

CROSS REFERENCE

After recording, please return to:
Kathy K. Dorough
Dorough & Dorough, LLC
One Decatur TownCenter, Suite 240
150 E. Ponce de Leon Avenue
Decatur, Georgia 30030

CROSS REFERENCE: Deed Book: 16577
Page: 242

FIRST AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR HEMBREE GROVE

THIS FIRST AMENDMENT (hereinafter referred to as "First Amendment") is made this 14th day of June, 2000 by **HEMBREE GROVE COMMUNITY ASSOCIATION, INC.**, a Georgia nonprofit corporation (hereinafter referred to as "Association").

WITNESSETH

WHEREAS, Mill Grove, Inc. (hereinafter referred to as "Declarant") executed that certain Declaration of Protective Covenants for Hembree Grove, which was recorded on May 13, 1993 in Deed Book 16577, Page 242, *et seq.*, Fulton County, Georgia records (hereinafter as supplemented and/or amended from time to time, the "Declaration"); and

WHEREAS, the Association is a non-profit corporation organized under the Georgia Nonprofit Code to be the Association named in the Declaration to have the power and authority set forth therein; and

WHEREAS, the Association and the Owners desire to amend the Declaration as set forth herein to provide for an Initiation Fee to be paid upon the sale of a home in Hembree Grove and intends for this Amendment to be prospective only; and

WHEREAS, pursuant to Article XII, Section 4 of the Declaration the Declaration may be amended upon the approval of the Owners of at least two-thirds (2/3) of the Lots (other than Lots of Declarant so long as the consent of Declarant is required) and the consent of Declarant (so long as the Declarant owns any property for development and/or sale in the Community or has the right unilaterally to annex additional property to the Community); and

WHEREAS, the Declarant no longer owns any property for development and/or sale in the Community or has the right unilaterally to annex additional property in the Community; and

WHEREAS, attached hereto as Exhibit "A" and incorporated herein by reference is the sworn statement of the President of the Association, which sworn statement states unequivocally that the agreement of the required two-thirds (2/3) majority of the Total Association Vote was lawfully obtained;

NOW THEREFORE, the undersigned hereby adopt this First Amendment to the Declaration of Protective Covenants for Hembree Grove, hereby declaring that all the property now or hereafter subject to the Declaration shall be held, conveyed, encumbered, used, occupied and improved subject of the Declaration, amended as follows:

1.

The Declaration is hereby amended by adding to Article IV, entitled, "Assessments" the following Section 10:

Section 10. Initiation Fee. The Board of Directors, in conjunction with computing the budget for the coming year as provided for in Article IV, Section 3 of the Declaration, shall establish an initiation fee for the coming fiscal year in an amount which shall in no event exceed the annual assessment for a Lot for such year. Upon every sale of a Lot to an Owner, the initiation fee shall be collected at the closing of such transaction and disbursed to the Association for the purpose of funding a reserve account for the recreational amenities. Said funds are to be maintained in a separate account for that purpose. The amount of the initiation fee established by the Board of Directors shall remain in effect for each Lot unless and until that amount is revised by the Board of Directors in conjunction with computing the budget for the following year. The initiation fee shall be in addition to and not in lieu of the annual assessment for such Lot.

2.

Unless otherwise defined herein, the words used in this First Amendment shall have the same meaning as set forth in the Declaration.

3.

This Amendment shall be effective only upon being recorded in the records of the Clerk of Superior Court of Fulton County, Georgia and shall not be enforceable against any current Owner of a Lot subject to the Declaration.

4.

Except as herein modified, the Declaration shall remain in full force and effect.

[SIGNATURES ON FOLLOWING PAGE]

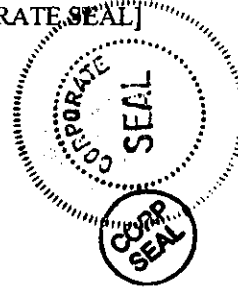
IN WITNESS WHEREOF, the Association has caused this Amendment to be executed under seal the day and year first above written.

ASSOCIATION: **HEMBREE GROVE
COMMUNITY ASSOCIATION,
INC**, a Georgia corporation

By: *David R. Bourne*
David Bourne, President

Attest: *Cheryl Vaughn*
Cheryl Vaughn, Secretary

[AFFIX CORPORATE SEAL]



[Signature]
Signed, sealed and delivered
in the presence of

[Signature]
Witness

Notary Public



[AFFIX NOTARY SEAL]

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EXHIBIT "A"

Sworn Statement Of President Of
Hembree Grove Community Association, Inc.

STATE OF GEORGIA


COUNTY OF FULTON

Re: Hembree Grove

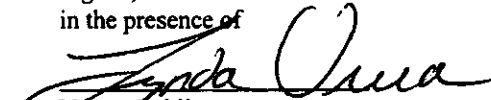
Personally appeared before me, the undersigned deponent who, being duly sworn, deposed and said on oath that:

1. Deponent is the President of Hembree Grove Community Association, Inc.
2. Deponent is duly qualified and authorized to make this Affidavit and knows the facts contained herein of his own personal knowledge.
3. The foregoing First Amendment to Declaration of Protective Covenants for Hembree Grove, was approved by the required vote of a majority of two-thirds (2/3) of the members of the Association as provided by law and the Declaration.
4. Deponent makes this Affidavit pursuant to Official Code of Georgia Annotated Section 44-2-20.

This the 14 day of June, 2000.


David Bourne

Signed, sealed and delivered
in the presence of


Notary Public

[AFFIX NOTARY SEAL]

