

7.00

STATE OF ALABAMA)
JEFFERSON AND SHELBY COUNTIES)

THIRD AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR
TIMBERLAKE

This Third Amendment to Declaration of Protective Covenants for Timberlake is made this 16 day of November 2005 by Timberlake Development, LLC, an Alabama Limited Liability Company (herein Developer).

Whereas, Developer has heretofore filed in Instrument Number 200262/5095 in the Office of the Judge of Probate, Jefferson County, Bessemer Division, Alabama, the Declaration of Protective Covenants for Timberlake (the Covenants), which Covenants have been amended by First Amendment to Declaration of Protective Covenants for Timberlake in Instrument Number 200362/7244 and which Covenants were further amended by Second Amendment of Declaration of Protective Covenants For Timberlake as recorded in Instrument Number 200362/7245 all in the Office of the Judge of Probate, Jefferson County, Bessemer Division, Alabama (herein the Covenants, the First Amendment and the Second Amendment are collectively referred to as the Covenants); and,

Pursuant to Article IX of the Covenants, Developer reserved the unilateral right to subject additional real property to the Covenants by filing a declaration of the same with the applicable Office of the Judge of Probate; and,

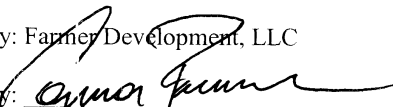
Whereas, Developer intends to subject additional real property to the Covenants.

Now, therefore, for good and valuable considerations, the Developer does hereby further amend the Covenants as follows:

1. All Lots located within the Final Plat of Timberlake, Sector 3 as recorded in Map Book 39, Page 39, Office of the Judge of Probate, Jefferson County, Bessemer Division, Alabama (the Sector 3 Property) are hereby subjected to and encumbered by the Covenants.
2. All Lot Owners within the Sector 3 Property are hereby members of Timberlake Homeowners Association, Inc. and are subject to all rules, regulations and bylaws promulgated by said Association as the same exists at this time or are amended in the future.
3. All Lots located within the Final Plat of Timberlake, Sector 5 as recorded in Map Book 41, Page 47, Office of the Judge of Probate, Jefferson County, Bessemer Division, Alabama and Map Book 36, Page 11 in the Office of the Judge of Probate Shelby County, Alabama (the Sector 5 Property) are hereby subjected to and encumbered by the Covenants.
4. All Lot Owners within the Sector 5 Property are hereby members of Timberlake Homeowners Association, Inc. and are subject to all rules, regulations and bylaws promulgated by said Association as the same exists at this time or are amended in the future.
5. All capitalized terms in this Third Amendment shall have the same meaning as set forth in the Covenants.
6. The Lake and Common Area shown on the Sector 5 Record Map are for the use of all Owners within the Property and the Sector 5 Property and are subject to the same restrictions contained in the Covenants in Article VIII of the Covenants. The Lake and Common Area located within the Sector 5 Property shall be maintained by the Association.

Done the date and year first above written.

Timberlake Development, LLC

By:  Farmer Development, LLC

By: 
Connor Farmer

Its: Member

By: Carter Homebuilders, Inc.

By: 
Kerry Carter

Its: President

Jones Carter



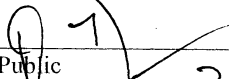
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Shelby Cnty Judge of Probate, AL
11/22/2005 09:52:13AM FILED/CERT

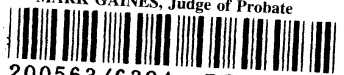
STATE OF ALABAMA)
Jefferson COUNTY)

LLC ACKNOWLEDGMENT

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Connor Farmer as Member of Farmer Development, LLC and Kerry Carter as President of Carter Homebuilders, Inc., whose names as Members of Timberlake Development, LLC, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of this instrument, they, in their capacity as such member, executed the same voluntarily, for and as the act of said limited liability company.

Given under my hand and official seal this 16 day of NOVEMBER, 2005


Notary Public
My Commission Expires: 3.1.06

State of Alabama - Jefferson County
I certify this instrument filed on:
2005 NOV 17 01:34:08:43PM
Recorded and \$ _____ Mtg. Tax
and \$ 7.00 Deed Tax and Fee Amt.
Total \$ 7.00
MARK GAINES, Judge of Probate

200563/6394 BESS