

THIS INSTRUMENT PREPARED BY

Amy H. Goldin, Esq.  
Atlantic Gulf Communities Corporation  
2601 South Bayshore Drive  
Miami, Florida 33133

Space above this line for recorder's use

### THIRD AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS

The undersigned, being the "Developer" pursuant to the Declaration of Covenants and Restrictions as recorded in Official Records Book 358, at Page 393, of the Public Records of Cumberland County, Tennessee, as amended (the "Declaration"), hereby amends the Declaration as follows:

1. Article I, Section 1.d of the Declaration is hereby deleted in its entirety and replaced with the following:

"'Lot' shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of Common Properties as heretofore defined. Notwithstanding the foregoing, as to each group of Lots listed on Exhibit "A" hereto (each, a "Group"), so long as there is one Owner of all of the Lots in each Group, that Group shall be deemed a single Lot for purposes of this Declaration; provided, however, if at any time (a) the Owner of the Lots in any Group conveys title to the Lots within that Group to more than one Owner, or (b) more than one residence is constructed within a Group, then each Lot in that Group automatically shall be deemed a separate Lot for the purposes of this Declaration. Nothing herein shall be construed to permit the construction of more than one residence on any one platted Lot. For purposes of this paragraph, "one Owner" shall include more than one person or entity provided all such persons or entities are listed together as the grantee on the same deed conveying title to the Lots in any Group".

2. The following is added as Article V, Section 14 of the Declaration:

"Section 14. Special Assessments - Emergency Special Assessments. In addition to the Special Assessments set forth in Section 5 of this Article, in the event of an emergency or Act of God which causes damage or destruction to all or a portion of the Common Properties or an improvement thereon which, in the opinion of the Board, materially and adversely affects the value of the Properties as a whole or materially and adversely affects the maintenance or operation of the Common Properties, the Association may levy a special assessment, without the consent of the Owners or Mortgagees, for the purpose of defraying the cost of the needed repair, replacement or reconstruction caused by such emergency or Acts of God ("Emergency Special Assessment"). Any such Emergency Special Assessment shall be due and payable at the time and in the manner specified by the Association."

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3. Except as modified herein, all terms and conditions of the Declaration remain in full force and effect.

*Jon. Cushing*

This Amendment is made as of this 8th day of June 1998, by Developer pursuant to the authority granted the Developer to amend the Declaration contained in Article VIII, Section 1 of the Declaration.

WITNESSES:

[Signature]  
Print: Paula M. John

[Signature]  
Print: Hannah Wilson

CUMBERLAND COVE, INC., a Tennessee corporation (successor in interest to General Development Corporation)

By: [Signature]  
Joel K. Goldman, Vice President

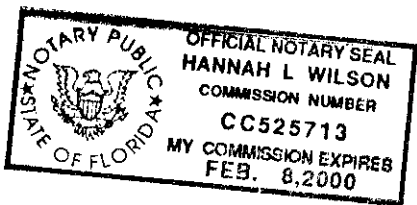
Attest: [Signature]  
Paula Cook, Assistant Secretary

STATE OF FLORIDA            )  
COUNTY OF MIAMI-DADE    )

Before me, a Notary Pubic of the state and county aforesaid, personally appeared Joel K. Goldman, which whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of Cumberland Cove, Inc., the within named bargainor, a corporation, and that he as such Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President. This 8th day of June, 1998. <sup>(TPC)</sup>

My Commission Expires:

[Signature]  
Notary Public, State of Florida at Large



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## EXHIBIT "A"

### (LIST OF GROUPS OF COMBINED LOTS IN CUMBERLAND LAKES)

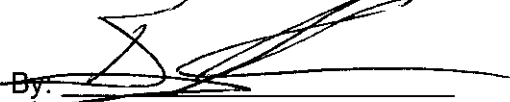
GROUP	LEGAL
1	<b>Lots 10 &amp; 11 of Block 201</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
2	<b>Lots 16, 17 &amp; 18 of Block 201</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
3	<b>Lots 7 &amp; 8 of Block 202</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
4	<b>Lots 7, 8 &amp; 9 of Block 204</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
5	<b>Lots 2 &amp; 3 of Block 204</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
6	<b>Lots 4, 5 &amp; 6 of Block 204</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
7	<b>Lots 4, 5, 6 &amp; 7 of Block 205</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
8	<b>Lots 24 &amp; 25 of Block 205</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
9	<b>Lots 32 &amp; 33 of Block 205</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
10	<b>Lots 1, 2 &amp; 3 of Block 209</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee

11	<b>Lots 5 &amp; 6 of Block 209</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
12	<b>Lots 7 &amp; 8 of Block 209</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee
13	<b>Lots 4 &amp; 5 of Block 214</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 203 in the Public Records of Cumberland County, Tennessee
14	<b>Lots 1, 2, 3, 4, &amp; 5 of Block 216</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 203 in the Public Records of Cumberland County, Tennessee
15	<b>Lots 13 &amp; 14 of Block 216</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 203 in the Public Records of Cumberland County, Tennessee
16	<b>Lots 23, 24 &amp; 25 of Block 217</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 203 in the Public Records of Cumberland County, Tennessee
17	<b>Lots 1, 2, 3, 4, &amp; 5 of Block 222</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
18	<b>Lots 12, 13 &amp; 14 of Block 222</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
19	<b>Lots 16 &amp; 17 of Block 222</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
20	<b>Lots 15, 16 &amp; 17 of Block 224</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
21	<b>Lots 1, 2, 3 &amp; 4 of Block 229</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 212 in the Public Records of Cumberland County, Tennessee
22	<b>Lots 1 &amp; 2 of Block 236</b> of Cumberland Cove at Cumberland Lakes Unit 201, as shown in the plat thereof as recorded in Plat Book 9, at Page 220 in the Public Records of Cumberland County, Tennessee

JOINDER

FOOTHILL CAPITAL CORPORATION, a California corporation, hereby joins in the foregoing Third Amendment to Declaration of Covenants and Restrictions.

FOOTHILL CAPITAL CORPORATION,  
a California corporation, as Collateral Agent

By: 

Benjamin W. Silver  
Assistant Vice President

STATE OF CALIFORNIA )  
COUNTY OF Los Angeles )

Before me, a Notary Pubic of the state and county aforesaid, personally appeared Benjamin W. Silver, which whom I am personally acquainted (~~or proved to me on the basis of satisfactory evidence~~), and who, upon oath, acknowledged himself to be ~~Assistant~~ Vice President of **Foothill Capital Corporation**, the within named bargainor, a corporation, and that he as such ~~Assistant~~ Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as ~~Assistant~~ Vice President. This 10th day of June, 1998.

(KFC)

My commission expires: 9/19/01

  
Notary Public, State of California



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State of Tennessee, County of CUMBERLAND  
Received for record the 07 day of  
OCTOBER 1998 at 10:53 AM. (RECH 202453)  
Recorded in official records GENERAL IN  
Book 1023 pages 752- 756  
Notebook 11 Page 111  
State Tax \$ .00 Clerks Fee \$ .00,  
Recording \$ 22.00, Total \$ 22.00,  
Register of Deeds JUDY GRAHAM SWALLOWS  
Deputy Register PHYLLIS K. HALE

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