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**Second Amendment To
First Amended and Restated Declaration of Protective Covenants
The Villages at Shawnee Bend**

KNOW ALL MEN BY THESE PRESENTS THAT WHEREAS SHAWNEE BEND DEVELOPMENT CO., L.L.C. (hereinafter referred to as "Grantor"), is the Developer of certain lands situated in the County of Camden, State of Missouri, and known as The Villages at Shawnee Bend hereinafter referred to as the "Land" or "The Villages") and

WHEREAS, the initial plat of the Villages was Stonebridge Village Subdivision, recorded in the Office of the Recorder of Deeds of Camden County, Missouri on the 1st day of December, 1997, in Book 59, at pages 7A through 7E, and amended by plat filed on the 13th day of May, 1998, in Book 59, Pages 43A through 43D;

WHEREAS, the Grantor filed in connection therewith, a certain Declaration of Protective Covenants for The Villages at Shawnee Bend (hereafter referred to as "Indentures") executed on the 24th day of November, 1997, and recorded on the 1st day of December, 1997, in book 451, at page 186 in the records of Camden County, Missouri, as stated aforesaid; and

WHEREAS, the Grantor filed in connection therewith a certain First Amended and Restated Declaration of Protective Covenants, the Grantor filed in connection therewith, a certain Declaration of Protective Covenants for the Villages of Shawnee Bend (hereafter referred to as "Restatement of Indentures"), executed on the 2nd day of February, 2001, and recorded on the 20th day of August, 1998, at Book 0454, Page 0985 in the Records of Camden County, Missouri; and

WHEREAS, the Grantor filed in connection therewith a certain First Amendment to First Amended Restatement of Indentures, executed on the 19th day of December and recorded on the 27th day of December, 2001, at Book 0526, Page 0835 in the Records of Camden County, Missouri; and

WHEREAS, subsequent plats have been recorded for Stonebridge Village Addition in the records of Camden County, Missouri, as stated aforesaid, on the 20th day of August, 1998, in Book 61, Pages 5A through 5B; and for Woodhaven Village Subdivision, in the Records of Camden County, Missouri, as stated aforesaid, on the 20th day of August, 1998, in Book 61, Pages 6A through 6D; and for Woodhaven Village first Addition, in the Records of Camden County, Missouri, as stated aforesaid, on the 20th day of August, 1998, in book 61, Pages 7A through 7B; for Forestridge Village subdivision, in the Records of Camden County, Missouri as stated aforesaid in Book 62, Pages 48A through 48F, and all of said plats have been made subject to the aforementioned Declaration of Protective Covenants for the Villages at Shawnee Bend; and

WHEREAS, by Section VIII (A) of said Restatement of Indentures, the Grantor may amend said Restatement of Indentures so long as said Grantor, its successors or assigns, own at least ten per cent (10%) of the land then subject to said Amendment of Indentures; and

WHEREAS, the Grantor owns at least ten per cent (10%) of the land subject to said Indentures; and

NOW THEREFORE, be it known that Grantor preserves the previous Amendments and Restatements of Indentures, and hereby further amends said Restatement of Indentures only as follows:

Section V (I)(1.) is deleted in its entirety and the following is inserted in substitution therefore.

I. CONSOLIDATING OR SUBDIVIDING LOTS

1. Lots may be subdivided or consolidated. Lots may be subdivided if all portions of the lots so subdivided are conveyed to the owners of an adjacent lot(s), thereby enlarging such lot(s). The boundary between the enlarged lot(s) shall constitute the new back and side lines for the purposes of the Protective Covenants. Once a lot(s) is consolidated or subdivided the resulting lot(s) cannot again be subdivided without the written approval of the Grantor/ Developer as long as the Grantor/Developer owns at least ten per cent (10%) of the Land subject to these Indentures. Thereafter, it must be approved in writing by the President of the Owners Association, and such plat shall be recorded in the Office of the Recorder of Deeds, Camden County, Missouri.

Section VI(2.) is deleted in its entirety and the following is inserted in substitution therefore.

2. The subdivision or consolidation authorized by this section shall be effective only if the owners of the lots being consolidated or the owners of the lots being subdivided and the owners of the lots being enlarged join in the execution of a subdivision plat, setting forth the new boundary of the enlarged or consolidated lots approved in writing by the Grantor/Developer as long as the Grantor/Developer owns at least ten per cent (10%) of the Land subject to these Indentures. Thereafter, it must be approved in writing by the President of the Owners Association, and such plat shall be recorded in the Office of the Recorder of Deeds, Camden County, Missouri.

Section V (I) (3.) is deleted in its entirety and the following is inserted in substitution therefore.

3. The owner(s) of the subdivided or consolidated lots shall pay assessments to be determined by the Grantor/Developer as long as Grantor/Developer owns at least ten percent (10%) of the Land subject to these Indentures. Thereafter, the amounts of assessments shall be as set by the Board of Directors on a case by case basis

IN WITNESS WHEREOF, the undersigned has caused this Amendment to Restatement of Indentures to be executed as of the day and year referenced below.

Shawnee Bend Development Co., L.L.C.

By: Thomas H. Biggs
Thomas H. Biggs, as authorized agent

STATE OF MISSOURI)

COUNTY OF CAMDEN)

On this 11th day of February, 2003, before me did appear Thomas H. Biggs, to me personally known, who being by me duly sworn did say that he is the Authorized Agent of Shawnee Bend Development Co., L.L.C., a Missouri limited liability company, and that said instrument was signed on behalf of said company by authority of its Members and said Thomas H. Biggs acknowledged said instrument to be the free act and deed of said company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Osage Beach, Mo, the day and year last above written.

Cathy L. Potts
Notary Public

My commission expires: August 27, 2005

