

Pamela L. Whitaker, Register  
 Sumner County Tennessee  
 Rec #: 591592 Instrument #: 719114  
 Rec'd: 35.00 Recorded  
 State: 0.00 9/16/2004 at 9:05 am  
 Clerk: 0.00 in Record Book  
 EDP: 2.00 2095  
 Total: 37.00 Pgs 173-179

This instrument prepared by: (PLA)  
 Boulton, Cummings, Conners & Berry, PLC  
 414 Union Street, Suite 1600  
 Nashville, TN 37219

**EIGHTH AMENDMENT TO DECLARATION  
 OF COVENANTS AND RESTRICTIONS FOR  
 THE LAST PLANTATION**

**THIS EIGHTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION** (the "Amendment") is made and executed by TLP DEVCO LLC, a Tennessee limited liability company ("TLP"), and by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (the "Lot Owner"), effective the 3rd day of September, 2004. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

**WITNESSETH:**

**WHEREAS**, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

**WHEREAS**, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

**WHEREAS** the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

**WHEREAS**, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP, including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

**WHEREAS**, pursuant to that certain Assignment (the "Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment and as amended by the Seventh Amendment, is hereafter referred to collectively as the "Declaration"); and

**WHEREAS**, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

**WHEREAS**, TLP and the Lot Owner desire to further amend the Declaration to subject additional real property to the provisions thereof as set forth herein; and

**WHEREAS**, the Declaration provides for amendment of the Declaration at any time upon approval of at least fifty-one percent (51%) of the votes of the Members; and

**WHEREAS**, the Declaration defines Member as a person entitled to membership in the Association as provided in the Bylaws of the Association and the Declaration; and

**WHEREAS**, the Bylaws of the Association provide for four (4) votes for each Lot owned by the Declarant; and

**WHEREAS**, the Declarant possesses more than fifty-one percent (51%) of the voting interest of the Association, thereby allowing it to amend the Declaration without consent of other Members; and

**WHEREAS**, the Declarant desires to further amend the Declaration in certain respects as set forth herein.

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements contained herein, (i) the Lot Owner hereby subjects the property described on Exhibit A attached hereto and incorporated herein by this reference to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP, as "Declarant" under the Declaration, hereby designates a Neighborhood to be known as "The Peninsula" consisting of the Lots described on Exhibit B attached hereto and incorporated herein by this reference, (iii) TLP, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Peninsula Road Property") shown as "ROSELLA WAY (PRIVATE ROAD)" and as "WAVECREST CIRCLE (PRIVATE ROAD)" on the Final Plat Phase 7 Fairvue Plantation, of record in Plat Book 21, pages 397-399, Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "The Peninsula" Neighborhood and their guests and invitees, (iv) the Lot Owner hereby grants to the Association, for the benefit of the Owners of the Lots within the "The Peninsula" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Peninsula Road Property, such access easement to remain in effect until the Peninsula Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "The Peninsula" Neighborhood and their guests and invitees, and (vi) TLP, as "Declarant" under the Declaration, hereby modifies and amends the Declaration as follows:

1. The Declaration is hereby amended by inserting in paragraph 12.2.2 thereof, following the language "for the purpose of designating a Neighborhood", the language "for the purpose of designating Exclusive Common Property".

2. Exhibit "A" of the Declaration is hereby amended by adding thereto the real property described on Exhibit A to this Amendment, all of which is owned by the Lot Owner and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

3. Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVCO LLC  
a Tennessee limited liability company

By: Leon Moore  
Leon Moore, President

STATE OF TENNESSEE )  
COUNTY OF SUMNER )

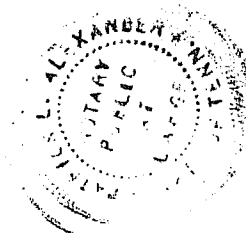
Before me, Patrick L. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Devco LLC, a Tennessee limited liability company, the within named bargainor, a Tennessee limited liability company, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 3rd day of September, 2004.

Patrick L. Alexander  
Notary Public  
My Commission Expires: November 27, 2004

(signatures continued on following page)

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TLP DEVELOPMENT CORPORATION  
a Tennessee corporation

By:

Leon Moore  
Leon Moore, President

STATE OF TENNESSEE )  
COUNTY OF SUMNER )

Before me, Patrick C. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 31<sup>st</sup> day of September, 2004.

Patrick C. Alexander  
Notary Public

My Commission Expires: November 27, 2004



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**EXHIBIT A**

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 338 through 355 and Lots 363 through 367 and Lots 555 and 556, all as shown on the Final Plat Phase 6 Section I Fairvue Plantation, of record in Plat Book 21, pages 211-214, as amended in Record Book 2064, page 66, both in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being Lots 371 through 420, all as shown on the Final Plat Phase 7 Fairvue Plantation, of record in Plat Book 21, pages 397-399, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2086, page 49, Register's Office for Sumner County, Tennessee.

**EXHIBIT B**

The Peninsula

Being Lots 371 through 420, all as shown on the Final Plat Phase 7 Fairvue Plantation, of record in Plat Book 21, pages 397-399 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

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This instrument prepared by: (PLA)  
Boult, Cummings, Conners & Berry, PLC  
414 Union Street, Suite 1600  
Nashville, TN 37219

**NINTH AMENDMENT TO DECLARATION  
OF COVENANTS AND RESTRICTIONS FOR  
THE LAST PLANTATION**

**THIS NINTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION** (the "Amendment") is made and executed by TLP DEVCO LLC, a Tennessee limited liability company ("TLP"), and by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (the "Lot Owner"), effective the 8<sup>th</sup> day of December, 2004. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

**W I T N E S S E T H:**

**WHEREAS**, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

**WHEREAS**, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

**WHEREAS** the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

**WHEREAS**, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP, including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

1010217 v1  
103871-001 12/8/2004

Pamela L. Whitaker, Register  
Sumner County Tennessee  
Rec #: 599522  
Rec'd: 30.00 Instrument #: 730484  
State: 0.00  
Clerk: 0.00 Recorded  
EDP: 2.00 12/17/2004 at 9:20 am  
Total: 32.00 in  
Record Book 2155 Pgs 684-689

**WHEREAS**, pursuant to that certain Assignment (the "Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record

Book 2095, page 173, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment and as amended by the Eighth Amendment, is hereafter referred to collectively as the "Declaration"); and

**WHEREAS**, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

**WHEREAS**, TLP and the Lot Owner desire to further amend the Declaration to subject additional real property to the provisions thereof as set forth herein; and

**WHEREAS**, the Declarant desires to further amend the Declaration to designate such additional property as a Neighborhood as set forth herein.

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements contained herein, (i) the Lot Owner hereby subjects the property described on Exhibit A attached hereto and incorporated herein by this reference to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP, as "Declarant" under the Declaration, hereby designates a Neighborhood to be known as "The Reserve" consisting of the Lots described on Exhibit B attached hereto and incorporated herein by this reference, and (iii) TLP, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by the Lot Owner and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVCO LLC  
a Tennessee limited liability company

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By: Leon Moore  
Leon Moore, President

STATE OF TENNESSEE           )  
COUNTY OF SUMNER         )

Before me, Tina Claiborne, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Devco LLC, a Tennessee limited liability

company, the within named bargainor, a Tennessee limited liability company, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 8<sup>th</sup> day of December, 2004.



Tina Claiborne  
Notary Public  
My Commission Expires: 07-23-05

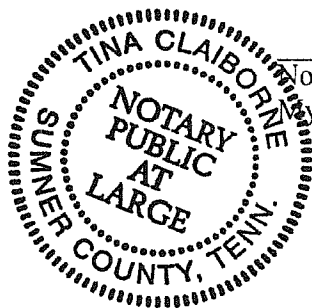
TLP DEVELOPMENT CORPORATION  
a Tennessee corporation

By: Leon Moore  
Leon Moore, President

STATE OF TENNESSEE                    )  
COUNTY OF SUMNER                    )

Before me, Tina Claiborne, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 8<sup>th</sup> day of December, 2004.



Tina Claiborne  
Notary Public  
My Commission Expires: 07-23-05

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**EXHIBIT A**

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 557 through 588, all as shown on the Final Plat Phase 14 Fairvue Plantation, of record in Plat Book 22, page 76, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2005, page 797, Register's Office for Sumner County, Tennessee, being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2005, page 812, said Register's Office, and being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2131, page 544, said Register's Office.

**EXHIBIT B**

**The Reserve**

Being Lots 557 through 588, all as shown on the Final Plat Phase 14 Fairvue Plantation, of record in Plat Book 22, page 76 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

**Page 689**

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Pamela L. Whitaker, Register  
Sumner County Tennessee  
Rec #: 623977  
Rec'd: 35.00 Instrument #: 767187  
State: 0.00  
Clerk: 0.00 Recorded  
EDP: 2.00 10/4/2005 at 3:26 pm  
Total: 37.00 in  
Record Book 2355 Pgs 824-830

This instrument prepared by: (PLA)  
Boulton, Cummings, Conners & Berry, PLCO  
1600 Division Street, Suite 700  
Nashville, TN 37203

**TENTH AMENDMENT TO DECLARATION  
OF COVENANTS AND RESTRICTIONS FOR  
THE LAST PLANTATION**

THIS TENTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 3<sup>RD</sup> day of OCTOBER, 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

**WITNESSETH:**

WHEREAS, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

WHEREAS, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

WHEREAS the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

WHEREAS, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

WHEREAS, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

**WHEREAS**, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DEVCO all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The



Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment and as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment, is hereafter referred to collectively as the "Declaration"); and

**WHEREAS**, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

**WHEREAS**, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof as set forth herein; and

**WHEREAS**, the Declaration provides for amendment of the Declaration at any time upon approval of at least fifty-one percent (51%) of the votes of the Members; and

**WHEREAS**, the Declaration defines Member as a person entitled to membership in the Association as provided in the Bylaws of the Association and the Declaration; and

**WHEREAS**, the Bylaws of the Association provide for four (4) votes for each Lot owned by the Declarant; and

**WHEREAS**, the TLP Corporation possesses more than fifty-one percent (51%) of the voting interest of the Association, thereby allowing it to amend the Declaration without consent of other Members; and

**WHEREAS**, TLP Corporation desires to further amend the Declaration in certain respects as set forth herein.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, and (ii) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration as follows:

1. Paragraph 1.15 of the Declaration is hereby deleted in its entirety and the following is substituted in lieu thereof:

1.15 "DECLARANT" shall mean and refer to TLP Development Corporation, a Tennessee corporation, and its successors and assigns.

2. Paragraph 1.23 of the Declaration is hereby amended by deleting the last sentence therefrom in its entirety and inserting in lieu thereof the following:

Declarant shall also be a Member of the Association, as provided in this Declaration and the By-Laws.

3. Paragraph 9.1 of the Declaration is hereby amended by adding the following sentence at the end thereof.

For those Lots bordering on a lake, river or creek, the provisions of this paragraph shall apply to all Improvements within such lake, river or creek or on property between the Lot and such lake, river or creek, such as, without limitations, boat docks and piers, so that the location, construction and modifications of all such Improvements, even though not on a Lot, must have the prior written approval of the A.R.B. and must comply with the general plan for development of all Lots within the Property (including Improvements within any bordering lake, river or creek or on property between any such lake, river or creek and the Property), this Declaration and all applicable building, zoning or other governmental codes.

4. Paragraph 10.2.7 of the Declaration is hereby amended by adding the following sentence at the end of the first (1<sup>st</sup>) paragraph thereof:

For those Lots bordering on a lake, river or creek, whether with or without Improvements such as a boat dock or pier in such lake, river or creek, the mooring or storage of boats, jet skis and similar water craft either within such lake, river or creek or on property between a Lot and such lake, river or creek shall be subject to such rules and regulations relating thereto as the Association shall promulgate from time to time.

5. Paragraph 12.2.2 of the Declaration is hereby deleted in its entirety and the following is inserted in lieu thereof:

12.2.2 By Declarant. This Declaration may be amended upon the initiation of Declarant, at any time, upon approval of at least fifty-one percent (51%) of the votes of the Members; provided, however, that (i) if at the time Declarant possesses more than fifty-one percent (51%) of the voting interest in the Association and the recitals to any such amendment reflect such voting interest of Declarant, no formal vote of the Members shall be required and such amendment shall be effective upon execution by Declarant, and (ii) the Declaration may be amended by Declarant, at any time, for the purpose of subjecting additional real property to the provisions hereof, for the purpose of removing real property that is subject to this Declaration from the provisions of this Declaration, for the purpose of designating the basis of voting, membership and assessment for such additional real property, for the purposes of granting easements over any portion of the Common Property, for the purpose of modifying or terminating any easements previously granted over any portion of the Common Property, for the purpose of designating a Neighborhood, for the purpose of abolishing any previously designated Neighborhood or removing any real property within a designated Neighborhood from such Neighborhood, for the purpose of designating Exclusive Common Property, for the purpose of abolishing any previously designated Exclusive Common Property or removing any real property designated as Exclusive Common Property from such designation, and for the purpose of complying with the requirements of government authorities and lenders, without the joinder or consent of Owners, the Association, Institutional Mortgagees, or any other party, except that when additional real property is subjected to this Declaration which is not owned by Declarant and when real property not owned by Declarant that is subject to this Declaration is removed from this Declaration, the joinder of the owner of such additional property or removed property, as applicable, shall also be required.

6. Paragraph 12.7 of the Declaration is hereby amended by deleting the name and address of the Declarant therein and inserting in lieu thereof the following:


TLP Development Corporation  
130 Maple Drive North  
Hendersonville, TN 37075

7. Exhibit "A" of the Declaration is hereby amended by adding thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the

Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

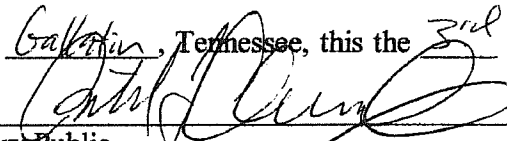
TLP DEVELOPMENT CORPORATION  
a Tennessee corporation

By:   
Leon Moore, President

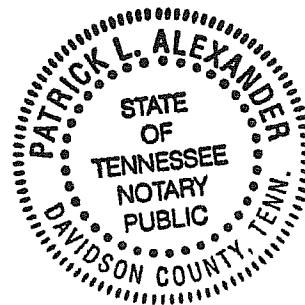
STATE OF TENNESSEE     )  
COUNTY OF SUMNER     )

Before me, Patrick L. Alexander, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal at office in Gallatin, Tennessee, this the 3rd day of October, 2005.

  
Notary Public  
My Commission Expires: November 21, 2008

Page 829



### EXHIBIT A

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 490 through 534, all as shown on the Final Plat Phase 11 Fairvue Plantation, of record in Plat Book 22, pages 344-345, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 1939, page 739, Register's Office for Sumner County, Tennessee, being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2086, page 49, said Register's Office, and being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2131, page 535, said Register's Office.

Page 830

Pamela L. Whitaker, Register  
Sumner County Tennessee  
Rec #: 629995  
Rec'd: 35.00 Instrument #: 776534  
State: 0.00  
Clerk: 0.00 Recorded  
EDP: 2.00 12/20/2005 at 4:24 PM  
Total: 37.00 in  
Record Book 2408 Pgs 408-414

4.24

This instrument prepared by: (PLA)  
Boult, Cummings, Conners & Berry, PLC  
1600 Division Street, Suite 700  
Nashville, TN 37203

**ELEVENTH AMENDMENT TO DECLARATION  
OF COVENANTS AND RESTRICTIONS FOR  
THE LAST PLANTATION**

**THIS ELEVENTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION** (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 20th day of December, 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

**WITNESSETH:**

**WHEREAS**, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

**WHEREAS**, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

**WHEREAS** the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

**WHEREAS**, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

**WHEREAS**, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DevCo all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The

Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment and by the Ninth Amendment, was further amended pursuant to that certain Tenth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Tenth Amendment"), said Tenth Amendment being of record in Record Book 2355, page 824, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment and as amended by the Tenth Amendment, is hereafter referred to collectively as the "Declaration"); and

**WHEREAS**, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

**WHEREAS**, Section 12.2.2 of the Declaration also permits the Declarant to amend the Declaration for the purpose of designating a Neighborhood and for the purpose of designating Exclusive Common Property without the joinder or consent of any other party; and

**WHEREAS**, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof, to designate a Neighborhood and to designate Exclusive Common Property, all as set forth herein.

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on




Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP Corporation, as "Declarant" under the Declaration, hereby designates the Lots described on Exhibit B attached hereto and incorporated herein by this reference to be a part of the previously designated Neighborhood known as "Jacobs Pointe", (iii) TLP Corporation, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Private Road Property") shown as "EGRET PVT WAY" and "LANDING PVT COURT" on the Final Plat Fairvue Plantation Phase 16, of record in Plat Book 23, page 14, Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat between Lots 680 and 681 and adjacent to Lots 681, 682 and 683, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Jacobs Pointe" Neighborhood and their guests and invitees, (iv) the TLP Corporation, as Owner of the Private Road Property, hereby grants to the Association, for the benefit of the Owners of the Lots within the "Jacobs Pointe" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Private Road Property, such access easement to remain in effect until the Private Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP Corporation, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Jacobs Pointe" Neighborhood and their guests and invitees, and (vi) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVELOPMENT CORPORATION,  
a Tennessee corporation

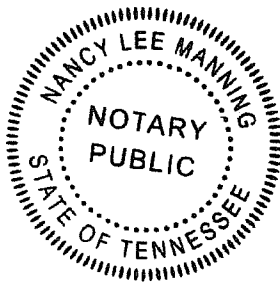
By:

  
Leon Moore, President

STATE OF TENNESSEE )  
COUNTY OF SUMNER )

Before me, Nancy Lee Manning, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal at office in Gallatin, Tennessee, this the 20th day of December, 2005.



Nancy Lee Manning  
Notary Public  
My Commission Expires: 9.26.09

**EXHIBIT A**

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 665 through 683, all as shown on the Final Plat Fairvue Plantation Phase 16, of record in Plat Book 23, page 14, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2246, page 598, Register's Office for Sumner County, Tennessee.

**EXHIBIT B**

**Jacobs Pointe**

Being Lots 665 through 683, all as shown on the Final Plat Fairvue Plantation Phase 16, of record in Plat Book 23, page 14, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

This instrument prepared by: (PLA)  
Boult, Cummings, Conners & Berry, PLC  
1600 Division Street, Suite 700  
Nashville, TN 37203

**TWELFTH AMENDMENT TO DECLARATION  
OF COVENANTS AND RESTRICTIONS FOR  
THE LAST PLANTATION**

**THIS TWELFTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION** (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 29 day of December 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

**WITNESSETH:**

**WHEREAS**, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

**WHEREAS**, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

**WHEREAS** the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

**WHEREAS**, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

1175421 v3  
103871-001 12/28/2005

Pamela L. Whitaker, Register  
Sumner County Tennessee

Rec #:	630606	Instrument #:	777482
Rec'd:	35.00		
State:	0.00		
Clerk:	0.00	Recorded	
EDP:	2.00	12/29/2005 at 1:56 pm	
Total:	37.00	in	
		Record Book 2413 Pas 798-804	

**WHEREAS**, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DevCo all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The

Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment and by the Ninth Amendment, was further amended pursuant to that certain Tenth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Tenth Amendment"), said Tenth Amendment being of record in Record Book 2355, page 824, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment, by the Ninth Amendment and by the Tenth Amendment, was further amended pursuant to that certain Eleventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Eleventh Amendment"), said Eleventh Amendment being of record in Record Book 2408, page 408, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment, as amended by the Tenth Amendment and as amended by the Eleventh Amendment, is hereafter referred to collectively as the "Declaration"); and

**WHEREAS**, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

**WHEREAS**, Section 12.2.2 of the Declaration also permits the Declarant to amend the Declaration for the purpose of designating a Neighborhood and for the purpose of designating Exclusive Common Property without the joinder or consent of any other party; and

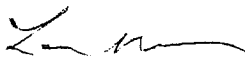
**WHEREAS**, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof, to designate a Neighborhood and to designate Exclusive Common Property, all as set forth herein.

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP Corporation, as "Declarant" under the Declaration, hereby designates a Neighborhood to be known as "Gracie Lake" consisting of the Lots described on Exhibit B attached hereto and incorporated herein by this reference, (iii) TLP Corporation, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Phase 8 Road Property") shown as "FAIRINGTON PVT WAY" and "JARMAN PVT LANE" on the Final Plat Fairvue Plantation Phase 8, of record in Plat Book 23 pages 34-36 Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, (iv) the TLP Corporation, as Owner of the Phase 8 Road Property, hereby grants to the Association, for the benefit of the Owners of the Lots within the "Gracie Lake" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Phase 8 Road Property, such access easement to remain in effect until the Phase 8 Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP Corporation, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, and (vi) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVELOPMENT CORPORATION,  
a Tennessee corporation

Page 801

By:   
Leon Moore, President

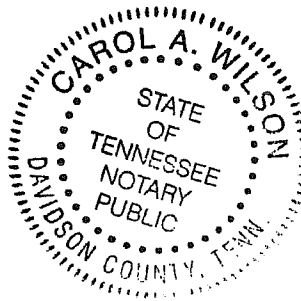


STATE OF TENNESSEE                    )  
COUNTY OF SUMNER                    )

Before me, CAROL A. WILSON, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 29<sup>th</sup> day of December, 2005.

Carol A. Wilson  
Notary Public  
My Commission Expires: 7-19-08



**EXHIBIT A**

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 589 through 596 and Lots 632 through 650, all as shown on the Final Plat Fairvue Plantation Phase 8, of record in Plat Book 23, pages 34-36, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2329, page 863, Register's Office for Sumner County, Tennessee, and being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2330, page 1, said Register's Office.

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**EXHIBIT B**

**Gracie Lake**

Being Lots 589 through 596 and Lots 632 through 650, all as shown on the Final Plat Fairvue Plantation Phase 8, of record in Plat Book 23, pages 34-36 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

This instrument prepared by: (PLA)  
Boult, Cummings, Conners & Berry, PLC  
1600 Division Street, Suite 700  
Nashville, TN 37203

**THIRTEENTH AMENDMENT TO DECLARATION  
OF COVENANTS AND RESTRICTIONS FOR  
THE LAST PLANTATION**

**THIS THIRTEENTH AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE LAST PLANTATION** (the "Amendment") is made and executed by TLP DEVELOPMENT CORPORATION, a Tennessee corporation (herein "TLP Corporation"), effective the 29<sup>th</sup> day of December, 2005. Unless otherwise defined herein, capitalized terms will have the meanings of such terms in the Declaration (as hereinafter defined).

**WITNESSETH:**

**WHEREAS**, Lake Properties of Gallatin, a Tennessee general partnership (the "Partnership"), previously executed that certain Declaration of Covenants and Restrictions For The Last Plantation, dated June 7, 2000, as recorded in Record Book 1128, page 216, in the Register's Office of Sumner County, Tennessee (the "Original Declaration"), setting forth certain covenants and restrictions relating to certain real property as described therein (the "Property"); and

**WHEREAS**, by deeds recorded in Record Book 1256, page 492 and in Record Book 1285, page 340, both in the Register's Office of Sumner County, Tennessee, the Partnership transferred certain real property to Plantation Properties, Inc. (the "Corporation"), including all of the Property which had not been previously conveyed by the Partnership to others; and

**WHEREAS** the Original Declaration was amended pursuant to that certain First Amendment to the Declaration of Covenants and Restrictions for The Last Plantation (the "First Amendment"), said First Amendment being of record in Record Book 1301, page 721, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to the First Amendment, the Original Declaration was amended (i) to provide that the Corporation would be the "Declarant" therein, and (ii) to subject additional property to the covenants and restrictions thereof; and

**WHEREAS**, by deed recorded in Record Book 1497, page 817, in the Register's Office for Sumner County, Tennessee, the Corporation transferred and conveyed certain property to TLP DevCo LLC ("TLP DevCo"), including all of the property subject to the Original Declaration, as amended by the First Amendment, then owned by the Corporation; and

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Pamela L. Whitaker, Register  
Sumner County Tennessee  
Rec #: 630606  
Rec'd: 35.00 Instrument #: 777483  
State: 0.00  
Clerk: 0.00 Recorded  
EDP: 2.00 12/29/2005 at 1:56 pm  
Total: 37.00 in  
Record Book 2413 Pgs 805-811

**WHEREAS**, pursuant to that certain Assignment (the "First Assignment"), dated as of June 21, 2002, the Corporation assigned to TLP DevCo all of the Corporation's interest as "Declarant" under the Original Declaration, as amended by the First Amendment, the First Assignment being of record in Record Book 1530, page 532, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, was further amended pursuant to that certain Second Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Second Amendment"), said Second Amendment being of record in Record Book 1542, page 667, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment and by the Second Amendment, was further amended pursuant to that certain Third Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Third Amendment"), said Third Amendment being of record in Record Book 1633, page 754, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment and by the Third Amendment, was further amended pursuant to that certain Fourth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fourth Amendment"), said Fourth Amendment being of record in Record Book 1673, page 686, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment and by the Fourth Amendment, was further amended pursuant to that certain Fifth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Fifth Amendment"), said Fifth Amendment being of record in Record Book 1699, page 489, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment and by the Fifth Amendment, was further amended pursuant to that certain Sixth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Sixth Amendment"), said Sixth Amendment being of record in Record Book 1942, page 336, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment and by the Sixth Amendment, was further amended pursuant to that certain Seventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Seventh Amendment"), said Seventh Amendment being of record in Record Book 2058, page 203, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment and by the Seventh Amendment, was further amended pursuant to that certain Eighth Amendment to Declaration of Covenants and Restrictions for The

Last Plantation (the "Eighth Amendment"), said Eighth Amendment being of record in Record Book 2095, page 173, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment and by the Eighth Amendment, was further amended pursuant to that certain Ninth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Ninth Amendment"), said Ninth Amendment being of record in Record Book 2155, page 684, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, pursuant to that certain Assignment (the "Second Assignment"), dated as of September 16, 2005, TLP DevCo assigned to TLP Corporation all of TLP DevCo's interest as "Declarant" under the Original Declaration, as previously amended and as the rights of the "Declarant" thereunder were previously assigned, the Second Assignment being of record in Record Book 2341, page 597, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment and by the Ninth Amendment, was further amended pursuant to that certain Tenth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Tenth Amendment"), said Tenth Amendment being of record in Record Book 2355, page 824, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment, by the Ninth Amendment and by the Tenth Amendment, was further amended pursuant to that certain Eleventh Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Eleventh Amendment"), said Eleventh Amendment being of record in Record Book 2408, page 408, Register's Office of Sumner County, Tennessee; and

**WHEREAS**, the Original Declaration, as amended by the First Amendment, by the Second Amendment, by the Third Amendment, by the Fourth Amendment, by the Fifth Amendment, by the Sixth Amendment, by the Seventh Amendment, by the Eighth Amendment, by the Ninth Amendment, by the Tenth Amendment and by the Eleventh Amendment, was further amended pursuant to that certain Twelfth Amendment to Declaration of Covenants and Restrictions for The Last Plantation (the "Twelfth Amendment"), said Twelfth Amendment being of record in Record Book 2413 page 798, Register's Office of Sumner County, Tennessee (the Original Declaration, as amended by the First Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the First Assignment, as amended by the Second Amendment, as amended by the Third Amendment, as amended by the Fourth Amendment, as amended by the Fifth Amendment, as amended by the Sixth Amendment, as amended by the Seventh Amendment, as amended by the Eighth Amendment, as amended by the Ninth Amendment, as the rights of "Declarant" thereunder were assigned pursuant to the Second Assignment, as amended by the Tenth Amendment, as amended by the Eleventh Amendment,

and as amended by the Twelfth Amendment, is hereafter referred to collectively as the "Declaration"); and

**WHEREAS**, Section 12.2.2 of the Declaration permits the Declarant to amend the Declaration for the purpose of subjecting additional property to the provisions thereof without the joinder or consent of any other party other than the owner of such additional property not owned by Declarant; and

**WHEREAS**, Section 12.2.2 of the Declaration also permits the Declarant to amend the Declaration for the purpose of designating a Neighborhood and for the purpose of designating Exclusive Common Property without the joinder or consent of any other party; and

**WHEREAS**, TLP Corporation desires to further amend the Declaration to subject additional real property to the provisions thereof, to designate a Neighborhood and to designate Exclusive Common Property, all as set forth herein.

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements contained herein, (i) TLP Corporation, as owner of the property described on Exhibit A attached hereto and incorporated herein by this reference, hereby subjects such property to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration, (ii) TLP Corporation, as "Declarant" under the Declaration, hereby designates the Lots described on Exhibit B attached hereto and incorporated herein by this reference to be a part of the previously designated Neighborhood known as "Gracie Lake", (iii) TLP Corporation, as "Declarant" under the Declaration, hereby designates (A) the real property (herein the "Phase 9 Road Property") shown as "FAIRINGTON PVT LANE" and "JARMAN PVT LANE" on the Final Plat Fairvue Plantation Phase 9, of record in Plat Book 23, pages 37-39, Register's Office of Sumner County, Tennessee, (the "Plat"), and (B) the real property designated as "OPEN SPACE" on the Plat, as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, (iv) TLP Corporation, as Owner of the Phase 9 Road Property, hereby grants to the Association, for the benefit of the Owners of the Lots within the "Gracie Lake" Neighborhood, subject to the terms and provisions of the Declaration, a non-exclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the purpose of ingress and egress (but not parking) over, upon and across the Phase 9 Road Property, such access easement to remain in effect until the Phase 9 Road Property is conveyed to the Association as contemplated in Paragraph 4.1 of the Declaration, (v) TLP Corporation, as "Declarant" under the Declaration, hereby designates the access easement described in (iv) as Exclusive Common Property for the exclusive use and enjoyment of the Owners of the Lots within the "Gracie Lake" Neighborhood and their guests and invitees, and (vi) TLP Corporation, as "Declarant" under the Declaration, hereby modifies and amends the Declaration by adding to Exhibit "A" thereto the real property described on Exhibit A to this Amendment, all of which is owned by TLP Corporation and all of which shall hereafter be subject to the terms and provisions of the Declaration, including, without limitation, the restrictions and easements set forth in the Declaration.

Except as herein specifically amended, all terms and provisions of the Declaration shall remain in full force and effect.

TLP DEVELOPMENT CORPORATION,  
a Tennessee corporation

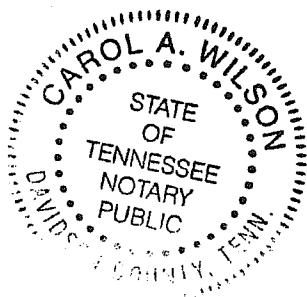
By: Leon Moore  
Leon Moore, President

STATE OF TENNESSEE )  
COUNTY OF SUMNER )

Before me, CAROL A. WILSON the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Leon Moore, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of TLP Development Corporation, the within named bargainor, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal at office in Hendersonville, Tennessee, this the 29<sup>th</sup> day of December, 2005.

Carol A. Wilson  
Notary Public  
My Commission Expires: 7-19-08



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**EXHIBIT A**

Land situated in the Fourth Civil District, City of Gallatin, Sumner County, Tennessee, being more particularly described as follows:

Being Lots 597 through 631 and Lots 651 through 654, all as shown on the Final Plat Fairvue Plantation Phase 9, of record in Plat Book 23 pages 37-39, in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

Being a part of the property conveyed to TLP Development Corporation by deed of record in Record Book 2329, page 863, Register's Office for Sumner County, Tennessee.

**EXHIBIT B**

**Gracie Lake**

Being Lots 597 through 631 and Lots 651 through 654, all as shown on the Final Plat Fairvue Plantation Phase 9, of record in Plat Book 23, pages 37-39 in the Register's Office of Sumner County, Tennessee, to which plat reference is hereby made for a more complete description of said lots.

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