

**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

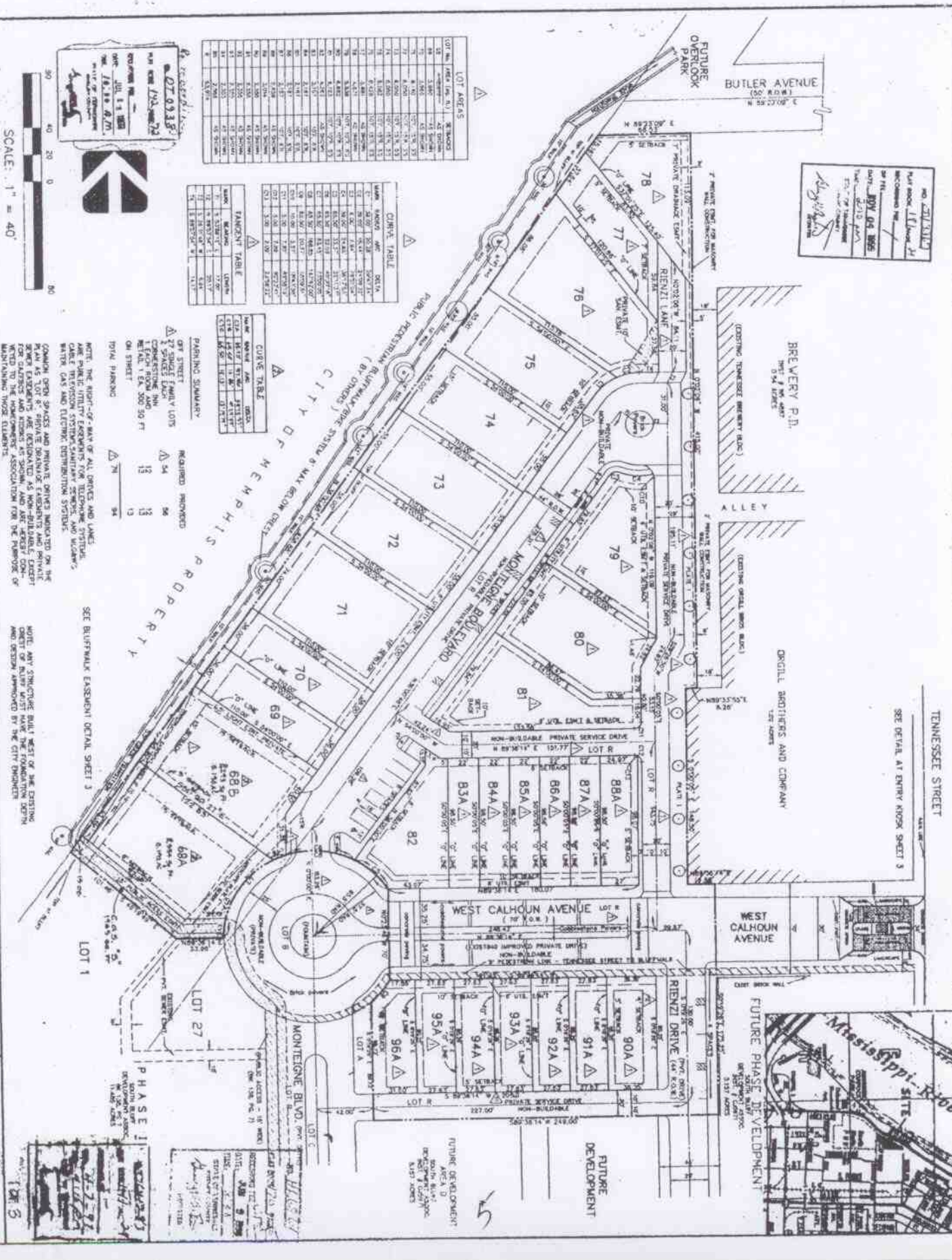
Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Stan C. Tunk with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Asst. Treas. of R & D Properties, Inc., as a partner of South Bluffs Development Associates, a Tennessee 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



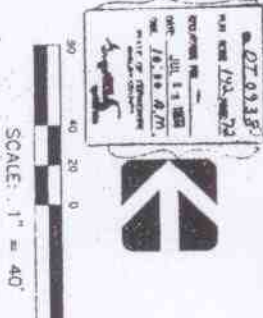
NO. 271511
 PREPARED BY: [Signature]
 DATE: MAY 04, 1988
 PROJECT: SOUTH BLUFF P.D.
 SHEET: 5 OF 5
 SCALE: 1" = 40'

LOT AREAS

LOT NO.	AREA (SQ. FT.)	AREA (SQ. YD.)
69	1,200	27.78
70	1,200	27.78
71	1,200	27.78
72	1,200	27.78
73	1,200	27.78
74	1,200	27.78
75	1,200	27.78
76	1,200	27.78
77	1,200	27.78
78	1,200	27.78
79	1,200	27.78
80	1,200	27.78
81	1,200	27.78
82	1,200	27.78

CHINA TABLE

ITEM	QUANTITY	UNIT	PRICE	TOTAL
1.00	1.00	SQ. YD.	1.00	1.00
2.00	1.00	SQ. YD.	2.00	2.00
3.00	1.00	SQ. YD.	3.00	3.00
4.00	1.00	SQ. YD.	4.00	4.00
5.00	1.00	SQ. YD.	5.00	5.00
6.00	1.00	SQ. YD.	6.00	6.00
7.00	1.00	SQ. YD.	7.00	7.00
8.00	1.00	SQ. YD.	8.00	8.00
9.00	1.00	SQ. YD.	9.00	9.00
10.00	1.00	SQ. YD.	10.00	10.00
11.00	1.00	SQ. YD.	11.00	11.00
12.00	1.00	SQ. YD.	12.00	12.00
13.00	1.00	SQ. YD.	13.00	13.00
14.00	1.00	SQ. YD.	14.00	14.00
15.00	1.00	SQ. YD.	15.00	15.00
16.00	1.00	SQ. YD.	16.00	16.00
17.00	1.00	SQ. YD.	17.00	17.00
18.00	1.00	SQ. YD.	18.00	18.00
19.00	1.00	SQ. YD.	19.00	19.00
20.00	1.00	SQ. YD.	20.00	20.00
21.00	1.00	SQ. YD.	21.00	21.00
22.00	1.00	SQ. YD.	22.00	22.00
23.00	1.00	SQ. YD.	23.00	23.00
24.00	1.00	SQ. YD.	24.00	24.00
25.00	1.00	SQ. YD.	25.00	25.00
26.00	1.00	SQ. YD.	26.00	26.00
27.00	1.00	SQ. YD.	27.00	27.00
28.00	1.00	SQ. YD.	28.00	28.00
29.00	1.00	SQ. YD.	29.00	29.00
30.00	1.00	SQ. YD.	30.00	30.00
31.00	1.00	SQ. YD.	31.00	31.00
32.00	1.00	SQ. YD.	32.00	32.00
33.00	1.00	SQ. YD.	33.00	33.00
34.00	1.00	SQ. YD.	34.00	34.00
35.00	1.00	SQ. YD.	35.00	35.00
36.00	1.00	SQ. YD.	36.00	36.00
37.00	1.00	SQ. YD.	37.00	37.00
38.00	1.00	SQ. YD.	38.00	38.00
39.00	1.00	SQ. YD.	39.00	39.00
40.00	1.00	SQ. YD.	40.00	40.00
41.00	1.00	SQ. YD.	41.00	41.00
42.00	1.00	SQ. YD.	42.00	42.00
43.00	1.00	SQ. YD.	43.00	43.00
44.00	1.00	SQ. YD.	44.00	44.00
45.00	1.00	SQ. YD.	45.00	45.00
46.00	1.00	SQ. YD.	46.00	46.00
47.00	1.00	SQ. YD.	47.00	47.00
48.00	1.00	SQ. YD.	48.00	48.00
49.00	1.00	SQ. YD.	49.00	49.00
50.00	1.00	SQ. YD.	50.00	50.00
51.00	1.00	SQ. YD.	51.00	51.00
52.00	1.00	SQ. YD.	52.00	52.00
53.00	1.00	SQ. YD.	53.00	53.00
54.00	1.00	SQ. YD.	54.00	54.00
55.00	1.00	SQ. YD.	55.00	55.00
56.00	1.00	SQ. YD.	56.00	56.00
57.00	1.00	SQ. YD.	57.00	57.00
58.00	1.00	SQ. YD.	58.00	58.00
59.00	1.00	SQ. YD.	59.00	59.00
60.00	1.00	SQ. YD.	60.00	60.00
61.00	1.00	SQ. YD.	61.00	61.00
62.00	1.00	SQ. YD.	62.00	62.00
63.00	1.00	SQ. YD.	63.00	63.00
64.00	1.00	SQ. YD.	64.00	64.00
65.00	1.00	SQ. YD.	65.00	65.00
66.00	1.00	SQ. YD.	66.00	66.00
67.00	1.00	SQ. YD.	67.00	67.00
68.00	1.00	SQ. YD.	68.00	68.00
69.00	1.00	SQ. YD.	69.00	69.00
70.00	1.00	SQ. YD.	70.00	70.00
71.00	1.00	SQ. YD.	71.00	71.00
72.00	1.00	SQ. YD.	72.00	72.00
73.00	1.00	SQ. YD.	73.00	73.00
74.00	1.00	SQ. YD.	74.00	74.00
75.00	1.00	SQ. YD.	75.00	75.00
76.00	1.00	SQ. YD.	76.00	76.00
77.00	1.00	SQ. YD.	77.00	77.00
78.00	1.00	SQ. YD.	78.00	78.00
79.00	1.00	SQ. YD.	79.00	79.00
80.00	1.00	SQ. YD.	80.00	80.00
81.00	1.00	SQ. YD.	81.00	81.00
82.00	1.00	SQ. YD.	82.00	82.00



PARKING SUMMARY

TYPE	NUMBER	TOTAL
STREET	54	54
LOT	13	13
OFF STREET	13	13
TOTAL PARKING	80	80

REVISIONS

NO. 1: REVISIONS

NO. 2: REVISIONS

NO. 3: REVISIONS

NO. 4: REVISIONS

NO. 5: REVISIONS

REVISIONS

NO. 6: REVISIONS

NO. 7: REVISIONS

NO. 8: REVISIONS

NO. 9: REVISIONS

NO. 10: REVISIONS

REVISIONS

NO. 11: REVISIONS

NO. 12: REVISIONS

NO. 13: REVISIONS

NO. 14: REVISIONS

NO. 15: REVISIONS

REVISIONS

NO. 16: REVISIONS

NO. 17: REVISIONS

NO. 18: REVISIONS

NO. 19: REVISIONS

NO. 20: REVISIONS

REVISIONS

REAVES & SWEENEY, INC.

5118 PARK AVE. SUITE 400

MEMPHIS, TENNESSEE 38117

901-761-2018

SOUTH BLUFF P.D.

P. D. #91-330

(FORMERLY P. D. #88-318)

NO. 1: REVISIONS

NO. 2: REVISIONS

NO. 3: REVISIONS

NO. 4: REVISIONS

NO. 5: REVISIONS

FINAL PLAN

PHASE III, AREA A

32 LOTS

MAP NO. BOOK 21, PAGE 03

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

TENNESSEE STREET

SEE DETAIL AT ENTRY BOOK SHEET 3

DRIGILL BROTHERS AND COMPANY

128 LEXINGTON

WEST CALHOUN AVENUE

WEST CALHOUN AVENUE

FUTURE PHASE DEVELOPMENT

FUTURE PHASE DEVELOPMENT

FUTURE PHASE DEVELOPMENT

FUTURE PHASE DEVELOPMENT

Envision 'A'

5

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 on the site of the site is subject to the following conditions:
 - a. The site of the building shall be constructed of pressure treated wood and shall be a minimum of two feet in width.
 - b. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.
 - c. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.
2. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.
3. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.
4. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.

1. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.
2. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.
3. The location of the building on the site shall be constructed of concrete and shall be a minimum of eight feet in width.
4. The location of the building on the site shall be constructed of concrete and 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: David R. Baker Date: 9/17/93

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: David R. Baker Date: 9/17/93

HARRY TURLEY JR. DEVELOPMENT

Notary Public: David R. Baker Date: 9/17/93

Notary Public: David R. Baker Date: 9/17/93

REVISIONS

REAR & SIDER, 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)

OWNER'S CERTIFICATE

I, Henry M. Turley Jr., President of H. M. Turley, Jr. Development, do hereby certify that the plan is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: David R. Baker Date: 9/17/93

OWNER'S CERTIFICATE

I, Henry M. Turley Jr., President of H. M. Turley, Jr. Development, do hereby certify that the plan is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: David R. Baker Date: 9/17/93

OWNER'S CERTIFICATE

I, Henry M. Turley Jr., President of H. M. Turley, Jr. Development, do hereby certify that the plan is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: David R. Baker Date: 9/17/93

OWNER'S CERTIFICATE

I, Henry M. Turley Jr., President of H. M. Turley, Jr. Development, do hereby certify that the plan is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: David R. Baker Date: 9/17/93

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Notary Public: David R. Baker Date: 9/17/93

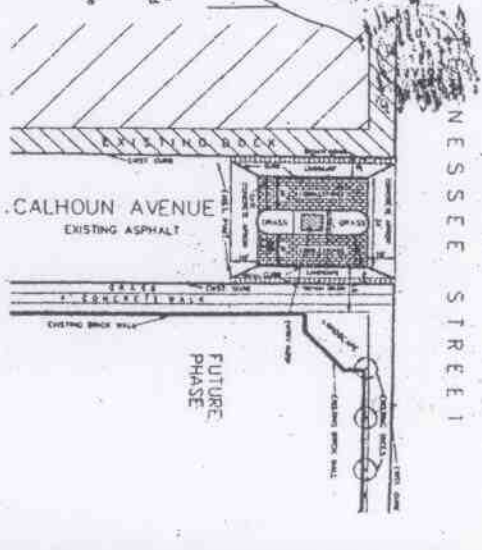
OWNER'S CERTIFICATE

I, Henry M. Turley Jr., President of H. M. Turley, Jr. Development, do hereby certify that the plan is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: David R. Baker Date: 9/17/93

OFFICE OF PLANNING AND DEVELOPMENT

This plan of development is being presented to reflect additional lot lines on Lots 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.



DETAIL AT ENTRY KIOSK

This plan is being re-recorded to reduce the setback on Lot 90A at 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 205.00 feet.

By: Henry M. Turley Jr. Date: 6/8/98

OWNER'S CERTIFICATE

I, Henry M. Turley Jr., President of H. M. Turley, Jr. Development, do hereby certify that the plan is a true and correct copy of the original as shown to the undersigned by the person or persons named herein.

Notary Public: David R. Baker Date: 6/8/98

OWNER'S CERTIFICATE

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Notary Public: David R. Baker Date: 6/8/98

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Notary Public: David R. Baker Date: 6/8/98

REVISIONS

REAR & SIDER, 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)

OUTLINE PLAN CONDITIONS and CERTIFICATIONS

FINAL PLAN PHASE III, AREA A

MANAGING GENERAL PARTNER:
H. T. DEVADO
65 UNION AVENUE
MEMPHIS, TENNESSEE

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

MCASSELL 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
-------	-----------------	--------

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		36.00
FEE		2.00
REGISTER'S FEE	N / A	
WALK THRU FEE		36.00
TOTAL AMOUNT		74.00
PAGE COUNT:	9	PAGE ADDED: No
SEQN ID:		1
STATE of TENNESSEE, COUNTY of SHELBY		
Guy B. Bates, REGISTER		

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

~~1999~~ ²⁰⁰⁰ THIS FIFTH AMENDMENT made on this 8th day of February,
~~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, the Third Amendment thereto of record as Instrument No. JM 2020 and the
Fourth Amendment thereto of record as Instrument No. JV 6286, all in the Register's
Office of Shelby County, Tennessee.

WHEREAS, Declarant has now re-recorded Phase 8 of the Property as
Instrument No. Jz 8583, Plat Book 183, Page 18 in said Register's Office. A
copy of the re-recorded Final Plan of Phase 8 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 8 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 Fifth 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: [Signature]

Title: President

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Henry M. Turley with whom I am personally acquainted and who, upon oath, acknowledged himself to be the 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 President.

WITNESS my hand and seal at my office in Memphis, Tennessee, this 25 day of January, 2003.



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 *30th* day of *December*, 1999.

Lucy J. Adcock
Notary Public

My commission expires:
4-30-03

R & D PROPERTIES, INC., a
Tennessee corporation

By: [Signature]

Title: Asst. Treasurer

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Stan C. Turk with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Asst. Treasurer 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. Treasurer 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. Treasurer.

WITNESS my hand and seal at office in Memphis, Tennessee, this 20th day of JANUARY, ~~1999~~ 200

[Signature]
Notary Public



My commission expires:

MY COMMISSION EXPIRES 7-10-2001

JOINDER AGREEMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Bernard Greer Collins, owner of Lot ^{125 and BGC} 126, Phase VIII, South Bluffs Planned Unit Development joins in the Fifth Amendment to Declarations of Covenants, Conditions and Restrictions of South Bluffs Homeowners Association, Inc. and agrees to the amendments set forth therein.


IN WITNESS WHEREOF, Bernard Greer Collins has executed this Joinder Agreement this 8 day of February, 2000.


BERNARD GREER COLLINS

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Personally appeared before, a Notary Public in and for said county and state, Bernard Greer Collins, with whom I am personally acquainted or who furnished evidence of his identity and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand at office this 8 day of February, 2000.


NOTARY PUBLIC



My commission expires:
09-12-2000

**SOUTH BLUFFS DEVELOPMENT ASSOCIATES
 SCHEDULE OF ASSESSMENTS
 AND MINIMUM SQUARE FOOTAGE REQUIREMENTS**
 updated 12/15/1999

KA 2005

LOT #	MINIMUM FOOTAGE	POINTS
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LOT #	MINIMUM FOOTAGE	POINTS
-------	-----------------	--------

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

**SOUTH BLUFFS DEVELOPMENT ASSOCIATES
 SCHEDULE OF ASSESSMENTS
 AND MINIMUM SQUARE FOOTAGE REQUIREMENTS**
 updated 12/15/1999

KA 2005

LOT #	MINIMUM FOOTAGE	POINTS
-------	-----------------	--------

LOT #	MINIMUM FOOTAGE	POINTS
-------	-----------------	--------

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

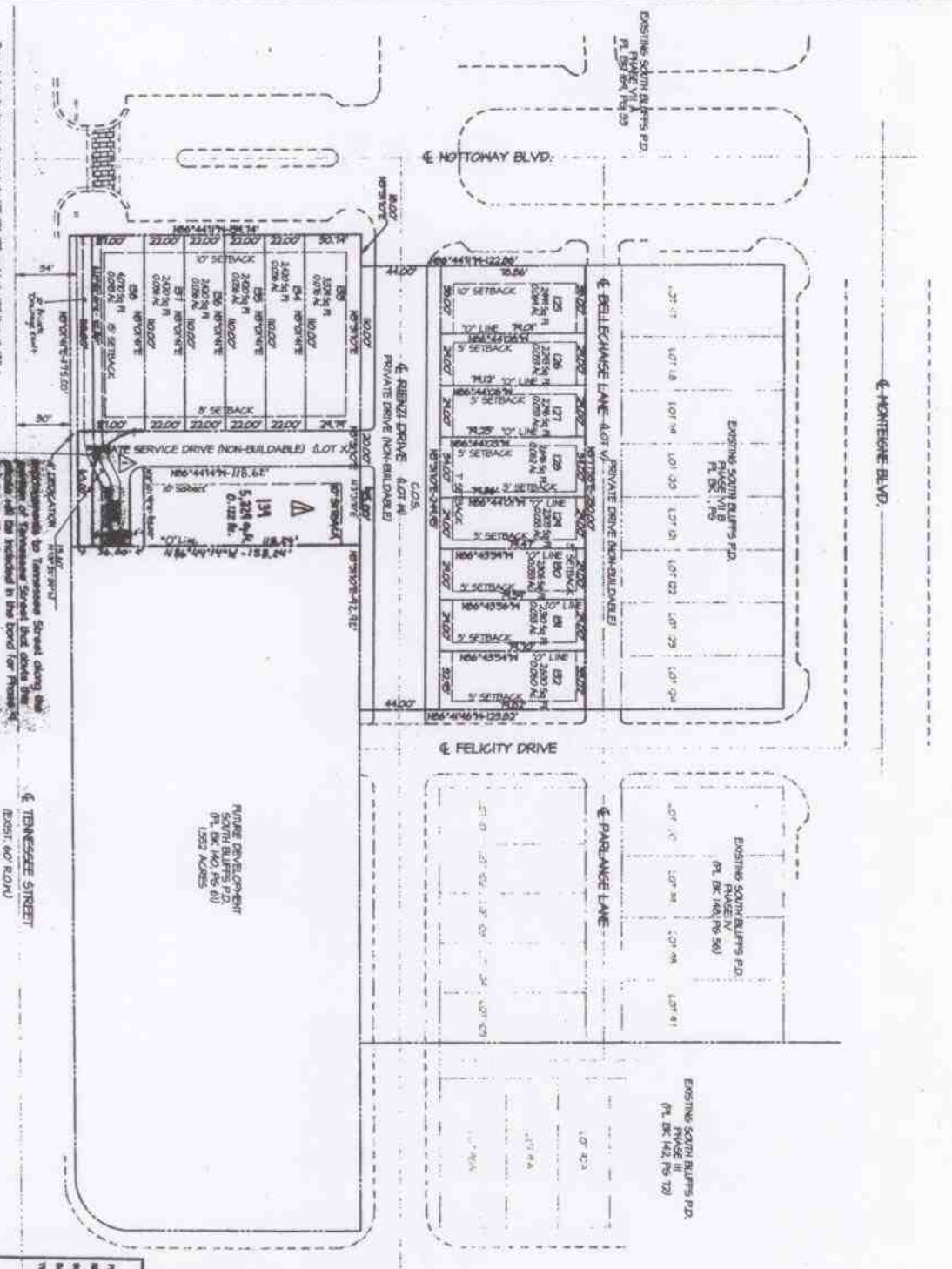
117	1600	4
118	1600	4
119	1600	4
120	1600	4
121	1600	4
122	1600	4
123	1600	4
124	1600	4

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
139	1600	4

140	1600	4
141		
142		
143		
144		
145		
146		
147		
148		
149		
150	1600	4
151	1800	5

↓



There is hereby proposed upon Lots 124, 126, 127, and 128 (see through 133) a residential development for the support, construction, reconstruction and maintenance of the "zero lot line" and of the improvements constructed on the lots. The proposed development shall be a residential development consisting of 100 units, 50 of which shall be duplex units and 50 shall be single-family units. The proposed development shall be a residential development consisting of 100 units, 50 of which shall be duplex units and 50 shall be single-family units. The proposed development shall be a residential development consisting of 100 units, 50 of which shall be duplex units and 50 shall be single-family units.

DESCRIPTION OF FINAL PLANS	NO. OF UNITS	NO. OF DUPLEX UNITS	NO. OF SINGLE-FAMILY UNITS
PHASE I	50	25	25
PHASE II	50	25	25
PHASE III	50	25	25
PHASE IV	50	25	25
PHASE V	50	25	25
PHASE VI	50	25	25
PHASE VII	50	25	25
PHASE VIII	50	25	25
PHASE IX	50	25	25
PHASE X	50	25	25
TOTAL	500	250	250



REAVES SWENNEY MARCOM

DEVELOPER: HENRY TURLEY CO.
OWNER: SOUTH BLUFFS DEVELOPMENT ASSOC
1346 ACRES
15 LOTS & 2 COS LOTS
MEMPHIS, TENNESSEE
NOVEMBER, 1940

FINAL PLAT-PHASE B PART OF AREAS B & D
SOUTH BLUFFS P.D.
P.L.D. 41-330
PARCEL 2-04-4

ON SEPTEMBER 10, 1940, THE LAND USE CONTROL BOARD APPROVED A SITE PLAN FOR 14 LOTS IN PHASE B OF THE SOUTH BLUFFS PLANNED DEVELOPMENT.

THIS PROJECT DOES NOT LIE WITHIN THE 100 YEAR FLOOD PLAIN AS SHOWN ON FEMA PANEL 4795C, GMS E DATED DEC. 2, 1984 FOR MEMPHIS/SELBY COUNTY, TN.



Use Permitted

- A. Area A - Any use permitted or permitted by administrative site plan review in the Planned Commercial (C7) District except the following:
 - Group dwellings
 - Traditional homes
 - Private shops
 - Used goods, second hand sales
 - Automobile service station
 - Cashier sales

The following uses may also be permitted:
 Single family detached, attached and two family residential multifamily and residential townhouses
 Cleaning establishments
 Photo finishing

- B. Area B and C - Single family detached, single family attached, two family dwellings, townhouses and multifamily dwellings. Area C may also permit loading docks and vehicular access for the adjacent Memphis Import Company property for a distance of 50 feet from the Memphis Import Company's eastern property line.

- C. Area D and E - Single family detached, attached, town house or multifamily dwelling units.

- L. Maximum Density
 - A. Maximum number of dwelling units - 575
 - B. Maximum number of commercial floor area - 44,000 square feet.
 - C. Maximum number of hotel rooms - 200.

- III. Bulk Regulations
 - A. Building location - Buildings shall be sited and designed to permit reasonable views of the River for the properties to the east.
 - B. Height
 - 1. Area A - 5 stories
 - 2. Area B - 16 stories
 - 3. Area C - 5 stories
 - 4. Area D and E - 40 feet
 - C. Minimum setback from Georgia Avenue, Clairmont Avenue, Butler Avenue and Tennessee Street shall be 15 feet.
 - D. Minimum setbacks from private streets in Areas B, C and D shall be 10 feet.
 - E. Minimum setbacks from private streets in Area A shall be 7 feet.
 - F. Minimum setbacks in Area E shall be 10 feet.
 - G. Loading docks shall not be located farther than 35 feet from the east property line of Memphis Import Company.

- V. Access and Circulation
 - A. Minimum private street rights-of-way widths shall be as follows:
 - 1. Street A - 80 feet
 - 2. Street B - 60 feet
 - 3. Street C - 50 feet
 - 4. Street D - 28 feet
 - 5. Street E - 18 feet
 - 6. Street F - 18 feet
 - 7. Street G - 24 feet
 - B. All internal streets and drives are to be privately owned and maintained.
 - C. Provide approved name for all new streets on the outline plan.
 - D. Dedicate 45 feet from the centerline of Riverside Drive in accordance with D.O.T. plans and pay fee in lieu of construction only where property line abuts Riverside Drive.
 - E. Dedicate 34 feet from centerline of Tennessee Street and Georgia Avenue and improve both sides to full width 66 feet of pavement with curbs, gutters and sidewalks. Tennessee Street alignment to be approved by the City Engineer.
 - F. All private service drives (Streets E and F) located at the rear of lots for secondary access shall be a minimum of 18 feet wide.
 - G. The design and location of curb cuts to be approved by the City Engineer.
 - H. If the proposed access from Riverside Drive permitting entrance only by right turn only is constructed, it shall be designed and provide for a minimum 100 foot sight triangle for a City Engineer which will assure traffic will be capable of seeing the site or entering the site by left turn via this access.
 - I. The developer shall construct a deceleration lane on Riverside Drive satisfactory to the City Engineer to serve the right turn only entrance.
 - J. The connection between Clairmont Avenue and the private drive system must clearly establish a pedestrian crossing and provide pavement textures and the like are indicative in providing differentiation. Similar separations are needed at Butler Avenue and at the termination of the proposed closure of Chester Street.
 - K. Provide an right-of-way easement to accommodate the proposed Access from Georgia Avenue to Memphis Import.

- Parking
 - A. Parking shall be provided in accordance with Section 28 of the zoning Ordinance with the following exceptions.
 - 1. Single family detached - two spaces per dwelling unit.
 - 2. Garden Apartments and Townhouses - 1.75 spaces per dwelling unit.
 - 3. High-Rise Multifamily - one space per dwelling unit.
 - 4. Inn/Hotel - one space per room.
 - 5. Retail and personal service uses with less than 4,000 square feet of gross floor area - one (1) space for each 1,000 square feet floor area.
 - 6. Office, bank financial services with less than 4,000 square feet of gross floor area - one (1) space for each 600 square feet of floor area.
 - 7. Other retail, personal service, office, bank and financial services one (1) space for each 300 square feet of floor area.
 - 8. Restaurants - one (1) space for each 300 square feet of floor area.

- VI. Landscaping, Open Space, and Lighting
 - A. Internal landscaping that consists of a minimum of five (5) percent of building and government areas exclusive of pedestrian pathway landscaping and that contained in the street medians or street rights-of-way.
 - B. Parking lots and garages shall be landscaped with plants A-2 or an equivalent or landscape approved by the Office of Planning and Development.
 - C. Equivalent landscaping may be substituted for that required above, subject to the approval of the Office of Planning and Development.
 - D. A landscape plan shall be submitted to the Office of Planning and Development and receive final plan approval commencing the existing trees and shrubs on the site. The plan shall provide for the visual corridors oriented toward the Mississippi River.
 - E. All required landscaping and screening shall be provided exclusive of areas encumbered by easement and shall not conflict with any easements including overhead wires.
 - F. Retain complainant shall be completely screened from view with a six (6) foot tree proof fence of wood or brick or other approved material.
 - G. All common open spaces shall be clearly associated with and include in the final plans or phases or areas of development to assure an orderly and timely construction of open space improvements consistent with development of the site.
 - H. The historic bricks from Kentucky Street shall be removed and used elsewhere on this site as part of the public street/pedestrian system for the development of the site as approved by the Office of Planning and Development.
 - I. Lighting shall be directed so as not to glare onto adjacent property. A fifteen (15) foot wide continuous pedestrian system shall be provided and improved between the north end of Area 5 and the southern terminus of commercial Area A west of the development along the crest of the bluff.
 - J. A public park shall be dedicated, and improved as a scenic overlook 15,000 square feet in area.
 - K. The pedestrian system shall be permitted through the development to connect with a proposed pedestrian bridge over Riverside Drive.
 - L. The pedestrian system shall be open for public access but may be closed by the development from dusk to dawn.
 - M. The pedestrian system shall be clearly marked with signs.
 - N. The pedestrian system shall be clearly marked with signs identifying continuous public access for a pedestrian walking/bicycling when the pedestrian bridge over Riverside Drive is constructed.
 - O. Provide a 5 foot wide pedestrian link between Tennessee Street and the public pedestrian system. The public easement shall be shown on any final plan for Area A.
 - P. The pedestrian link provided for in condition O, above shall be open for public access but may be closed by the development from dusk to dawn.

- Signs
 - A. Sign size, number, and location shall be determined at the time of site plan review.
 - B. Portable and temporary signs shall not be permitted.
 - C. Off-premise advertising signs shall not be permitted.



Owner's Certificate

I, Henry Turley, et al., owners, of Acres Bluffs Development, hereby adopt the part as my (our) plan of development and dedicate the streets, rights-of-way, and grant the easements as shown and/or described to public use forever. (We) certify that (we) and the owner(s) of the said property in line above, duly authorized to act, and that said property is not encumbered by any liens (or mortgages) which have become due and payable.

Signature: Henry Turley

Notary's Certificate
 State of Tennessee
 County of Shelby

Before me, the undersigned, a Notary Public in and for the said State and County at Memphis, Tennessee, and qualified, personally acquainted with Henry Turley, et al. with whom I am personally acquainted, and who upon his (their) acknowledgment thereof to be the owner(s) of the Acres Bluffs Development and that he (she) executed the foregoing instrument for the purposes therein contained. In witness whereof, I have hereunto set my hand and affixed my notarial seal at my office in Memphis, this 18th day of June, 2005.

Notary Public: Stephen G. Lewis
 My Commission Expires: July 25, 2011



NO. 22182
 PLAT BOOK 121 and 1
 RECORDING FILE
 OF PL. 21712-030
 DATE: 2/17/05
 TITLE OF INSTRUMENT
Final Plat
 BY: Henry Turley

FINAL PLAT-PHASE B PART OF AREAS B & D SOUTH BLUFFS P.D.

DEVELOPER: HENRY TURLEY CO.
 OWNER: SOUTH BLUFFS DEVELOPMENT ASSOC.
 1346 ACRES
 15 LOTS & 2 COS LOTS
 MEMPHIS, TENNESSEE
 NOVEMBER, 1948

P.D. #1-330
 PARCEL 3-64-4
 15 LOTS & 2 COS LOTS

- A. All drainage plans to be submitted to City Engineer for review.
- B. An overall drainage plan for the entire site shall be submitted to the City Engineer prior to approval of the site plan.
- C. Drainage improvements to be provided under contract in accordance with subdivision regulations and the City of Memphis Drainage Design Manual.
- D. Post-storm improvements shall include handling of storm water, detention, and treatment facilities, and special consideration for stabilization of the bluff and prevention of bluff erosion and deterioration.
- E. Design of the storm water conveyance and management facilities for this project shall be in accordance with the City of Memphis Drainage Design Manual. The manual requires on-site detention of storm water to be provided for this project, which exceeds the capacity of the soil, generated from this project, which exceeds the performance in accordance with this manual shall be submitted verifying that adequate non-bulldoze areas have been provided for storm water detention facilities.
- F. All drainage emanating on-site shall be private in nature and no public easements will be accepted.
- G. All common, open areas, lanes, drainage detention facilities, private streets, private sewers, and private drainage shall be owned and maintained by a property owner's association.
- H. The Land Use Control Board may modify the building setback, building height, private street, right-of-way cross sections, common open spaces, configurations, building setbacks, internal land use and density, parking landscaping, and sign requirements if equivalent alternatives are proposed at the time of site plan review. The Board shall not increase the maximum number of dwelling units for the property or the maximum amount of commercial and office floor area for the property.

X. Site Plan Review

- A. A site plan shall be submitted for the review, comment, and recommendation of the Office of Planning and Development and appropriate City and County agencies, subject to the approval of the Land Use Control Board prior to approval of any final plan.
- B. The site plan shall be submitted at least twenty days prior to a Land Use Control Board meeting and shall include the following:
 1. The location, dimensions and floor area of all buildings, structures and parking areas.
 2. The location of streets and private drives.
 3. The location and use of open spaces.
 4. The location and use of parking areas.
 5. Internal and perimeter landscaping.
 6. Building elevation renderings.
 7. The location, height and type of exterior lighting features, and other architectural features.
 8. Location of storm water detention facilities.
 9. Location of storm water detention facilities.
 10. Drainage data as required by the City Engineer.
- C. The site shall be reviewed based upon the following criteria:
 1. Conformance with the outline plan conditions.
 2. Compliance with the standards and criteria for residential subdivisions set forth in the Memphis City Code, the City of Memphis Zoning Regulations and the South Main Special District Plan.
 3. The provisions for the reasonable public access to portions of the bluff in coordination with companion projects to the site and reasonable public view of the bluff from property to the height and relationship of buildings with regard to maintenance of visual corridors.
 4. The adequacy of the street system to accommodate the projected traffic.
 5. The pedestrian walkway/bikeway system will be designed and constructed to provide reasonable access to and along the bluff. The pedestrian system will provide a functional and safe environment for pedestrians and bicyclists. Buildings or other structures which are prohibited by the subdivision regulations for this project shall be consistent with other public walkway/bikeway system.

- XI. A final plan shall include the following:
 - A. The outline plan conditions.
 - B. A standard subdivision contract as defined by the Subdivision Regulations for any needed public improvements.
 - C. The exact location and dimensions including height of all buildings or buildings areas, parking areas, drives, required landscaping.
 - D. The number of parking spaces.
 - E. The location and ownership, whether public or private, of any easement.
 - F. A statement conveying all common facilities and areas to a property owner's association or other entity, for ownership and maintenance purposes.
 - G. The 100 year flood elevation.
 - H. The following notes shall be placed on the final part of any development including on-site storm water detention facilities. The areas denoted by "Reserved for Storm Water Detention" shall not be used as a building site or filled without first obtaining written permission from the City or County Engineer, as applicable. The storm water detention systems located in these areas, except for those areas located in a public drainage easement, shall be owned and maintained by the property owner and/or property owners and shall be subject to the same rules and regulations as to structure that the system operates in. The system shall be maintained in accordance with the City/County Engineer's Office. Such maintenance shall include, but not be limited to: removal of sedimentation, fallen objects, debris and trash, mowing, outlet cleaning, and repair of drainage structures.
- XII. Revolve 2.D, 8E-915 and 2.D, 8E-555 contingent upon approval and recording of this planned development.

ENGINEER'S CERTIFICATE

I hereby certify that this is a category "Z" survey and that the ratio of precision of the reproduction is as follows: 1/4" = 100' or greater. This date is in conformance with the survey laws and local zoning Ordinance. I will not certify the specific conditions imposed on the development, including the practice of surveying.



This plat is being re-recorded to include lot 139 as part of Phase B of South Bluffs P.D., revise the private drainage easement, and remove the private service drive (Lot 13).

By: Michael J. Baker Date: 2/7/2005
 Director, Office of Planning & Development

ENGINEER'S CERTIFICATE

I, Henry M. Turley, Jr., President of H.M. Devoe, managing general partner of South Bluffs Bluff Development, LLC, the owner of the property shown, hereby certify that this plat is our best and true copy of the original as shown to me by the City of Memphis and that this plat is for public use forever. I, Henry M. Turley, Jr., do not authorize to act in this regard, and that said property is not encumbered by any lease or mortgages which may have become due and payable.

Signature: Henry M. Turley, Jr.

NOTARY PUBLIC

Before me, the undersigned, a Notary Public in and for the said State and County at Memphis, Tennessee, duly commissioned and qualified, personally appeared Henry M. Turley, Jr., with whom I am personally acquainted, and who upon his open acknowledgment himself (themselves) to be Henry M. Turley, Jr. of the County of Shelby, Tennessee, and that he (she) executed the foregoing instrument for the purpose therein contained, in witness whereof, I have hereunto set my hand and the official seal of my office in Memphis, this 19th day of February, 2005.

Notary Public: Barbara Adkins
 My Commission Expires: 9-11-09

ENGINEER'S CERTIFICATE

I hereby certify that this plat is true and correct. It is in conformance with the design requirements of the zoning Ordinance, the subdivision regulations and the specific conditions imposed on the development, and cases into account all applicable federal, state and local building laws and regulations.



By: Henry M. Turley, Jr. Date: 1/19/05
 Tennessee Certificate No. 1414999

NO. 82-1370
 PLAT BOOK 118 PAGE 11
 RECORDED BY 118
 DATE 2/17/2005
 FILED 2/17/2005
 OFFICE OF THE CLERK OF THE COURT
 COUNTY OF MEMPHIS, TENNESSEE

Office of Planning and Development Certificate

This final plat conforms with the final plat approved by the Land Use Control Board on 1-5-05 and approved by the Memphis City Council on 1-5-05.

By: Michael J. Baker Date: 12/18/04
 Director, Office of Planning & Development

City Engineer: WV OPD: 99

FINAL PLAT PHASE B PART OF AREAS B & D SOUTH BLUFFS P.D.

P.D. 41-330
 PARCEL 2-B4-4
 DEVELOPER: HENRY TURLEY CO.
 OWNER: SOUTH BLUFFS DEVELOPMENT ASSOC.
 100 YR FLOOD ELEV. 231.2
 1.346 ACRES
 16 LOTS & 2 COS LOTS
 MEMPHIS, TENNESSEE
 NOVEMBER, 1948

10

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

THIS SIXTH AMENDMENT made on this 11 day of January, 2001, 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, the Third Amendment thereto of record as Instrument No. JM 2020, the Fourth Amendment thereto of record as Instrument No JV 6286 and the Fifth Amendment thereto of record as Instrument No. KA2005, all in the Register's Office of Shelby County, Tennessee.

WHEREAS, Declarant has now recorded Phase 9 of the Property as Instrument No. KT5620, Plat Book 189, Page 53 in said Register's Office. A copy of the recorded Final Plan of Phase 9 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 9 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 Sixth 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: [Signature]

Title: President

BELZ/SOUTH BLUFFS, INC., a Tennessee corporation

By: _____

Title: _____

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared James T. 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 5th day of January, 2001.

Louise T. Adcock
Notary Public

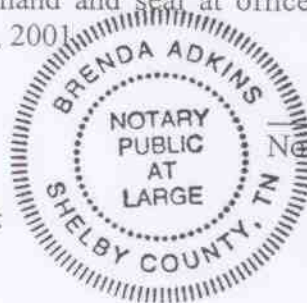
My commission expires:
4-30-03



STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Henry M. Turley with whom I am personally acquainted and who, upon oath, acknowledged himself to be the 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 President.

WITNESS my hand and seal at office in Memphis, Tennessee, this 5th day of January, 2001.



Brenda Adkins
Notary Public

My commission expires:
9.8.03

R & D PROPERTIES, INC., a
Tennessee corporation

By: Stas Turk - [Signature]

Title: Asst. Treasurer

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public, of the state and county aforesaid, personally appeared Stas Turk with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Asst. Treasurer 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. Treasurer 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. Treasurer.

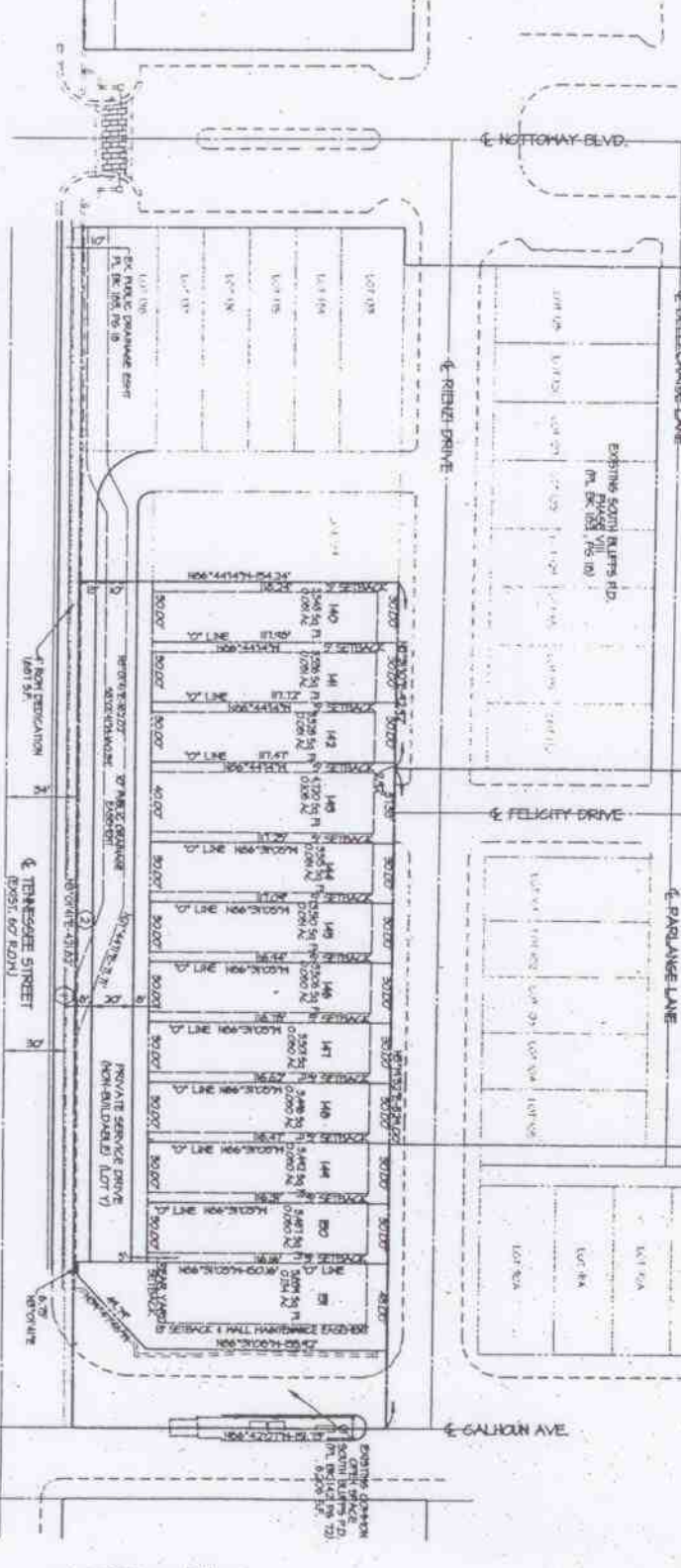
WITNESS my hand and seal at office in Memphis, Tennessee, this 10th day of JANUARY, 2001.

[Signature]
Notary Public



My commission expires:
MY COMMISSION EXPIRES 7-10-2001

← MONTEBELL BLVD



There is hereby proposed from Lots A-C through J of a proposed plat...
 (1) that the improvements shown on the plat be constructed...
 (2) that the improvements shown on the plat be constructed...
 (3) that the improvements shown on the plat be constructed...

DISPOSITION OF FINAL PLANS

PHASE	NO. DWELLING UNITS	NO. HOTEL ROOMS
PHASE I	75	0
PHASE II	75	0
PHASE III	75	0
PHASE IV	75	0
PHASE V	75	0
PHASE VI	75	0
PHASE VII	75	0
PHASE VIII	75	0
PHASE IX	75	0
TOTAL	750	0

REQUIRED SPECIFICS

STREET NAME	MIN. WIDTH	SCALE	LOCATION FROM CURBLINE
RENTON DRIVE	4'	1"	20' TO 25' STRIP
RENEZI DRIVE	4'	1"	20' TO 25' STRIP

THIS PROPERTY DOES NOT LIE WITHIN THE 100 YEAR FLOOD PLAIN...
 AS SHOWN ON THE FEDERAL BUREAU OF HYDROLOGICAL SURVEY FLOOD...
 MAP NUMBER 4157C 0165 E DATED DECEMBER 2, 1984.



K15620
 12/18/2000-12/18/2000
 PLAT BOOK: 198
 PAGE: 83



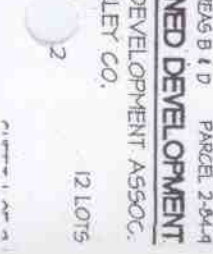
Grounds proposed and shown on the plat...
 (1) that the improvements shown on the plat be constructed...
 (2) that the improvements shown on the plat be constructed...

REQUIRED SPECIFICS

STREET NAME	MIN. WIDTH	SCALE	LOCATION FROM CURBLINE
RENTON DRIVE	4'	1"	20' TO 25' STRIP
RENEZI DRIVE	4'	1"	20' TO 25' STRIP

THIS PROPERTY DOES NOT LIE WITHIN THE 100 YEAR FLOOD PLAIN...
 AS SHOWN ON THE FEDERAL BUREAU OF HYDROLOGICAL SURVEY FLOOD...
 MAP NUMBER 4157C 0165 E DATED DECEMBER 2, 1984.

FINAL PLAT: PHASE 4, PART OF AREAS B & D
SOUTH BLUFFS PLANNED DEVELOPMENT
 OWNER: SOUTH BLUFFS DEVELOPMENT ASSOC.
 DEVELOPER: HENRY TURLEY CO.
 100 YEAR FLOOD ELEV. 2
 MEMPHIS, TENNESSEE



P.D. 41-330
 PARCEL 2-84-4
 12 LOTS

I. Uses Permitted

- A. Area A - Any use permitted or permitted by administrative site plan review in the Planned Commercial (C-1) District except the following:
 - Group dwellings
 - Traditional homes
 - Room shops
 - Used goods, second hand stores
 - Automobile service station
 - Gasoline sales

The following uses may also be permitted:
 Single family detached, detached and two family residential
 multifamily and residential townhouses
 Cleaning establishments
 Photo finishing

- B. Areas B and C - Single family detached, single family attached, two family detached, two family attached and multifamily dwellings. Area C shall also permit, locally developed and multifamily dwellings for a distance of 50 feet from the Memphis Impact Company's stadium property, but.
- C. Areas D and E - Single family detached, detached, town house or multifamily dwelling units.
- I. Maximum Density
- A. Maximum number of dwelling units - 375
- B. Maximum number of commercial floor area - 44,000 square feet.
- C. Maximum number of hotel room/suite - 200.

III. Bulk Regulations

- A. Building location - Buildings shall be sited and developed to permit reasonable views of the River for the properties to the east.
- B. Height
 - 1. Area A - 5 stories
 - 2. Area B - 8 stories
 - 3. Area C - 5 stories
 - 4. Area D and E - 40 feet

- C. Minimum setback from Georgia Avenue, Cotton Avenue, Butler Avenue and Tennessee Street shall be 15 feet.
- D. Minimum setback from private streets in Areas B, C and D shall be 10 feet.
- E. Minimum setback from private streets in Area A shall be 7 feet.
- F. Minimum setbacks in Area E shall be 10 feet.
- G. Loading docks shall not be located together than 25 feet from the east property line of Memphis Imports Company.

IV. Access and Circulation

- A. Minimum private street right-of-way widths shall be as follows:
 - 1. Street A - 80 feet
 - 2. Street B - 50 feet
 - 3. Street C - 50 feet
 - 4. Street D - 24 feet
 - 5. Street E - 18 feet
 - 6. Street F - 10 feet
 - 7. Street G - 24 feet
- B. All internal streets and drives are to be privately owned and maintained.
- C. Provide approved names for all new streets on the outline plan.
- D. Provide 40 feet from the centerline of Riverside Drive in accordance with the City of Memphis Code.
- E. Provide 34 feet from centerline of Tennessee Street and Georgia Avenue and improve both sides to full width (40 feet of pavement with curbs, gutters, and sidewalks). Tennessee Street alignment to be approved by the City Engineer.
- F. All private service drives (Streets E and F) located at the rear of lots for secondary access shall be a minimum of 10 feet wide.
- G. The design and location of curb cuts to be approved by the City Engineer.
- H. If the proposed access from Riverside Drive permitting entrance only by right turn only is constructed, it shall be designed and provide features satisfactory to the City Engineer which will ensure no traffic will be capable of exiting the site or entering the site by left turn via the access.

- I. The developer shall construct a deceleration lane on Riverside Drive extending to the City Engineer to serve the right turn only entrance.
- J. The connection between Cotton Avenue and the private drive system shall clearly establish a physical separation between public and private roadways such as curbs, sidewalks, curbs and gutters, etc. Signs, pavement markings or other features providing differentiation, similar to those used on Butler Avenue and at the termination of the proposed closure of Chester Street.
- K. Provide an impact/expense statement to accommodate the proposed access.

V. Parking

Parking shall be provided in accordance with Section 20 of the Zoning Ordinance with the following exceptions:

- A. Single Family Detached - two spaces per dwelling unit.
- B. Garden Apartments and Townhouses - 1.75 spaces per dwelling unit.
- C. High Rise Multifamily - one space per dwelling unit.
- D. Industrial - one space per room.
- E. Retail and personal service uses with less than 4,000 square feet of gross floor area - one (1) space for each 1,000 square feet floor area.
- F. Office bank financial services with less than 4,000 square feet of gross floor area - one (1) space for each 600 square feet of floor area.
- G. Other retail, personal service, office bank and financial services one (1) space for each 500 square feet of floor area.
- H. Restaurants - one (1) space for each 300 square feet of floor area.

VI. Landscaping, Open Space and Lighting

- A. Internal landscaping shall consist of a minimum of five (5) percent of building and pavement area exclusive of residential front yards and that contained in the street medians or street right-of-way.
- B. Parking lots and garages shall be landscaped with Plants A-2 or an equivalent streetscape approved by the Office of Planning and Development.
- C. Equivalent landscaping may be established for that required above, subject to the approval of the Office of Planning and Development.
- D. A landscape plan shall be submitted to the Office of Planning and Development before final plan approval demonstrating the existing trees that are to be removed along the built form to provide for the visual corridors oriented toward the Mississippi River.
- E. All required landscaping and screening shall be provided exclusive of any trees contained by easement and shall not conflict with any easements including overhead lines.
- F. Foliage containers shall be completely screened from view with a six (6) foot tall proof fence of wood or brick or other approved material.
- G. All common open spaces shall be clearly associated with and include in the final plan or phases or areas of development to ensure an orderly and timely construction of open space improvements concurrent with development of the site.
- H. The historic bricks from Kentucky Street shall be repaired and used elsewhere on the site as part of the public streetscape/landscaping system or public recreation facility/space as per approval by the Office of Planning and Development.
- I. Lighting shall be directed so as not to glare onto adjacent property.

- J. A fifteen (15) foot wide continuous pedestrian/bicycle system shall be provided approved between the north end of Area E and the southern portion of commercial Area A west of the development along the crest of the bluff.
- K. A public park shall be dedicated and improved as a scenic overlook of the western terminus of Butler Avenue and contain approximately 14,400 square feet in area.
- L. The pedestrian/bicycle system shall be permitted through the development to connect with a proposed pedestrian bridge over Riverside Drive.
- M. The pedestrian/bicycle system shall be open for public access but may be closed by the development from dusk to dawn.
- N. The pedestrian/bicycle system shall be clearly marked with signs identifying continuous public access for a pedestrian mobility/safety system including pedestrian bridge over Riverside Drive is constructed.
- O. Provide a 5 foot wide pedestrian link between Tennessee Street and the public pedestrian/bicycle system. The public easement shall be shown on any final plan for Area A.
- P. The pedestrian link provided for in Condition C, above shall be open for public access but may be closed by the development from dusk to dawn.

VII. Signs

- A. Sign size, number, and location shall be determined at the time of site plan review.
- B. Portable and temporary signs shall not be permitted.
- C. Off-premise advertising signs shall not be permitted.

VIII. Drainage

- A. All drainage plans to be submitted to City Engineer for review.
- B. An overall drainage plan for the entire site shall be submitted to the City Engineer prior to final plan approval of the outline plan/plans that final plan.
- C. Drainage improvement shall be provided under contract in accordance with the City of Memphis Drainage Design Manual.

- D. Drainage improvements shall include bonding of storm water discharges flowing toward and/or over the top of the bluff with special consideration for stabilization of the bluff and prevention of bluff erosion and deterioration.
- E. Design of the storm water management and treatment facilities for this project shall be in accordance with the City of Memphis Drainage Design Manual. The manual requires on-site detention of storm water runoff, generated from this project, which exceeds the capacity of the storm water retention system. Drainage calculations performed in accordance with the manual shall be submitted verifying that adequate non-erodible areas have been provided for storm water detention facilities.
- F. All drainage impounding facilities shall be private in nature and no public easements will be accepted.
- G. All common, open areas, uses, drainage detention facilities, private streets, private sewers, and private drainage shall be owned and maintained by a property owner's association.

IX.

The Land Use Control Board may modify the building setback, building height, private street right-of-way, cross sections, common areas, parking spaces and building patterns, internal land use and density, internally configuration and building patterns and other site design features, parking, circulation, and sign requirements if equivalent alternatives are presented at the time of site plan review. The Board shall not increase the maximum number of dwelling units for the property or the maximum amount of commercial and office floor area for the property.

X. Site Plan Review

- A. A site plan shall be submitted for the review, comment and recommendation of the Office of Planning and Development (OPD) and appropriate City and County agencies subject to the approval of the Land Use Control Board prior to approval of any final plan.
- B. The site plan shall be submitted at least twenty days prior to a Land Use Control Board meeting and shall include the following:
 1. The location, dimensions and floor area of all buildings, structures and parking areas.
 2. The location of streets and private drives.
 3. The location of pedestrian systems.
 4. The location and use of open spaces.
 5. Material and pavement landscaping.
 6. The location of utility underground or overhead lighting fixtures.
 7. The location of existing and proposed parking spaces.
 8. Lot lines, the number of dwelling units, building floor area and other appropriate information.
 9. Location of storm water detention facilities.
 10. Drainage data as required by the City Engineer.

- C. The site shall be reviewed based upon the following criteria:
 1. Conformance with the outline plan conditions.
 2. Conformance with the standards and regulations for the multi-use planned development contained in Sections 14C and 14E of the Zoning Ordinance and the South Hill Special District Plan.
 3. The provisions for the reasonable public access to portions of the bluff in coordination with companion projects to the east with the Office of Planning and Development approval and reasonable public view of the river from property to the east.
 4. Height and relationship of buildings with regard to maintenance of visual corridors.
 5. The landscaping of the street system to accommodate the projected level.
 6. The pedestrian mobility/safety system will be designed and constructed to provide reasonable access to and along the top of the bluff. The pedestrian system will provide a horizontal mesh and will be provided primarily to buildings or other structures (including its access or utility).
 7. Identification signs for the pedestrian mobility/safety shall be consistent with other public mobility/safety signs.

KT 5620

1/232/2000-13131318	1.1	1.1
PLAT BOOK: 188	1.1	1.1
PAGES: 88	1.1	1.1

PREPARED BY: **SWENNEY MARCOM**
 100 YEAR FLOOD ELEV. 2
 12 LOTS

REAVES SWENNEY MARCOM

FINAL PLAT: PHASE 4, PART OF AREAS B 1 D
 SOUTH BLUFFS PLANNED DEVELOPMENT
 OWNER: SOUTH BLUFFS DEVELOPMENT ASSOC.
 DEVELOPER: HENRY TURLEY CO.
 1460 ACRES
 100 YEAR FLOOD ELEV. 2
 12 LOTS
 MEMPHIS, TENNESSEE

XI. A final plan shall be filed within five years of approval of the outline plan. The Land Use Control Board may grant extensions of the request of the applicant.

XII. Any final plan shall include the following:

- A. The outline plan conditions.
- B. A standard subdivision contract as defined by the Subdivision Regulations for any needed public improvements.
- C. The exact location and dimensions including height of all buildings or buildings, parking areas, drives, required landscaping.
- D. The number of parking spaces.
- E. The location and ownership, whether public or private, of any easement.
- F. A statement, conveying all common facilities and areas to a property owner's association or other entity for ownership and maintenance purposes.
- G. The 100 year flood elevation.
- H. The following data shall be placed on the final plat of any development requiring on-site storm water detention facilities: The areas defined by retaining walls, storm water detention facilities, shall not be used as a building site or filled without first obtaining written permission from the City or County Engineer, as applicable. The storm water detention systems located in these areas, except for those parts located in a public drainage easement, shall be owned and maintained by the property owner and/or property owner's association. Such maintenance shall be performed so as to file in the City/County Engineer's office. The maintenance shall include but not be limited to removal of sediment, debris, and trash, mowing, outlet cleaning, and repair of drainage structures.

XIII. Repeals P.D. 85-015 and P.D. 85-533 contingent upon approval and recording of this planned development.

On November 4, 2009, the Memphis and Shelby County Land Use Control Board approved the amended Outline Plan Condition V, E, to be classified as follows:

V/E. Parcels 24 total from the subdivision of Tennessee Street and Georgia Avenue and 10 parcels from the subdivision of the Subdivision Regulations, the Tennessee Street alignment to be approved by the City Engineer.

Engineer's Certificate

I hereby certify that this plan is true and correct, is in conformity with the design requirements of the Zoning Ordinance, the Subdivision Regulations and the specific conditions imposed on this development, and takes into account all applicable federal, state and local building laws and regulations.

By: Thomas W. LeBlond (Seal) (Date)

Tennessee Certificate No. 8571

12/17/98



Surveyor's Certificate

I hereby certify that this is a survey done and that the ratio of reduction of the unadjusted survey is 1.0000 and that the plan conforms with applicable State Laws and local Ordinance. The survey was done in accordance with the provisions of the Surveying Act of 1997, Chapter 129, Public Law 1997-129, and the specific conditions imposed on this development.

By: Thomas W. LeBlond (Seal) (Date)



Donor's Certificate

I, the undersigned, being the undersigned owner(s) of the property shown, hereby record this part as my final plan of subdivision and declare the streets, rights-of-way, and grant the easements as shown and/or described in public use forever. I (We) certify that I (we) am (are) the owner(s) of the said property in fee simple, duly authorized to act, and the said property is not encumbered by any liens (or mortgages) which have become due and payable.

By: Henry Turley

Notary Certificate
State of Tennessee
County of Shelby

Before me, the undersigned, a Notary Public in and for the said State and County of Shelby, Tennessee, duly commissioned and qualified, personally appeared Henry Turley, who upon the oath administered to him in my presence, acknowledged to me that he executed the foregoing instrument for the purposes therein contained, and that he executed the same on the day of 12/17/98 at Memphis, Tennessee. In witness whereof, I have hereunto set my hand and affixed my notary seal at my office in Memphis, Tennessee, this 17th day of December, 1998.

Notary Public Brenda O'Brien

My Commission Expires 9-8-03



Site Plan Approved by the Land Use Control Board
The Land Use Control Board on March 11, 1998 approved the site plan as shown on Sheet 1 with no additional conditions.

Office of Planning and Development Certificate

This final plan conforms with the planned development acted on by the Land Use Control Board on 5/14/93 and approved by the Memphis City Council on 11/17/93 and/or the Shelby County Board of Commissioners on 11/17/93.

By: Mooney & Pugh (Seal) (Date) 12/28/2008
Director, Planning & Development

City Engineer OPD

K T 5 8 2 0	
12/28/2008-12121228	
PLAT BOOK 188	
PAGE 83	
REGISTERED	12-17-98
FILED	12-17-98
STATE OF TENNESSEE, COUNTY OF SHELBY	
Tom Lantierwood, Surveyor	

REVIEWS
SWEENEY
MARCOM

P.D. 91-330
PARCEL 2-81-4
FINAL PLAT-PHASE 4, PART OF AREAS B & D
SOUTH BLUFFS PLANNED DEVELOPMENT
OWNER: SOUTH BLUFFS DEVELOPMENT ASSOC.
DEVELOPER: HENRY TURLEY CO.
1.480 ACRES
100 YEAR FLOOD ELEV 12
MEMPHIS, TENNESSEE
NE/ENRARD 7000

SOUTH BLUFFS DEVELOPMENT ASSOCIATES
AND MINIMUM SQUARE FOOTAGE REQUIREMENTS

LOT #	MINIMUM FOOTAGE	POINTS
-------	-----------------	--------

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

LOT #	MINIMUM FOOTAGE	POINTS
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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	N/A	20
68B		
68C		
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

64

2

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SOUTH BLIFFS DEVELOPMENT ASSOCIATES
AND MINIMUM SQUARE FOOTAGE REQUIREMENTS

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

71A	2200	7
71B	2200	7

2

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.	

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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

8

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

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PHASE IX

140	1600	4
141	1600	4
142	1600	4
143	1600	4
144	1600	4
145	1600	4
146	1600	4
147	1600	4
148	1600	4
149	1600	4
150	1600	4
151	1800	5

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Exhibit "B"



K U 3 7 8 4

01/17/2001-13:23:02

Plats: Subdivision Restrictions		5 2
D/C: 4 - JERRY HERMANN		
VALUATION	N / A	
TN MORTGAGE TAX	N / A	
TN TRANSFER TAX	N / A	
RECORDING FEE		4 0 . 0 0
DP FEE		2 . 0 0
REGISTER'S FEE	N / A	
WALK THRU FEE	N / A	
TOTAL AMOUNT		4 2 . 0 0
PAGE COUNT: 10	PAGE ADDED: No	GROUP ID: X00033634T
STATE of TENNESSEE, COUNTY of SHELBY		
Tom Leatherwood, REGISTER		

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