS WEST FOR A DISTANCE OF 70.00 FEET TO A SET 1/2 INCH IRON PIN MARKING THE NORTHEAST CORNER OF LOT 410 OF SAID WILLOW WOODS OF CASTLEWOODS, PART SIX (B); THENCE

NORTH 53 DEGREES 18 MINUTES 50 SECONDS WEST ALONG THE NORTH LINE OF SAID LOT 410 FOR A DISTANCE OF 99.11 FEET TO A FOUND IRON PIN MARKING THE NORTHWEST CORNER OF SAID LOT 410; THENCE

NORTH 47 DEGREES 08 MINUTES 03 SECONDS WEST ALONG THE NORTH LINE OF LOTS 409, 408 AND 407 OF SAID WILLOW WOODS OF CASTLEWOODS, PART SIX (B) FOR A DISTANCE OF 156.69 FEET TO A SET 1/2 INCH IRON PIN; THENCE

NORTH 41 DEGREES 32 MINUTES 35 SECONDS WEST ALONG THE NORTHERLY LINE OF LOTS 407, 406, 405 AND 404 OF SAID WILLOW WOODS OF CASTLEWOODS, PART SIX (B) FOR A DISTANCE OF 360.70 FEET TO THE POINT OF BEGINNING.

CONTAINING 18.09 ACRES, MORE OR LESS.

The above described property has been platted as Lots 1-50 of Willow Crest of Castlewoods



By Romulus
Wells, Moore
Clerk

Rankin County, MS
I certify this instrument was filed on
06-22-2006 12:54:41 PM
and recorded in DEED Book
2006 at pages 14360 - 14364
Murphy Adkins - Chancery Clerk