

Phase, Phase 2, more particularly shown and described in Exhibit "A" hereto, shall be held, transferred, sold, conveyed and occupied subject to the easements, restrictions, covenants, charges, liens and affirmative obligations and conditions set forth in that certain Declaration of Protective Covenants And Restrictions for Buckhead South, Tranquilla Hall Phase, Phase 1, ("Phase 1 Declaration") recorded in Deed Book 359, Page 0385, in the office of the Clerk of Superior Court of Bryan County, Georgia with the following amendment:

Article VII, Section 3, is hereby amended to read as follows:

Section 3. Dwelling Size, Garages and Driveways. No Dwelling shall be constructed upon any Lot within the Existing Property, unless:

- a. The minimum Living Area of a one story Dwelling shall not be less than Fourteen Hundred (1,400) square feet;
- b. The minimum First Floor Living Area of a one and one-half story Dwelling shall be not less than Sixteen Hundred (1,600) square feet.
- c. The minimum Living Area of a two story Dwelling shall be not less than Twenty Two Hundred (2,200) square feet;
- d. All Dwellings shall have a garage which contains at least Four Hundred (400) square feet and has either a double garage door or two (2) garage doors. The garage must either be a part of the Dwelling or attached to the Dwelling by a roof;
- e. All Dwellings must have a paved driveway with a paved parking area and the additional parking pad required by Section 12 below.

All other terms and provisions of the Phase 1 Declaration shall remain in full force and effect as if set forth fully herein in their entirety.

This Declaration of Protective Covenants And Restrictions for Buckhead South, Tranquilla Hall Phase, Phase 2, all of which is for the purpose of protecting the value, desirability and attractiveness of the Property, shall run with the title to the Property and be binding on all persons having or hereafter acquiring any right, title or interest in Buckhead South, Tranquilla Hall Phase, Phase 2, or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

IN WITNESS WHEREOF, the foregoing instrument has been executed under seal, by

Landowner and Declarant, on this 16th day of December, 2004

6:00 4:75 04 DEC 20 11 3:30
ERNEST COMMUNITIES, LLC

By: [Signature] (L.S.)
Elizabeth K. Williams, Manager

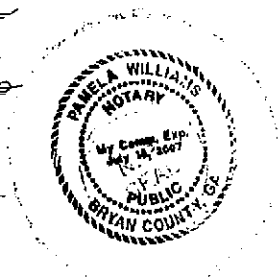
Sworn to and subscribed before
me on this 16th day of December
2004.

Ashley Bellangra
Witness

Pamela Williams
Notary Public

My Commission Expires:

(Notarial Seal)



ERNEST HOMES, LLC

By: [Signature] (L.S.)
Elizabeth K. Williams, Manager

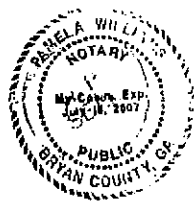
Sworn to and subscribed before
me on this 16th day of December
2004.

Ashley Bellangra
Witness

Pamela Williams
Notary Public

My Commission Expires:

(Notarial Seal)



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EXHIBIT A

04 DEC 20 11 3:30

CLERK OF SUPERIOR COURT
ALL THAT CERTAIN LOT, TRACT OR PARCEL OF LAND SITUATE, LYING AND BEING IN THE 20TH G.M. DISTRICT OF BRYAN COUNTY, GEORGIA, CONTAINING 25.85 ACRES MORE OR LESS AND BEING MORE PARTICULARLY DESCRIBED AS "TRANQUILLA HALL, PHASE 2, BUCKHEAD, PHASE 9-B, BEING A PORTION OF "TRACT B" OF A 133.52 ACRES TRACT KNOWN AS "MURPHY'S TRACT" 20TH G.M.D., BRYAN COUNTY, GEORGIA, AS SHOWN ON THAT CERTAIN PLAT OF SURVEY PREPARED BY SOUTHEAST GEORGIA SURVEYING AND MAPPING, DATED APRIL 5, 2002, AND RECORDED IN THE OFFICE OF THE CLERK OF THE SUPERIOR COURT OF BRYAN COUNTY, GEORGIA, IN PLAT SLIDE 536, PAGES 8 AND 9. SAID PLAT BEING INCORPORATED HEREIN BY REFERENCE THERETO FOR DESCRIPTIVE AND ALL OTHER PURPOSES.

480 EXHIBIT B

05 DEC 20 PM 3:30

ALL THAT CERTAIN LOT, TRACT OR PARCEL OF LAND SITUATE, LYING AND BEING IN THE 20TH G.M. DISTRICT OF BRYAN COUNTY, GEORGIA, BEING KNOWN AND DESIGNATED AS TRANQUILLA HALL, PHASE I, BUCKHEAD, PHASE 9-A, BEING "TRACT A" OF A 133.52 ACRES TRACT KNOWN AS "MURPHY'S TRACT" 20TH G.M.D., BRYAN COUNTY, GEORGIA, PREPARED BY SOUTHEAST GEORGIA SURVEYING AND MAPPING, DATED OCTOBER 24, 2000, REVISED OCTOBER 29, 2001, RECORDED IN THE OFFICE OF THE CLERK OF THE SUPERIOR COURT OF BRYAN COUNTY, GEORGIA, IN PLAT SLIDE 511, PAGES 9 AND 10. SAID PLAT BEING INCORPORATED HEREIN BY REFERENCE THERETO FOR DESCRIPTIVE AND ALL OTHER PURPOSES.