

STATE OF ALABAMA

COUNTY OF MADISON

**AMENDMENT TO RESTRICTIVE COVENANTS
FOR
SOMERSET LAKE SUBDIVISION
AND
BY-LAWS OF SOMERSET LAKE OWNERS ASSOCIATION, INC.**

The undersigned Garber & Steele, Inc., an Alabama corporation, and South East Development, LLC, an Alabama Limited Liability Company, do hereby amend the Restrictive Covenants for Somerset Lake Subdivision as amended and the By-Laws of Somerset Lake Owners Association, Inc. as follows:

1. The Amendment to and replacement of Restrictive covenants for Somerset Lake Subdivision dated Aug. 18, 2004, and recorded at Document Number 20040818000309930 shall be amended as follows:

A. The third and fourth sentences of Section 15 on page 13 shall be deleted but shall state that small, contained fires may be permitted, as determined by the Declarant, for workers for the purpose of helping them to keep warm.

B. Section 35 shall be amended so that basements shall not be permitted.

2. All of the above documents shall be amended to reflect that, in addition to Garber & Steele, Inc. being the "Declarant", South East Development, LLC shall also be deemed "Declarant" and shall have equal authority granted Declarant and equal authority to appoint or remove members of the Board of Directors of the Somerset Lake Owners Association, Inc.

The designation of South East Development, LLC as Co-Declarant shall be for as long as South East Development, LLC owns one or more lots in Somerset Lake Subdivision as recorded in Plat Book 46, page 95, Probate Records of Madison County, Alabama; if and when South East Development, LLC conveys its lots to Garber & Steele, Inc. South East Development, LLC shall, simultaneously with the conveyance, no longer have any status as Co-Declarant nor any further authority with regard to the Owners Association or the Subdivision and Garber & Steele, Inc. shall be the sole Declarant; however, in the event South East Development, LLC conveys its lots to a third party, other than Garber & Steele, Inc., South East Development, LLC shall have the right and authority to assign its Declarant status and Association Director authority to that third party purchaser.

Done this 18 day of August, 2004.

CHARLES ROBINSON
PICK UP

GARBER & STEELE, INC., an Alabama Corporation

By: 

Harry Garber
Its President

By: 

Steve Steele

SOUTH EAST DEVELOPMENT, LLC, an Alabama Limited Liability Company

By: Clark Family Industries, Inc., Member

By: 

G. A. Clark, Its President

SOMERSET LAKE OWNERS ASSOCIATION, INC., an Alabama non-profit corporation

By: 

Harry Garber, Director

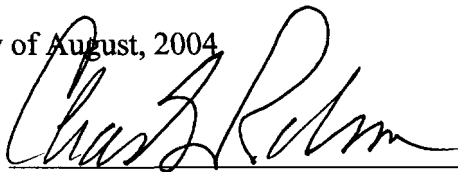
By: 

G. A. Clark, Director

STATE OF ALABAMA
COUNTY OF MADISON

The undersigned authority, a Notary Public in and for said County in said State, hereby certify that Harry Garber and Steve Steele, whose names as President and Secretary/Treasurer respectively, of **GARBER & STEELE, INC.**, an Alabama corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of said instrument, they as such officers, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as President and Secretary/Treasurer as aforesaid.

Given under my hand this the 18 day of August, 2004.

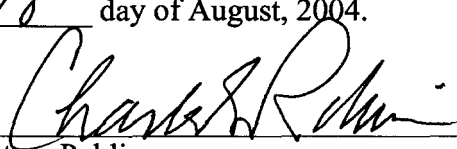


NOTARY PUBLIC/Charles G. Robinson
My commission expires : 11/13/04.

STATE OF ALABAMA
COUNTY OF MADISON

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that G. A. Clark, whose name as President of Clark Family Industries, Inc., a Delaware Corporation, the Managing Member of South East Development, LLC, an Alabama Limited Liability Company, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this date that, being informed of the contents of said instrument, he, as such officer, executed the same voluntarily and with full authority, for and as the act of said limited liability company, on the day same bears date.

GIVEN under my hand and seal on this the 18 day of August, 2004.




Notary Public
My commission expires 11-13-04.

STATE OF ALABAMA
COUNTY OF MADISON

The undersigned authority, a Notary Public in and for said County and State, hereby certify that Harry Garber and G. A. Clark, whose names as Directors of Somerset Lake Owners Association, Inc., are signed to the foregoing instrument and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they, in their capacity as such Directors, and with full authority executed the same voluntarily on the day the same bears date.

Given under my hand this the 18 day of August, 2004.



NOTARY PUBLIC/Charles G. Robinson
My commission expires 11/13/04.

This instrument prepared by:
Charles G. Robinson,
Attorney at Law, P.C.
229 East Side Square
Huntsville, Alabama 35801