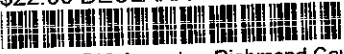


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Wright McLeod
Attorneys at Law
4420 Evans to Locks Road
Evans, GA 30809

STATE OF GEORGIA

RICHMOND COUNTY

**AMENDMENT NUMBER FIVE
TO
DECLARATION OF RIGHTS, RESTRICTIONS, AFFIRMATIVE
OBLIGATIONS AND CONDITIONS
APPLICABLE TO
MANCHESTER SUBDIVISION**

THIS AMENDMENT NUMBER FIVE TO DECLARATIONS OF RIGHTS, RESTRICTIONS, AFFIRMATIVE OBLIGATIONS AND CONDITIONS APPLICABLE TO MANCHESTER SUBDIVISION ("Amendment No. 5") is made this 07th day of February, 2011 by Coel Development Co., Inc, and Stephen Beazley Builders, Inc., Georgia Corporations, Successors in interest to Nordahl and Company, Inc. (collectively known as the "Companies").

WHEREAS, on September 15, 2006, Nordahl and Company, Inc. (hereafter "Nordahl") filed for record a Declaration of Rights, Restrictions, Affirmative Obligations and Conditions applicable to Manchester Subdivision (hereafter "Declarations") which are recorded in the Office of the Clerk of the Superior Court of Richmond County, Georgia in Deed Book 1077, at page 2530, which declarations were amended by an Amendment recorded in the aforesaid records on February 2, 2007 in Book 1103, at page 382, and amended by an Amendment recorded in the Aforesaid records on September 12, 2007, in Deed Book 1142, at page 1054, and amended by an Amendment recorded in the aforesaid records on January 7, 2009 in Book 1202, at page 1542.

WHEREAS, pursuant to the powers reserved by the Companies in Article VII of the Declarations, Company desires to modify, amend and supplement the Declarations by adding additional property to be covered by such Declaration.

NOW, THEREFORE, Companies hereby amend the Declarations as of the date of this Amendment No. 5 as follows:

1. Pursuant to the Article VII of the Declarations, Companies add and subjects to the Declarations the following property ("Additional Property"):

1. All those certain lots or tracts of land situate, lying and being in Richmond County, Georgia and being shown and designated as Lots 1-F, 2-F, 3-F, 4-F, 5-F, 6-F, 7-F, 8-F, 9-F, 10-F, 11-F, and 12-F, of Block "F" as shown on that certain plat of Section Five of Manchester prepared for Coel Development Co., Inc., by Southern Partners Inc., dated February 23, 2010 and recorded in the Office of the Clerk of Superior Court of Richmond County, Georgia in Plat Book 6, Page 74. Reference to said plat is hereby made for a more complete and accurate description of the properties described.

On and after the date of Amendment No. 5, the term of "Property" in the Declarations shall be deemed to include the Additional Property. Companies hereby declare that the Additional Property shall be held, transferred, sold, conveyed, leased and occupied subject to the Declarations, each and all of which are for, and shall inure to benefit of and pass with each and every parcel of the Additional Property and shall apply to and bind the heirs, assignees, and successors in interest of Developer.

2. Except as specifically modified herein, the Declarations shall remain in full force and effect.

IN WITNESS WHEREOF, Companies have caused this Amendment No. 5 to be executed, under seal, by it's duly authorized officer, the day and year first above written.

Coel Development Co, Inc,

By: BB Beazley
Bill B. Beazley
As: President

Stephen Beazley Builders, Inc.

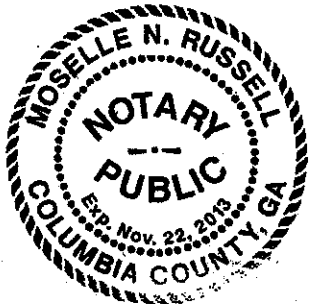
By: SB Beazley
Stephen Beazley
As: President

SIGNED, SEALED AND DELIVERED
in the presence of:

Susan A. Murray
Witness

M Russell
Notary Public

Commission Expires on: 11-22-2013



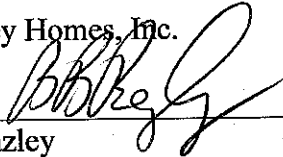
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Wright McLeod
Attorneys at Law
4420 Evans to Locks Road
Evans, GA 30809

Cross-reference with Deed Book 4248, page 1059

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BILL BEAZLEY HOMES, INC. hereby assents to the terms of the DECLARATON OF RIGHTS, RESTRICTIONS, AFFIRMATIVE OBLIGATIONS AND CONDITIONS APPLICABLE TO MANCHESTER SUBDIVISION and any amendments and voluntarily submits any lots owned by it to the Declarations and Amendment No. 5, executed, under seal, by its duly authorized officer, the day and year first above written.

Bill Beazley Homes, Inc.

By: 
Bill B. Beazley
As: Chief Executive Officer

SIGNED, SEALED AND DELIVERED
in the presence of:


Witness


Notary Public

Commission Expires on: 11-22-2013



Filed in this office:
Augusta - Richmond County
02/11/2011 08:51:27.00
ELAINE C. JOHNSON
Clerk of Superior Court