

**FOURTH AMENDMENT TO
DECLARATIONS OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF SOUTH BLUFFS HOMEOWNERS ASSOCIATION, INC.**

THIS FOURTH AMENDMENT made on this 9 day of November, 1999, by and between **SOUTH BLUFFS DEVELOPMENT ASSOCIATES**, a Tennessee general partnership, composed of Belz/South Bluffs, Inc., a Tennessee corporation, HT Devco, Inc., a Tennessee corporation and R & D Properties, Inc., a Tennessee corporation, hereinafter referred to as "Declarant".

WITNESSETH:

WHEREAS, Declarant is the developer of certain Property in Shelby County, Tennessee, which is subject to the Declaration of Covenants, Conditions and Restrictions of South Bluffs Homeowners Association, Inc., of record as Instrument No. BS 5626, the First Amendment thereto of record as Instrument No. DX 1619, re-recorded as Instrument No. DZ 1613, re-re-recorded as Instrument No. JF 1175, the Second Amendment thereto of record as Instrument No. FW 3250, re-recorded as Instrument No. JF 1176 and the Third Amendment thereto of record as Instrument No. JM 2020, all in the Register's Office of Shelby County, Tennessee, "the Declaration"; and

WHEREAS, Declarant has now re-recorded Phase 3 of the Property as Instrument No. JV 3367, Plat Book 181, Page 21, in said Register's Office. A copy of the re-recorded Final Plan of Phase 3 is attached hereto as Exhibit "A"; and

WHEREAS, Declarant desires to amend the Declaration by revising the Schedule of Assessments and Minimum Square Footage Requirements as reflected on Exhibit "B" hereto.

NOW, THEREFORE, Declarant hereby amends the Declaration to reflect the re-recording of Phase 3 and to amend the Schedule of Assessments and Minimum Square Footage Requirements in accordance with Exhibit "B" attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Fourth Amendment as of the day and year first above written.

**SOUTH BLUFFS DEVELOPMENT
ASSOCIATES, a Tennessee general
partnership**

By: HT Devco, Inc., a Tennessee
corporation, Managing Partner

By: [Handwritten Signature]

Title: W.P.

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Jon Seabey with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Vice President of HT Devco, Inc., the Managing Partner of South Bluffs Development Associates, a Tennessee general partnership, and that such instrument was executed by HT Devco, Inc., as Managing General of South Bluffs Development Associates and that he as such President of HT Devco, Inc. being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of and as the free act and deed of HT Devco, Inc., by signing the name of HT Devco, Inc., by himself as such Vice President.

WITNESS my hand and seal at office in Memphis, Tennessee, this 5 day of November, 1999



Brenda Adkins
Notary Public

My commission expires:
9.8.2003

BELZ/SOUTH BLUFFS, INC., a
Tennessee corporation

By: [Signature]

Title: [Signature]

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Jimmie D. Williams with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Sr. Vice President of Belz/South Bluffs, Inc., as a partner of South Bluffs Development Associates, a Tennessee general partnership, and that such instrument was executed by Belz/South Bluffs, Inc. as a partner of South Bluffs Development Associates and that he as such Sr. Vice President of Belz/South Bluffs, Inc. being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of and as the free act and deed of Belz/South Bluffs, Inc., by signing the name of Belz/South Bluffs, Inc., by himself as such Sr. Vice President

WITNESS my hand and seal at office in Memphis, Tennessee, this 8th day of November, 1999.

[Signature]
Notary Public

My commission expires:
4-30-03



R & D PROPERTIES, INC., a
Tennessee corporation

By: [Signature]

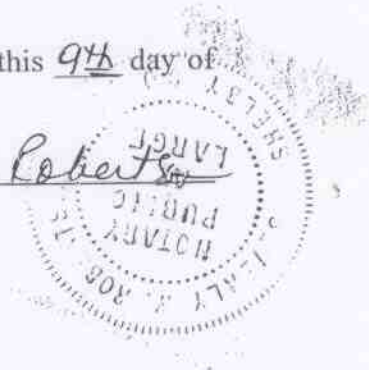
Title: Asst. Treas.

STATE OF TENNESSEE
COUNTY OF SHELBY

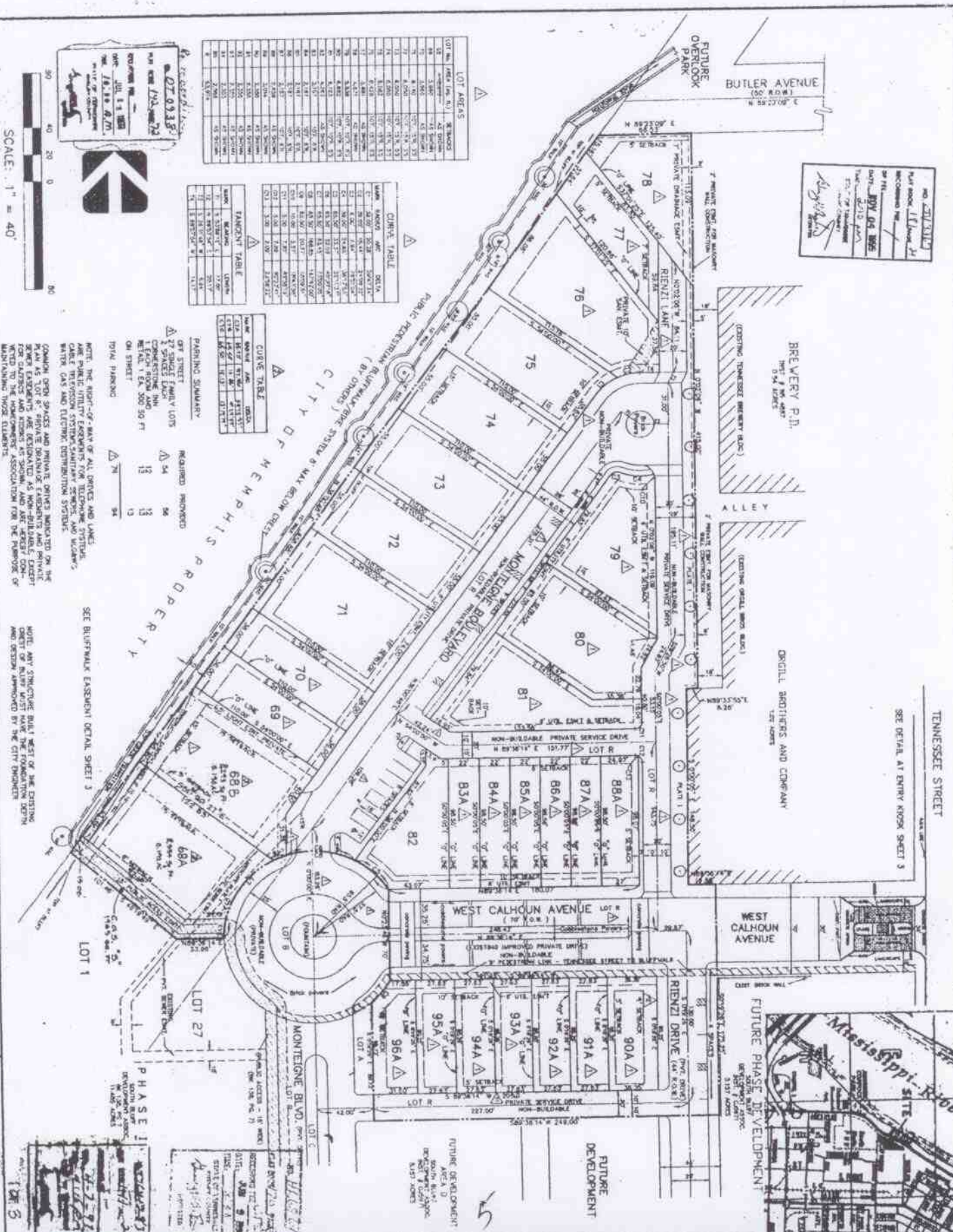
Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Stan C. Tunk with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Asst. Treas. of R & D Properties, Inc., as a partner of South Bluffs Development Associates, a Tennessee general partnership, and that such instrument was executed by R & D Properties, Inc. as a partner of South Bluffs Development Associates and that he as such Asst. Treas. of R & D Properties, Inc. being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of and as the free act and deed of R & D Properties, Inc., by signing the name of R & D Properties, Inc., by himself as such Asst. Treas.

WITNESS my hand and seal at office in Memphis, Tennessee, this 9th day of November, 1999.

[Signature]
Notary Public



My commission expires:
9-8-03



NO. 271511
 PREPARED BY: [Signature]
 DATE: MAY 04, 1988
 PROJECT: SOUTH BLUFF P.D. PHASE III, AREA A

LOT AREAS

LOT NO.	AREA (SQ. FT.)	AREA (SQ. YD.)
71	12,000	27.47
72	12,000	27.47
73	12,000	27.47
74	12,000	27.47
75	12,000	27.47
76	12,000	27.47
77	12,000	27.47
78	12,000	27.47
79	12,000	27.47
80	12,000	27.47
81	12,000	27.47
82	12,000	27.47

CHINA TABLE

ITEM	QUANTITY	UNIT PRICE	TOTAL
1.00	1.00	1.00	1.00
2.00	2.00	2.00	4.00
3.00	3.00	3.00	9.00
4.00	4.00	4.00	16.00
5.00	5.00	5.00	25.00
6.00	6.00	6.00	36.00
7.00	7.00	7.00	49.00
8.00	8.00	8.00	64.00
9.00	9.00	9.00	81.00
10.00	10.00	10.00	100.00

PARKING SUMMARY

TYPE	REQUIRED	PROPOSED
STREET	54	56
LOT	13	13
TOTAL	67	69



REVISIONS
 REAVES & SWEENEY, INC.
 5118 PARK AVE. SUITE 400
 MEMPHIS, TENNESSEE 38117
 901-761-2016

SOUTH BLUFF P.D.
 P. D. #91-330
 (FORMERLY P. D. #88-318)

NO. 271511
 PREPARED BY: [Signature]
 DATE: MAY 04, 1988
 PROJECT: SOUTH BLUFF P.D. PHASE III, AREA A

FINAL PLAN
 PHASE III, AREA A

DEVELOPER: SOUTH BLUFFS
 DEVELOPMENT ASSOCIATES
 MANAGING GENERAL PARTNER:
 H. T. DEVCO
 65 UNION AVENUE
 MEMPHIS, TENNESSEE

MCASKILL ENGINEERING
 5488 WINCHESTER SUITE 2
 MEMPHIS, TENNESSEE
 901-580-1801

Envision 'A'

TENNESSEE STREET
 SEE DETAIL AT ENTRY BOOK SHEET 3

DRIGILL BROTHERS AND COMPANY
 125 E. LEXINGTON

WEST CALHOUN AVENUE

WEST CALHOUN AVENUE

WEST CALHOUN AVENUE

WEST CALHOUN AVENUE

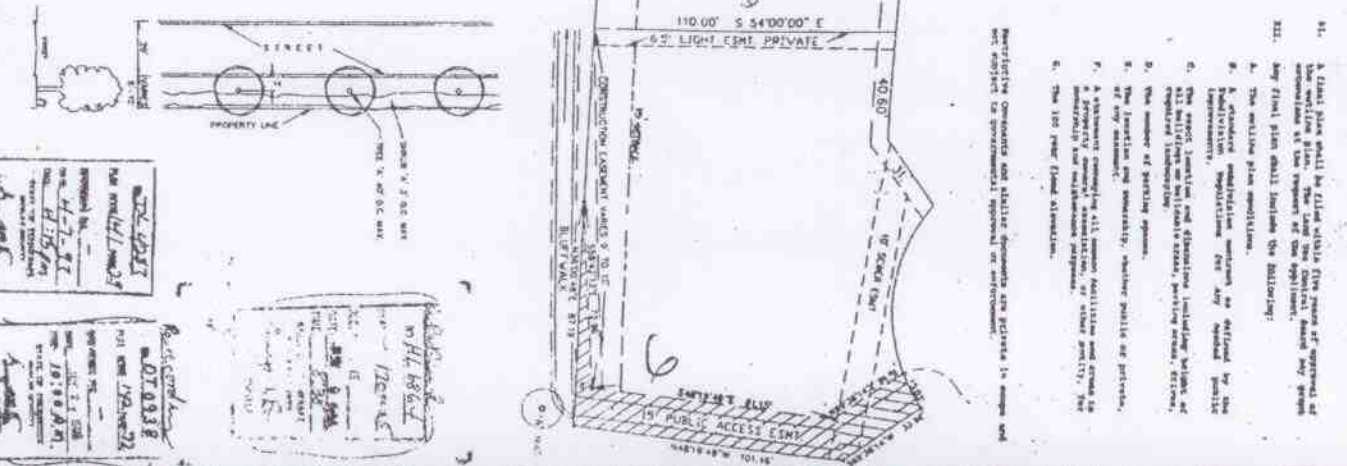
WEST CALHOUN AVENUE



- 1. Use Permitted
 - A. Area A - For use permitted or prohibited by subdivision area plan (see the proposed commercial CO-2 District zoning ordinance).
 - B. Other uses - For use permitted or prohibited by subdivision area plan (see the proposed commercial CO-2 District zoning ordinance).
- 2. The following uses are also permitted:
 - A. Single family detached, attached and two family dwellings (see ordinance).
 - B. Multi-family and residential (see ordinance).
 - C. Commercial (see ordinance).
 - D. Office (see ordinance).
 - E. Public utility (see ordinance).
 - F. Other uses (see ordinance).
- 3. The following uses are also permitted:
 - A. Single family detached - see ordinance.
 - B. Multi-family and residential - see ordinance.
 - C. Commercial - see ordinance.
 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
 - F. Other uses - see ordinance.
- 4. The following uses are also permitted:
 - A. Single family detached - see ordinance.
 - B. Multi-family and residential - see ordinance.
 - C. Commercial - see ordinance.
 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
 - F. Other uses - see ordinance.

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 - A. Single family detached - see ordinance.
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 - C. Commercial - see ordinance.
 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
 - F. Other uses - see ordinance.
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 - A. Single family detached - see ordinance.
 - B. Multi-family and residential - see ordinance.
 - C. Commercial - see ordinance.
 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
 - F. Other uses - see ordinance.
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 - A. Single family detached - see ordinance.
 - B. Multi-family and residential - see ordinance.
 - C. Commercial - see ordinance.
 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
 - F. Other uses - see ordinance.
- 4. The following uses are also permitted:
 - A. Single family detached - see ordinance.
 - B. Multi-family and residential - see ordinance.
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 - D. Office - see ordinance.
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 - F. Other uses - see ordinance.

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 - C. Commercial - see ordinance.
 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
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 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
 - F. Other uses - see ordinance.
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 - A. Single family detached - see ordinance.
 - B. Multi-family and residential - see ordinance.
 - C. Commercial - see ordinance.
 - D. Office - see ordinance.
 - E. Public utility - see ordinance.
 - F. Other uses - see ordinance.



REVISIONS

REYARS & SNEYDY, INC.
5118 PARK AVE. SUITE 400
MEMPHIS, TENNESSEE 38117
01-781-2016

SOUTH BLUFF P.D.
P. D. #91-330
(FORMERLY P. D. #89-318)

OUTLINE PLAN
CONDITIONS

FINAL PLAN
PHASE III, AREA A

DEVELOPER: SOUTH BLUFFS
DEVELOPMENT ASSOCIATES
GENERAL PARTNER:
H. T. DEVO
65 UNION AVENUE
MEMPHIS, TENNESSEE

MCASKILL ENGINEERING
5449 WINCHESTER SUITE 2
MEMPHIS, TENNESSEE
901-461-1601

Notarized by the Notary Public, General and Notary at Large, in the presence of the undersigned, and the undersigned hereby certifies that the foregoing is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

1. The location of the building upon the site of the site is subject to the following conditions:
2. The site of the building shall be constructed of pressure treated wood and shall be a minimum of ten feet in width.
3. The location of the building, between the existing lines shall be a minimum of eight feet in width.
4. The location of the building shall be a minimum of eight feet in width.
5. The location of the building shall be a minimum of eight feet in width.
6. The location of the building shall be a minimum of eight feet in width.
7. The location of the building shall be a minimum of eight feet in width.
8. The location of the building shall be a minimum of eight feet in width.
9. The location of the building shall be a minimum of eight feet in width.
10. The location of the building shall be a minimum of eight feet in width.

The undersigned hereby certifies that the foregoing is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: *[Signature]* Date: *04/07/93*

Notary Public: *[Signature]* Date: *04/07/93*

Notary Public: *[Signature]* Date: *04/07/93*

HARRY TURLEY JR. COMPANY
 100 W. 10th Street
 Memphis, Tennessee 38103

STATE OF TENNESSEE
 COUNTY OF *[Blank]*

Notary Public: *[Signature]* Date: *04/07/93*

REVISIONS

REARERS & SUNDRIES, INC.
 5118 PARK AVE. SUITE 400
 MEMPHIS, TENNESSEE 38117
 91-761-2016

SOUTH BLUFF P.D.
 P. D. #91-330
 (FORMERLY P. D. #89-319)

OFFICE OF PLANNING AND DEVELOPMENT

OUTLINE PLAN CONDITIONS and CERTIFICATIONS

FINAL PLAN PHASE III, AREA A

DEVELOPER: SOUTH BLUFFS ASSOCIATES
 MANAGING GENERAL PARTNER:
 H. T. DEVADO
 65 UNION AVENUE
 MEMPHIS, TENNESSEE

INCASRILL ENGINEERING
 5489 WINDCHESTER SUITE 2
 MEMPHIS, TENNESSEE
 901-270-1801

OWNER'S CERTIFICATE

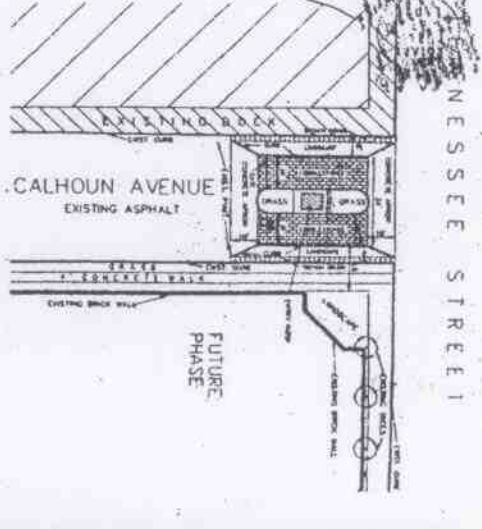
I, *[Signature]*, President of *[Blank]*, do hereby certify that the plan of development shown on the attached plat is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: *[Signature]* Date: *04/07/93*

DEVELOPER'S CERTIFICATE

I, *[Signature]*, President of *[Blank]*, do hereby certify that the plan of development shown on the attached plat is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: *[Signature]* Date: *04/07/93*



DETAIL AT ENTRY KIOSK

This plan is being re-recorded to reduce the setback on Lot 90A to Street Drive from 10 feet to 9 feet and to correct the dimension on the north line of Lot 8 (Private Service Drive) from 200.01 feet to 203.00 feet.

By: *[Signature]* Date: *6/8/98*

Notary Public: *[Signature]* Date: *6/8/98*

STATE OF TENNESSEE
 COUNTY OF *[Blank]*

Notary Public: *[Signature]* Date: *04/07/93*

NOTARIZED

REARERS & SUNDRIES, INC.
 5118 PARK AVE. SUITE 400
 MEMPHIS, TENNESSEE 38117
 91-761-2016

SOUTH BLUFF P.D.
 P. D. #91-330
 (FORMERLY P. D. #89-319)

OFFICE OF PLANNING AND DEVELOPMENT

OUTLINE PLAN CONDITIONS and CERTIFICATIONS

FINAL PLAN PHASE III, AREA A

DEVELOPER: SOUTH BLUFFS ASSOCIATES
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 H. T. DEVADO
 65 UNION AVENUE
 MEMPHIS, TENNESSEE

INCASRILL ENGINEERING
 5489 WINDCHESTER SUITE 2
 MEMPHIS, TENNESSEE
 901-270-1801

SOUTH BLUFFS DEVELOPMENT ASSOCIATES
 SCHEDULE OF ASSESSMENTS
 AND MINIMUM SQUARE FOOTAGE REQUIREMENTS
 updated 10/21/1999

JV 6286

LOT #	MINIMUM FOOTAGE	POINTS
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LOT #	MINIMUM FOOTAGE	POINTS
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PHASE I

1	2750	10
2	2750	10
3	2750	20
4	N/A	N/A
5	N/A	10
6	2750	10
7	2750	10
8	2750	10
9	2750	10
10	2750	10
11	2750	10
12	2750	10
13	2750	10
14	2400	6
15	2400	6
16	2400	6
17	2400	6
18	2400	6
19	2400	6
20	2400	6
21	2400	6
22	2400	6
23	2400	6
24	2400	6
25	2400	6
26	2400	6
27	2400	6
28	1600	4
29	1600	4
30	1600	4
31	1600	4
32	1600	4
33	1600	4
34	1600	4
35	1600	4
36	1600	4
37	1600	4
38	1600	4
39	1600	4
40	1600	4
41	1600	4
42	N/A	N/A
43	1400	3
44	1400	3
45	1400	3
46	1400	3
47	1400	3
48	1400	3
49	1400	3
50	1400	3
51	N/A	N/A
52	1600	4
53	1600	4
54	1600	4
55	1600	4
56	1600	4
57	1600	4
58	1600	4

PHASE II

59	1400	3
60	1400	3
61	1400	3
62	1400	3
63	1200	3
64	1200	3
65	1200	3
66	1200	3
67	N/A	N/A

OUTPARCEL

1	2750	N/A
2	2750	N/A
3	2750	N/A
4	2750	N/A
5	2750	N/A

PHASE III

68A	3000	10
68B	3000	10
69	2200	7
70	2200	7
72	2750	10
73	2750	10
74	2750	10
75	2750	10
76	2750	12
77	2200	7
78	2200	7
79	2400	6
80	2400	6
81	2400	6
82	1400	6
83A	1400	3
84A	1400	3
85A	1400	3
86A	1400	3
87A	1400	3
88A	1400	3
89	N/A	N/A
90A	1600	4
91A	1600	4
92A	1600	4
93A	1600	4
94A	1600	4
95A	1600	4
96A	1600	4

PHASE IV

97	1400	4
98	1400	4
99	1400	4
100	1400	4
101	1400	3
102	1400	3
103	1400	3
104	1400	3
105	1400	3

Exhibit "B"

**SOUTH BLUFFS DEVELOPMENT ASSOCIATES
SCHEDULE OF ASSESSMENTS
AND MINIMUM SQUARE FOOTAGE REQUIREMENTS**
updated 10/21/1999

JV 6286

LOT #	MINIMUM FOOTAGE	POINTS
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LOT #	MINIMUM FOOTAGE	POINTS
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PHASE V

71A	2200	7
71B	2200	7

PHASE VIIA

106	1600	4
107	1600	4
108	1600	4
109	1600	4
110	1600	4
111	1600	4
112	1600	4
113	1600	6
114	1600	6
115	N/A - Apts.	
116	N/A - Apts.	

PHASE VII B

117	1600	4
118	1600	4
119	1600	4
120	1600	4
121	1600	4
122	1600	4
123	1600	4
124	1600	4

PHASE VIII

125	1400	3
126	1400	3
127	1400	3
128	1400	3
129	1400	3
130	1400	3
131	1400	3
132	1400	3
133	1400	3
134	1400	3
135	1400	3
136	1400	3
137	1400	3
138	1400	3

SHELBY COUNTY
REGISTER OF DEEDS
99 NOV -9 PM 4: 12

JV6286

Other		
Real Estate - Miscellaneous		JV 6286
D/C:	3 - MAX HAYES	7 5
VALUATION	N / A	
TN MORTGAGE TAX	N / A	
TN TRANSFER TAX	N / A	
RECORDING FEE		3 6 . 0 0
FEE		2 . 0 0
REGISTER'S FEE	N / A	
WALK THRU FEE		3 6 . 0 0
TOTAL AMOUNT		7 4 . 0 0
PAGE COUNT:	9	PAGE ADDED: No
SEQN ID:		1
STATE of TENNESSEE, COUNTY of SHELBY		
Guy B. Bates, REGISTER		

