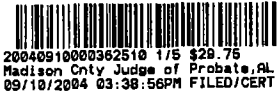


STATE OF ALABAMA)
COUNTY OF MADISON)



**AMENDED
SUPPLEMENTAL DECLARATION
OF
TWELVE STONES THIRD ADDITION**

WHEREAS, Declarant has determined that the Supplemental Declarations of Twelve Stones as recorded in Deed Book 965, Page 309 and Deed Book 972, Page 155 are not complete and correct and are need of change; and

WHEREAS, heretofore on the 8th day of April, 1992, the undersigned Hampton Community, Inc., an Alabama Corporation as Declarant, did promulgate and file for record Declaration of Protective Covenants for Hampton Cove, a planned residential community, which said Declaration of Protective Covenants are recorded in Deed Book 789, page 182, Office of the Judge of Probate of Madison County, Alabama.

WHEREAS, Article X, Section 1 of said declaration of Protective Covenants of Hampton Cove provides that the Declarant may subject additional parcels of real property described in Exhibit "C", as amended in Deed Book 954, Page 831, of said Declaration and may promulgate Special Parcel Use Restrictions for such additional parcels of real property platted within Hampton Cove by the filing of such use restrictions in the Office of the Judge of Probate of Madison County, Alabama as provided for in Article VI, Section 29 of said Declaration of Protective Covenants.

NOW THEREFORE, the Amended Supplemental Declaration of Twelve Stones Third Addition contained herein does take precedence over and supercedes the Supplemental Declaration of Twelve Stones as recorded in Deed Book 965, Page 309; and Deed Book 972, Page 150; and pursuant to the provisions of said Article X, Section 1 and Article VI, Section 29 of the Declaration of Protective Covenants of Hampton Cove as the same are recorded in the Office of the Judge of Probate of Madison County, Alabama, the undersigned, Hampton Community, Inc., an Alabama Corporation does by these presents add TWELVE STONES THIRD ADDITION and does make and promulgate the following use restrictions pertaining to the use and enjoyment of all the lots of TWELVE STONES THIRD ADDITION according to the plat of said subdivision shown of record in the Office of the Judge of Probate of Madison County, Alabama in Document Number 20040826000326400. The use restrictions described in this instrument are to be in conjunction with the use restrictions as described in said Declaration of Protective Covenants of Hampton Cove, but not in derogation thereof.

1. Approval by the Architectural Control Committee is required before construction begins on any dwelling/building.
2. Dwellings shall have at least 2,400 square feet of heated living area.
3. All dwellings shall have side or rear entry garage located behind main body of house (no wings with garage protruding beyond front facade). In addition to the garage, porte-cocheres are permissible if in keeping with the style of the house and provided they are kept clean of any storage material and are not used for parking of vehicles.
4. Roofs of dwellings constructed on all of said lots shall be of architectural grade shingles, slate, cement fiber slate, 5-V metal or standing seam metal roofing. Roofs of dwellings shall be constructed with minimum roof pitches of 6 /12. Exceptions may be made on sides of houses not visible from street, front porches or, if deemed appropriate, on wings, in keeping with the architectural style of the home. Any roofs below a 3:12 pitch shall have copper or standing seam metal roofing.
5. Main bodies of homes shall not exceed 70 percent of total lot width at building setback line with side wings offset a minimum of 4' (excluding porches). Minimum width of home including wing shall be 45'.
6. If dwelling shall have a front porch, said front porch is required to have a minimum depth

of 6'. Actual width of porch may vary depending on style of home.

7. "Palladian" facades (two-story high expanses of glass) are prohibited in the front.
8. Columns on front of house shall have a minimum diameter of 1.25 inches per 1' of height.
9. Shutters on front of homes shall be hinged or have the appearance of hinged shutters using "shutter dogs" and other appropriate hardware. Using wide (over 3") trim/brick mould may be used in lieu of shutters.
10. Trim must be either white or off-white. Iron railings must be black or dark green.
11. Frieze board heights shall be a minimum of 7.25" (1x8) on single level homes or portions of homes and 11.25" (1x12) on two story homes.
12. All windows on front facades of homes shall have true divided lites or simulated divided lites.
13. Architectural styles shall reflect those typical of construction in America in the late 1800's and early 1900's and includes but are not limited to: Federal, Romantic, Georgian, Greek Revival, Craftsman, Colonial Revival and Italianate.
14. All dwellings and permitted accessory buildings constructed on the lots of said subdivision shall have an exterior of at least 50 percent masonry brick or stone construction, including gable ends, if any. Visible unpainted red "sewer brick" will not be allowed. While the use of brick is encouraged for the majority of exposed walls on the homes, to prevent a "monolithic" appearance on front facades, the use of painted brick, fiber cement siding, stone veneer, Hardi-board siding or other low-maintenance material may be used. Such material may be mandated for accent areas on the front facade. Below the finished floor, stone or brick is required. Painted brick is encouraged to maintain overall appearance of neighborhood. Brick color and mortar must be approved. No homes will be approved if same color is side by side.
15. House numbers shall be cut into an 8"x16" limestone block placed on the front of the home above any landscaping and be visible from the street.
16. All chimneys that are on the exterior wall must have brick or stone veneer on the three exterior sides of the chimney. The side over the dwelling may be siding. Interior chimneys may be constructed with siding or brick.
17. All dwellings constructed on corner lots must be facing at greater than a 30 degree angle from the respective corner. Any variations must be approved by the Architectural Control Committee.
18. All homes constructed within the subdivision shall have a uniform mailbox, the design of which will be furnished by the Declarant.
19. No fence or fencing type barrier of any kind shall be placed, erected, allowed, or maintained upon any portion of the community, including any Residences, without prior written consent of the Board or its designee. Fence will be compatible with the home and have architectural interest. No fence will be higher than 6 feet from the final ground level to the top of the fence. Declarant will furnish a selection of approved fencing designs from which to choose. The exterior side of the fence must be finished, specifically the structural characteristics must be covered. Within the construction of the fence there must be some brick or stone masonry, and stone or brick is required at the corner posts. Additional posts are required if the fencing is longer than 75 feet in length on any given side or on the rear. Roughsawn board of any kind shall not be used in the fence. All wood shall be painted white or off-white and maintained in a satisfactory manner. No chain link fence shall be allowed within the subdivision. Privacy fences, regardless of construction, shall not be permitted any nearer to

front lot line than the rearmost corner of the dwelling with the exception of accent front fencing that is less than 36" high, picket or see-thru type slatting, that is typical of the 1890-1910 era for front yards. Picket fences such as front yard fencing must be approved by the Architectural Control Committee. Lake lots must have wrought iron fencing with brick corner posts and brick columns every 75'.

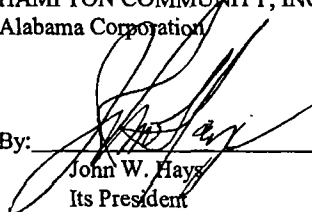
20. All homes shall have front walks that go to the street. Additional walkway or stepping stones to driveway are permitted. All front walks shall be stamped concrete, brick paved or aggregate "pea gravel" finish. Smooth concrete is permissible if used with a brick or stone edge.
21. Driveway widths (excluding turnarounds) shall be a maximum of 10' if solid concrete.
22. Front doors being the focal point of the home must be at least 8' in height. To meet the requirement, a 6'8" door with a transom which will total 8' in height will be allowed.
23. Landscape plans are required within twelve (12) weeks after plan approval. Deadline date will be noted when you receive your plan approval. Reminder letters will be sent out and lots with no landscape plan received after fourteen (14) weeks will be subject to a fine of \$15.00 per day past the fourteen weeks.
24. Sod is required in all front and side yards. Front and side yards must have sprinkler system. Landscaping plants and trees are to be from the approved list provided by the Declarant. The lot shall be completely landscaped. However, planned natural areas will be allowed provided that the lawn and the natural area form a cohesive whole.
25. The front yard of each lot shall have four large, 2.5" cal. Trees and 3 small trees (which can be incorporated into the shrub bed). The back yard shall have two large trees, 2.5" cal. and one small, 1.5" cal., tree. No more than one evergreen shall be included in each tree category. Please check Board approved tree varieties on the Architectural Control Submittal Sheet. Shrubbery required in the front yard shall be a minimum of eighteen shrubs with all foundation planting to be evergreen, three-gallon size and spaced no further than three-feet apart. Please consider the era of the homes when designing the landscape plan and use plants typical of the time.

The above described use restrictions are in addition to those use restrictions pertaining to Hampton Cove as recorded in Deed Book 789, Page 182, (and amended in Deed Book 789, Page 398, and Deed Book 826, Page 585) Office of the Judge of Probate of Madison County, Alabama and shall run with the land and become binding upon all the owners of lots embraced within TWELVE STONES THIRD ADDITION, their heirs, successors and assigns.

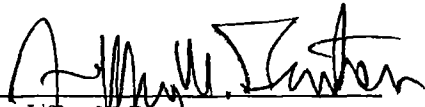
Enforcement of the above described additional use restrictions shall be in the same manner and direction as described in the Declaration of Protective Covenants of Hampton Cove as described above, which are hereby affirmed and ratified.

IN WITNESS WHEREOF, the undersigned Hampton Community, Inc., an Alabama Corporation, as Declarant, Jeff Benton Homes, Inc., an Alabama Corporation, as Owner, and Compass Bank, as Lender, have caused this instrument to be executed on this the 9th day of September, 2004

DECLARANT:
HAMPTON COMMUNITY, INC., an
Alabama Corporation

By: 
John W. Hays
Its President

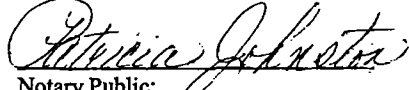
OWNER:
JEFF BENTON HOMES, INC., an Alabama corporation

By: 
Jeffrey M. Benton
Its President

**STATE OF ALABAMA
COUNTY OF Madison**

I, the undersigned, a Notary Public in and for said County and State, hereby certify that John W. Hays, whose name as President of Hampton Community, Inc., an Alabama corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, in his capacity as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal this the 9th day of September, 2004.



Notary Public:
My commission expires: 08-05-2007

**STATE OF ALABAMA
COUNTY OF Madison**


I, the undersigned, a Notary Public in and for said County and State, hereby certify that Jeffrey M. Benton, whose name as President of Jeff Benton Homes, Inc., a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, in his capacity as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal this the 9th day of September, 2004.

Brian E. Monroe
Notary Public
My Commission
Expires 10/30/06


Notary Public:
My commission expires: 10/30/06

RATIFIED BY:
COMPASS BANK

By: 
Sharon Park
Its Vice President


STATE OF ALABAMA
COUNTY OF Madison

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Shane Parker, whose name as Vice President of Compass Bank, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, in his capacity as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal this the 9th day of September, 2004.

prepar:

Brian E. Monroe
Notary Public
My Commission
Expires 10/30/08



Notary Public: _____
My commission expires: 10/30/08

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Madison Cnty Judge of Probate, AL
09/10/2004 03:38:58PM FILED/CERT

REYNOLDS/REYNOLDS