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 PREPARED BY & RETURN TO:
 VARNER & ADAMS, PC.
 Post Office Box 8099
 Warner Robins, GA 31095

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 Filed: 09/25/2005 at 11:33:23 AM
 Fee Amt: \$12.00 Page 1 of 2
 Houston, Ga. Clerk Superior Court
 Carolyn V. Sullivan Clerk
 BK **3579** PG **49-50**

**DECLARATIONS OF COVENANTS, CONDITIONS AND RESTRICTIONS
 OF
 SECTION "3", PHASE "2"
 SOUTHFIELD PLANTATION**

STATE OF GEORGIA
 COUNTY OF HOUSTON

THIS DECLARATION OF PROTECTIVE COVENANTS made and published the 27th day of August, 2005, by **THOMPSON MILL DEVELOPMENT COMPANY, LLC.**, of Houston County, Georgia, hereinafter referred to as Declarant";

WITNESSETH:

WHEREAS, Declarant is the owner and developer of a subdivision known as Section "3", Phase "2", Southfield Plantation Subdivision, which property is more particularly described as follows, to-wit:

All that tract or parcel of land situate, lying and being in Land Lot 88 of the Eleventh (11th) Land District of Houston County, Georgia, known as all lots located in Section 3, Phase 2, Southfield Plantation Subdivision, as is shown on a plat of survey of record at Plat Book 65, Pages 73 -74, Clerk's Office, Houston Superior Court. Said plat and the record thereof are incorporated herein by reference for all purposes.

WHEREAS, it is to the interest, benefit and advantage of said owner and to each and every person who shall hereafter purchase any lot in said subdivision that certain

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protective covenants governing and regulating the use and occupancy of the same be established, set forth and declared to be covenants running with the land;

NOW THEREFORE, for and in consideration of the premises and of the benefits to be derived by said owner and developer and be every subsequent owner of any of the lots in said subdivision, Declarant does hereby set up, establish, promulgate and declare that those covenants of record at Deed Book 3187, Pages 8-18, Clerk's Office, Houston Superior Court shall apply to all said lots and to all persons owning said lots, or any of them, hereinafter, and these protective covenants shall become effective immediately and run with the land and shall be binding on all persons claiming under and through said owners until the last day of July, 2025, at which time said covenants will be automatically extended for successive periods of ten (10) years each, unless an instrument, signed by a majority of the then owners of the lots, has been recorded, agreeing to change said covenants in whole or part.

EXCEPT as hereinabove set forth, said the original instrument shall remain otherwise in full force and effect.

IN WITNESS WHEREOF, the said Declarant has caused this modification of protective covenants to be executed in its name by its duly appointed officers, on the day and year first above written.

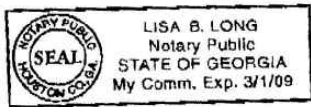
Signed, sealed and delivered in the presence of

THOMPSON MILL DEVELOPMENT COMPANY, LLC

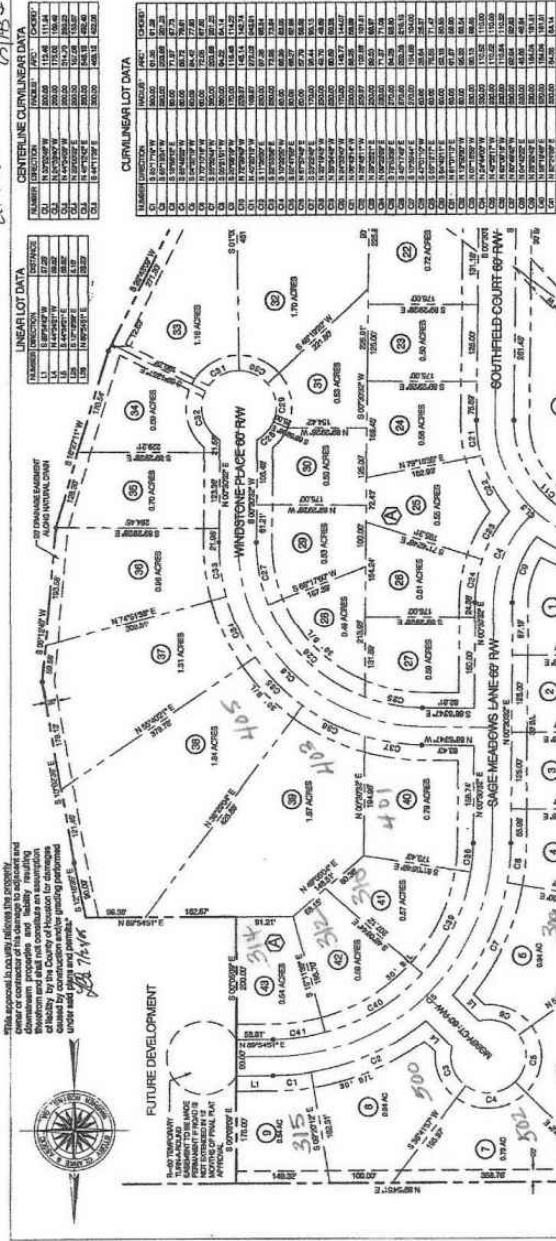
Witness: [Signature]
Notary Public: [Signature]

By: [Signature] (SEAL)
Thomas C. Hollingsworth
Title: As its Member

[Corporate Seal]



Ed Vayner 15/143 + 144



LINEAR LOT DATA

LINEAR DIMENSION	DIFFERENCE
1. 11.871427 W	0.0000
2. 11.871427 W	0.0000
3. 11.871427 W	0.0000
4. 11.871427 W	0.0000
5. 11.871427 W	0.0000
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43. 11.871427 W	0.0000
44. 11.871427 W	0.0000
45. 11.871427 W	0.0000
46. 11.871427 W	0.0000
47. 11.871427 W	0.0000
48. 11.871427 W	0.0000

CUMULATIVE LOT DATA

NUMBER	SECTION	AREA	PERCENT	CUMULATIVE
1	1	0.0000	0.00	0.0000
2	1	0.0000	0.00	0.0000
3	1	0.0000	0.00	0.0000
4	1	0.0000	0.00	0.0000
5	1	0.0000	0.00	0.0000
6	1	0.0000	0.00	0.0000
7	1	0.0000	0.00	0.0000
8	1	0.0000	0.00	0.0000
9	1	0.0000	0.00	0.0000
10	1	0.0000	0.00	0.0000
11	1	0.0000	0.00	0.0000
12	1	0.0000	0.00	0.0000
13	1	0.0000	0.00	0.0000
14	1	0.0000	0.00	0.0000
15	1	0.0000	0.00	0.0000
16	1	0.0000	0.00	0.0000
17	1	0.0000	0.00	0.0000
18	1	0.0000	0.00	0.0000
19	1	0.0000	0.00	0.0000
20	1	0.0000	0.00	0.0000
21	1	0.0000	0.00	0.0000
22	1	0.0000	0.00	0.0000
23	1	0.0000	0.00	0.0000
24	1	0.0000	0.00	0.0000
25	1	0.0000	0.00	0.0000
26	1	0.0000	0.00	0.0000
27	1	0.0000	0.00	0.0000
28	1	0.0000	0.00	0.0000
29	1	0.0000	0.00	0.0000
30	1	0.0000	0.00	0.0000
31	1	0.0000	0.00	0.0000
32	1	0.0000	0.00	0.0000
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36	1	0.0000	0.00	0.0000
37	1	0.0000	0.00	0.0000
38	1	0.0000	0.00	0.0000
39	1	0.0000	0.00	0.0000
40	1	0.0000	0.00	0.0000
41	1	0.0000	0.00	0.0000
42	1	0.0000	0.00	0.0000
43	1	0.0000	0.00	0.0000
44	1	0.0000	0.00	0.0000
45	1	0.0000	0.00	0.0000
46	1	0.0000	0.00	0.0000
47	1	0.0000	0.00	0.0000
48	1	0.0000	0.00	0.0000

SOUTHFIELD PLANTATION
 PHASE "A"
 SECTION "B"
 HARRIS COUNTY, TEXAS

SCALE: 1" = 100'
 DATE: 2-24-05
 DRAWN BY: [Signature]
 CHECKED BY: [Signature]

STORY CLARKE & ASSOCIATES
 LAND SURVEYORS
 1000 W. WILSON ROAD, SUITE 100
 HOUSTON, TEXAS 77060

NOTES:
 1. ALL LOTS ARE TO BE BUILT WITH A MINIMUM OF 1,500 SQ. FT. OF COVERED AREA.
 2. ALL LOTS ARE TO BE BUILT WITH A MINIMUM OF 1,500 SQ. FT. OF COVERED AREA.
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DATE: 2-24-05
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