THIS INSTRUMENT PREPARED BY:
John T. Cook, Esq.
2927 Berry Hill Drive
Nashville, TN 37204

Dav. CO. File Box 14-A

FIRST SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WOODLAND POINT TOWNHOMES, A HORIZONTAL PROPERTY REGIME WITH PRIVATE ELEMENTS

(Addition of Sections IX and X)

This Supplementary Declaration made this 19th day of July, 2002 by JAMES R. CARBINE, TRUSTEE with full power to with full power to transfer, sell, convey, mortgage or otherwise encumber without the joinder of any beneficiary ("JRC") and BELL ROAD DEVELOPMENT COMPANY, a Tennessee general partnership composed of James R. Carbine, Denzel H. Carbine, Franklin Land Company, LLC, a Tennessee limited liability company and Five Star Land Company, a Tennessee limited liability company ("BRDC"), for convenience hereinafter JRC and BRDC are collectively referred to as the "Declarant".

W I T N E S S E T H

WHEREAS, Declarant was designated as Developer under the Declaration of Covenants, Conditions and Restrictions for Woodland Point Townhomes, a Horizontal Property Regime with Private Elements as of record as Instrument No. 20001011-0101044, Register's Office for Davidson County, Tennessee, as amended (the "Declaration"); and

WHEREAS, pursuant to Section 21(a) of the Declaration, Declarant has the unilateral right to subject and annex any additional areas into the Horizontal Property Regime as additional phases to be included in the Parcel as described in the Declaration and to subject such additional areas to the terms of the Declaration; and

WHEREAS, Declarant is the owner of certain additional real property, said property owned by Declarant being described on the attached Exhibit A and incorporated herein by reference (the "Additional Property"), and Declarant desires to subject and join the Additional Property to the Property subject to the Declaration.

NOW THEREFORE, for and in consideration of the premises and pursuant to the terms of the Declaration, Declarant hereby declares this Supplementary Declaration as follows:

1. Declarant hereby subjects and annexes the Additional Property to the Declaration.

Davidson County REST
Recvd: 07/25/02 16:20 17pgs
Fees:87.00 Taxes:0.00
20020725-0089575

The said Additional Property shall be included within the definitions of the "Parcel" and "Property" as set forth in the Declaration.

2. The Plat as defined in the Declaration is amended to include the plans of Sections IX (or 9) and X (or 10) attached hereto as Exhibits B and C.

3. Each owner of an Unit within the Additional Property shall be a member of the Woodland Point Townhouse Corporation (the "Association") and shall have all of the rights, responsibilities and appurtenances of ownership and membership in the Association, including without limitation, the full right and enjoyment in and to the Common Area of Woodland Point Townhomes, the responsibility for payment of Assessments, and shall be subject to all use and architectural controls and limits as provided in the Declaration.

IN WITNESS WHEREOF, this Supplementary Declaration has been executed by Declarant as of the day and year first above written.

James R. Carbine, Trustee

Bell Road Development Company
a Tennessee general partnership

By: _____
James R. Carbine, General Partner

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Personally before me, the undersigned, a Notary Public in and for the State and County set forth above, appeared James R. Carbine, Trustee, with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at Franklin, Tennessee, this 19th day of July, 2002.

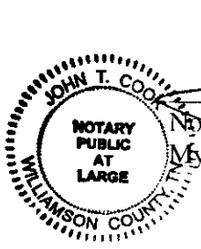
JOHN T. COOK NOTARY PUBLIC AT LARGE WILLIAMSON COUNTY, TN

_____
Notary Public
My Commission Expires: 4/10/05

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared James R. Carbine with whom I am personally acquainted, and who, upon oath, acknowledged himself to be a General Partner of Bell Road Development Company, a Tennessee general partnership, the within named bargainor, and that he as such General Partner being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS my hand and official seal at Franklin, Tennessee, this 19th day of July, 2002.



Notary Public
My Commission Expires: 4/10/05

SupplDeclWoodland.500.wpd

Exhibit "A"

Tract 1:

LAND in Davidson County, Tennessee, being the property designated as Woodland Point, Section Ten, on a plan of such Section prepared by LandDesign Surveying dated June 27, 2002, and more particularly described as follows:

BEGINNING at a point in the southwestern right-of-way of Woodland Point Drive at the eastern corner of Lot 2, as shown on the Final Plat of Woodland Point, Phase I, First Revision, of record as Instrument No. 20000713-0069314; thence, along the southwestern right-of-way of Woodland Point Drive, South 37° 27' 27" East a distance of 90.25 feet to a point; thence, South 37° 27' 26" East a distance of 71.78 feet to a point; thence, along a curve to the left, the radius of which is 385.90 feet, the central angle of which is 8° 57' 07", a chord bearing of South 44° 21' 30" East, chord length 60.23 feet, tangent 30.21 feet, along an arc length of 60.23 feet to a point; thence, leaving the said southwestern right-of-way of Woodland Point Drive, South 36° 45' 23" West a distance of 235.32 feet to a point; thence, South 02° 48' 10" East a distance of 238.43 feet to a point; thence South 01° 32' 55" West a distance of 106.64 feet to a point; thence South 09° 36' 09" West a distance of 64.63 feet to a point; thence, North 81° 25' 38" West a distance of 62.65 feet to a point; thence, South 08° 41' 05" West a distance of 136.95 feet to a point; thence North 80° 51' 13" West a distance of 573.85 feet to a point; thence North 32° 05' 52" West a distance of 120.15 feet to a point; thence North 08° 19' 49" East a distance of 43.92 feet to a point; thence North 07° 09' 25" East a distance of 158.07 feet to a point; thence North 05° 59' 01" East a distance of 353.23 feet to a point; thence, South 84° 00' 59" East a distance of 397.33 feet to a point; thence North 53° 18' 20" East a distance of 320.70 feet to the point of beginning, and containing 11.54 acres, more or less.

Being part of the same property conveyed to James R. Carbine, Trustee by deeds from Recorp-Percy Priest Associates Limited Partnership of record in Book 11539, pages 337 and 344, Register's Office for Davidson County, Tennessee.

Tract 2:

LAND in Davidson County, Tennessee, being the property designated as Woodland Point, Section Nine, on a plan of such Section prepared by LandDesign Surveying dated May 15, 2002, and more particularly described as follows:

BEGINNING at a point in the southwestern right-of-way of Woodland Point Drive at the eastern corner of Lot 2, as shown on the Final Plat of Woodland Point,

Phase I, First Revision, of record as Instrument No. 20000713-0069314; thence, along the southwestern right-of-way of Woodland Point Drive, South 37° 27' 27" East a distance of 90.25 feet to a point; thence, South 37° 27' 26" East a distance of 71.78 feet to a point; thence, along a curve to the left, the radius of which is 385.90 feet, the central angle of which is 8° 57' 07", a chord bearing of South 44° 21' 30" East, chord length 60.23 feet, tangent 30.21 feet, along an arc length of 60.23 feet to the TRUE POINT OF BEGINNING; thence, continuing along the southern right-of-way of Woodland Point Drive along a curve to the left, the radius of which is 351.93 feet, the central angle of which is 36° 30' 42", a chord bearing of South 67° 31' 25" East, chord length 220.49 feet, tangent 116.09 feet, along an arc length of 224.26 feet to a point; thence, continuing along the southern right-of-way of Woodland Point Drive, South 85° 53' 04" East a distance of 26.65 feet to a point; thence, leaving the right-of-way of Woodland Point Drive, South 04° 06' 56" West a distance of 20.0 feet to a point; thence South 21° 58' 22" West a distance of 189.95 feet to a point; thence South 01° 28' 06" West a distance of 115.69 feet to a point; thence, South 40° 54' 49" East a distance of 115.69 feet to a point; thence, South 83° 18' 07" East a distance of 115.69 feet to a point; thence South 57° 59' 02" East a distance of 110.74 feet to a point; thence South 14° 41' 28" West a distance of 279.66 feet to a point; thence North 78° 52' 42" West a distance of 267.94 feet to a point; thence North 80° 50' 35" West a distance of 335.31 feet to a point; thence North 08° 41' 05" East a distance of 136.95 feet to a point; thence, South 81° 25' 38" East a distance of 62.65 feet to a point; thence North 09° 36' 09" East a distance of 64.63 feet to a point; thence North 01° 32' 55" East a distance of 106.64 feet to a point; thence, North 02° 48' 10" West a distance of 238.43 feet to a point; thence North 36° 45' 23" East a distance of 235.32 feet to the TRUE POINT OF BEGINNING, and containing 6.95 acres, more or less.

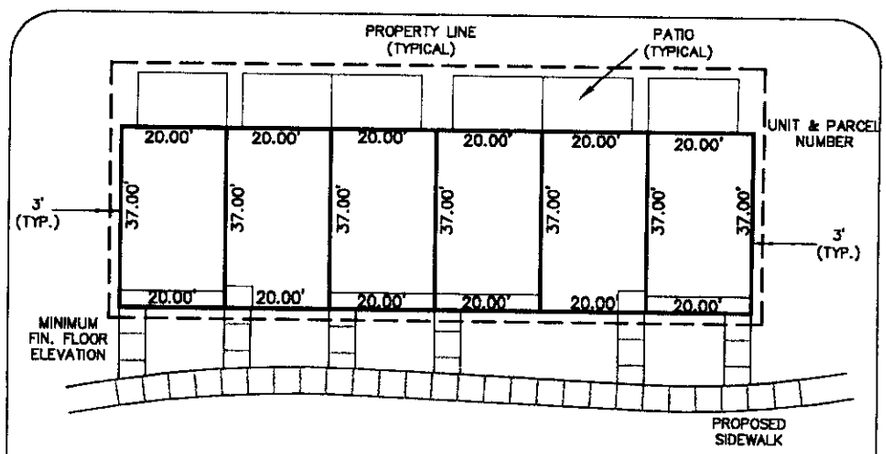
Being part of the same property conveyed to James R. Carbine, Trustee by deeds from Recorp-Percy Priest Associates Limited Partnership of record in Book 11539, pages 337 and 344, Register's Office for Davidson County, Tennessee.

WOODLAND POINTE

PHASE 9 – EXHIBIT B

GENERAL NOTE:

1. The purpose of this recording is to establish a property line within Parcel 74 and to create 76 townhomes in a horizontal property regime (private element).
2. Bearings are based on the boundary & subdivision Plat of Woodland Pointe as of record in Instrument # 20011011110678 R.O.D.C., Tennessee.
3. This property is currently zoned RM–9 (low/medium intensity multi–family development).
4. No title report furnished for this exhibit, therefore, this exhibit is subject to the findings of an accurate title search.
5. By graphic plotting only, this property is not within a flood hazard area as shown on Federal Emergency Management Agency Flood Boundary Map Community Panel No. 47037C 0357 F and 0400– dated April 20, 2001, Zone "X"
6. This property is a portion of Parcel 74 as shown on Davidson County Property Map No. 122.
7. This exhibit has not physically located the underground utilities above ground and underground utilities shown were taken from visible appurtenances at the site, public records and/or maps prepared by others. This surveyor makes no guarantee that the underground utilities shown comprise all such utilities in the area, whether in service or abandoned. This exhibit further does not warrant that the underground utilities shown are in the exact location indicated. Therefore, reliance upon type, size and location of the utilities shown should be done so with this circumstance considered, detailed verification of existence. Location and depth should also be made prior to any decision relative thereto is made in Tennessee. It is a requirement, per "The Underground Utility Damage Prevent Act, that anyone who engages in excavation must notify all known underground utility owners, no less than (3) nor more than ten(10) working days prior to the date of their intent to excavate and also to avoid any possibility hazard or conflict. Tennessee One Call 1–800–366– 1967.
8. Individual water service and sanitary sewer service lines are required for each parcel.
9. All private roadways shown are hereby dedicated as public utility and drainage easements. All areas that are not covered by a building, pavement, sidewalk or other structure is considered common area and dedicated as a public utility and drainage easement.
10. Any excavation, fill or disturbance of the existing ground elevation must be done in accordance with Storm Water Management Ordinance No. 76–840 and approved by the Metropolitan Department of Water Services.



1. 3.0' BUILDING SETBACK FROM PROPERTY LINE(TYPICAL ALL UNITS). BUILDING TO BE PART OF THE LAND.

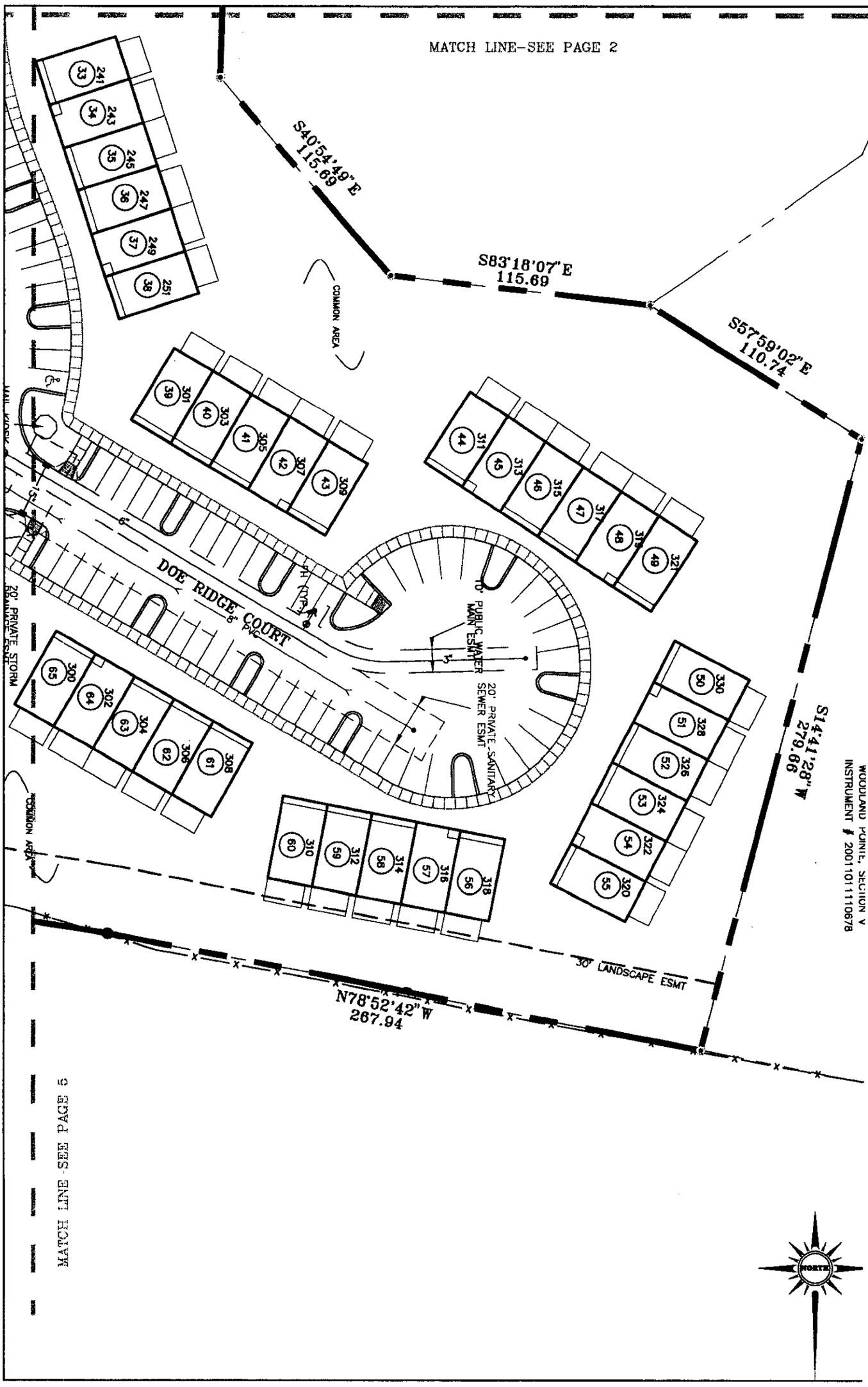
2. DIMENSIONS SHOWN ARE TO OUTSIDE FACE OF BRICK.

NOT TO SCALE

Property ownership boundary	
Building set–back line	
Easement	
Lot line	
New Monument	
Existing monuments	
Iron Pin (O)	
Iron Pin (N)	
Lot number	(1)
Property map parcel number	(74)
Pertains to property map	121

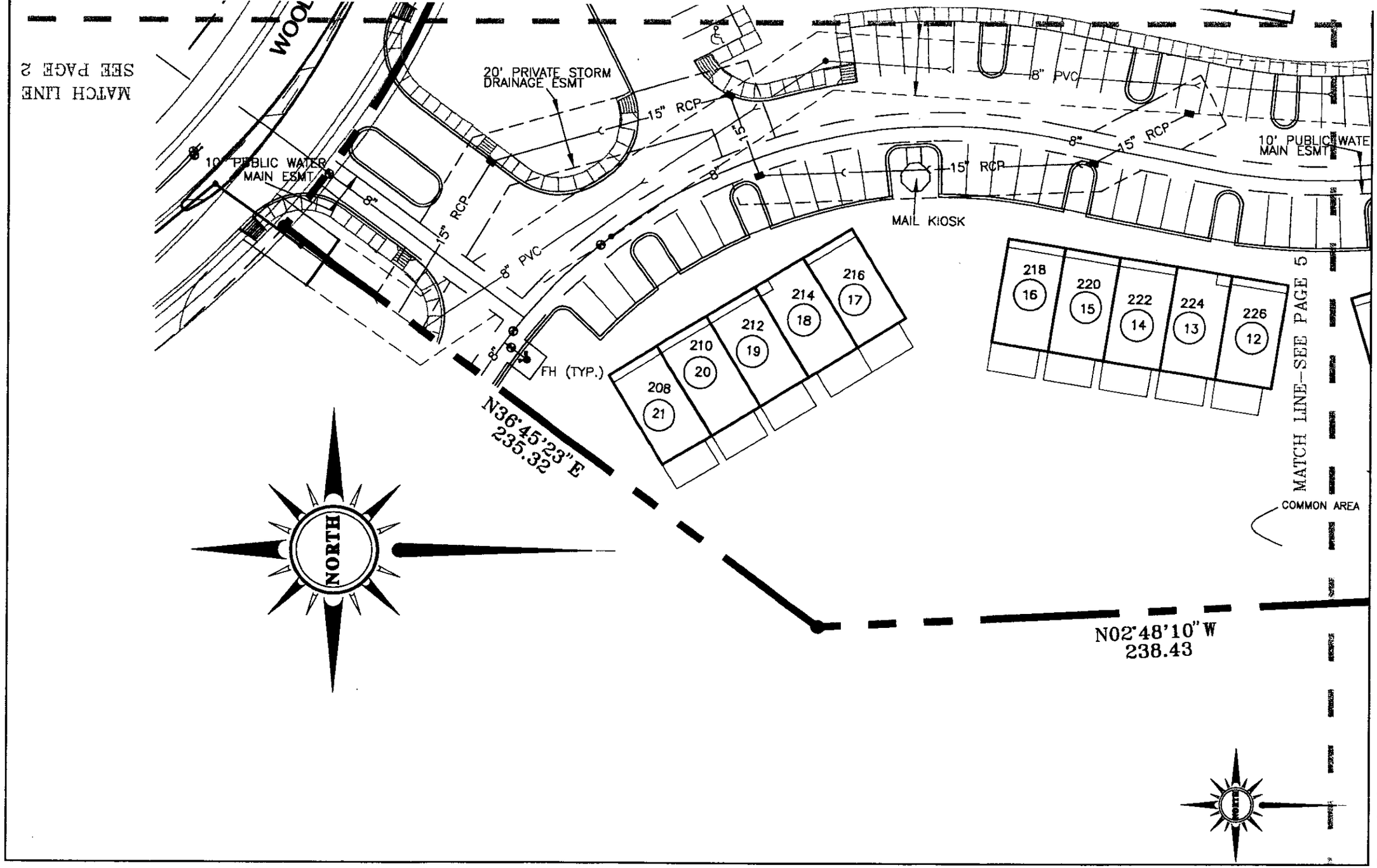
MATCH LINE-SEE PAGE 4
WOODLAND POINTE DRIVE
60' R/W
R=351.93
L=224.26
T=116.09
D=36°30'42"
CH=S87°31'25"E
220.49
S85°53'04"E
26.65
S04°06'56"W
20.00
S21°58'22"W
189.93
S01°28'06"W
115.69
WOODLAND POINTE, SECTION II
INSTRUMENT # 200060700056761
MATCH LINE-SEE PAGE 3
20' PRIVATE SANITARY SEWER EASMT
219
221
223
225
227
229
231
233
235
237
239
NORTH

SCALE: 1"=5

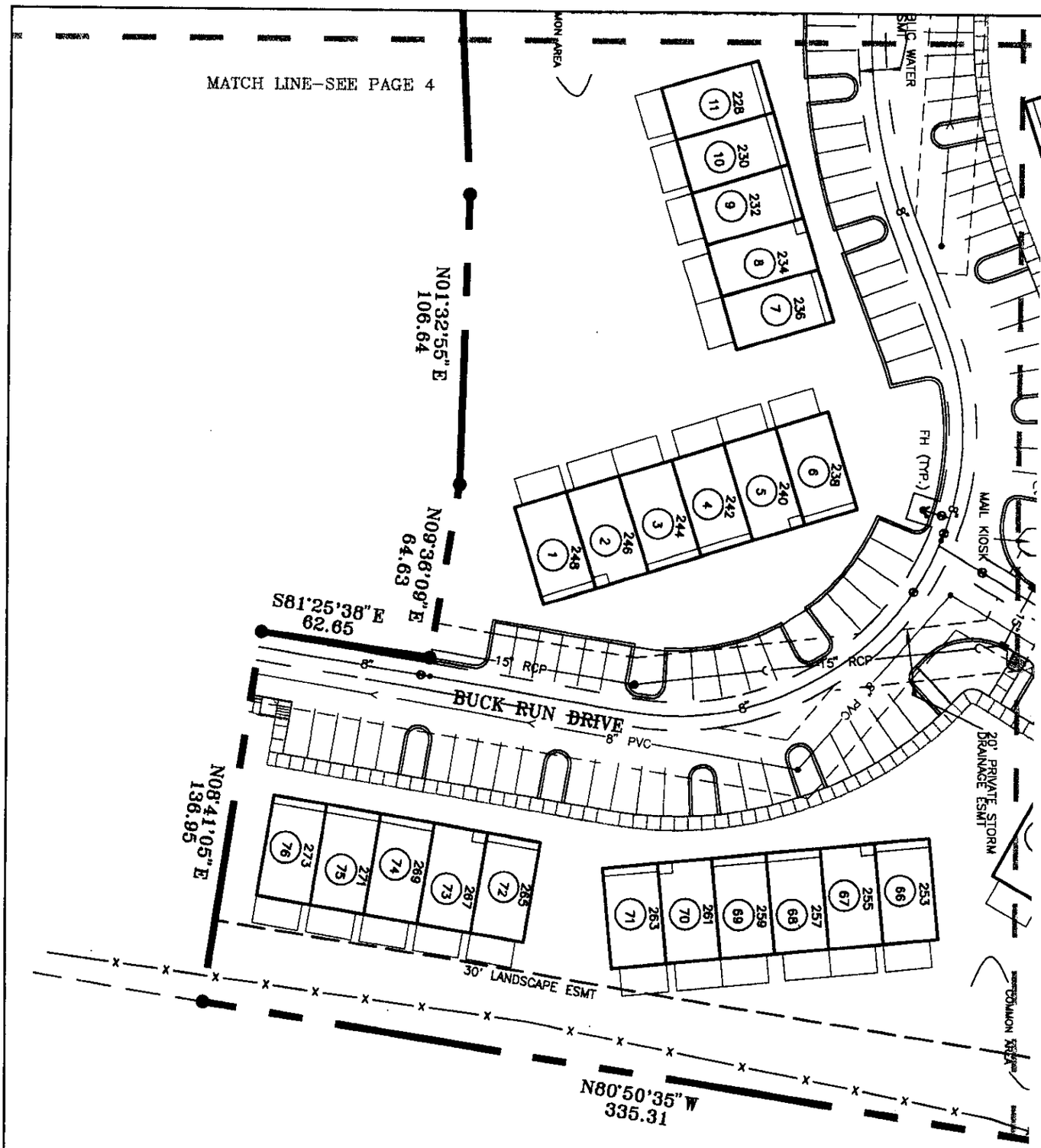


WOODLAND POINTE, SECTION V
INSTRUMENT # 200110111110678

SCALE: 1"=5


MATCH LINE
SEE PAGE 2
20' PRIVATE STORM
DRAINAGE ESMT
15" RCP
8" PVC
10' PUBLIC WATER
MAIN ESMT
MAIL KIOSK
FH (TYP.)
208
21
210
20
212
19
214
18
216
17
218
16
220
15
222
14
224
13
226
12
N36°45'23"E
235.32
N02°48'10"W
238.43
MATCH LINE-SEE PAGE 5
COMMON AREA
NORTH

SCALE: 1"=5


MATCH LINE-SEE PAGE 4
N01°32'55"E
106.64
N09°36'09"E
64.63
S81°25'38"E
62.65
N08°41'05"E
136.95
N80°50'35"W
335.31
BUCK RUN DRIVE
8" PVC
15" RCP
15" RCP
8" PVC
30' LANDSCAPE ESMT
28' PRIVATE STORM DRAINAGE ESMT
MAIL KIOSK
FH (TYP.)
BLIC WATER ESMT
MON AREA
COMMON AREA
MATCH LINE-SEE PAGE 6
NORTH

SCALE: 1"=5

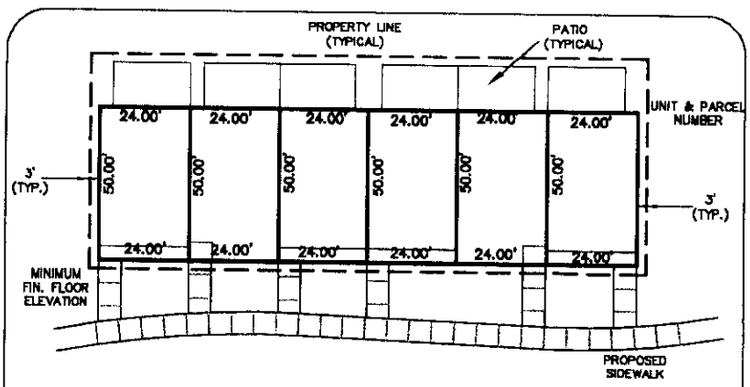
WOODLAND POINTE

PHASE 10 – EXHIBIT C

GENERAL NOTE:

1. The purpose of this recording is to establish a property line within Parcel 74 and to create 99 townhomes in a horizontal property regime (private element).
2. Bearings are based on the boundary & subdivision Plat of Woodland Pointe as of record in Instrument # 20011011110678 R.O.D.C., Tennessee.
3. This property is currently zoned RM-9 (low/medium intensity multi-family development).
4. No title report furnished for this exhibit, therefore, this exhibit is subject to the findings of an accurate title search.
5. By graphic plotting only, this property is not within a flood hazard area as shown on Federal Emergency Management Agency Flood Boundary Map Community Panel No. 47037C 0357 F and 0400- dated April 20, 2001, Zone "X"
6. This property is a portion of Parcel 74 as shown on Davidson County Property Map No. 121.
7. This exhibit has not physically located the underground utilities above ground and underground utilities shown were taken from visible appurtenances at the site, public records and/or maps prepared by others. This surveyor makes no guarantee that the underground utilities shown comprise all such utilities in the area, whether in service or abandoned. This exhibit further does not warrant that the underground utilities shown are in the exact location indicated. Therefore, reliance upon type, size and location of the utilities shown should be done so with this circumstance considered, detailed verification of existence. Location and depth should also be made prior to any decision relative thereto is made in Tennessee. It is a requirement, per "The Underground Utility Damage Prevent Act, that anyone who engages in excavation must notify all known underground utility owners, no less than (3) nor more than ten(10) working days prior to the date of their intent to excavate and also to avoid any possibility hazard or conflict. Tennessee One Call 1-800-366-1967.
8. Individual water service and sanitary sewer service lines are required for each parcel.
9. All private roadways shown are hereby dedicated as public utility and drainage easements. All areas that are not covered by a building, pavement, sidewalk or other structure is considered common area and dedicated as a public utility and drainage easement.
10. Any excavation, fill or disturbance of the existing ground elevation must be done in accordance with Storm Water Management Ordinance No. 76-840 and approved by the Metropolitan Department of Water Services.

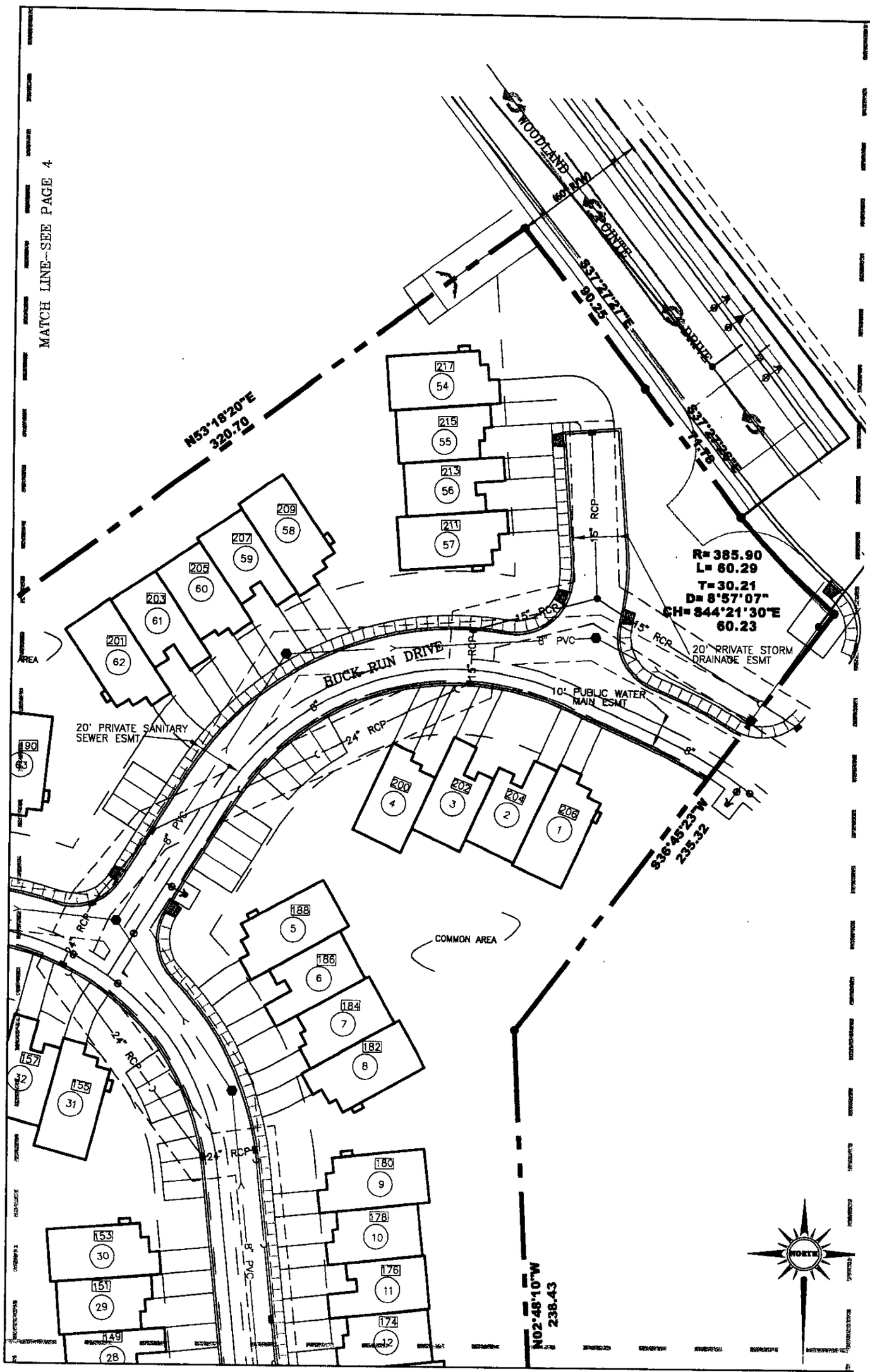
IRON PIN (NEW)	AIR CONDITIONER
IRON PIN (OLD)	FIRE HYDRANT
MONUMENT (NEW)	WATER VALVE
MONUMENT (OLD)	WATER METER
SANITARY MANHOLE	GAS VALVE
CATCH BASIN	PROPERTY LINE
DOUBLE CATCH BASIN	EASEMENT LINE
TRIPLE CATCH BASIN	FENCE LINE
CLEAN OUT	SAN. SEWER LINE
LIGHT STANDARD	WATER LINE
POWER\TELEPHONE POLE	POWER LINE
GUY WIRE	UNDERGROUND TELEPHONE
UNDERGROUND TELEPHONE	UNDERGROUND POWER
UNDERGROUND POWER	CONCRETE AREA
CABLE TELEVISION	GAS LINE
ELECTRIC TRANSFORMER	135 STREET ADDRESS



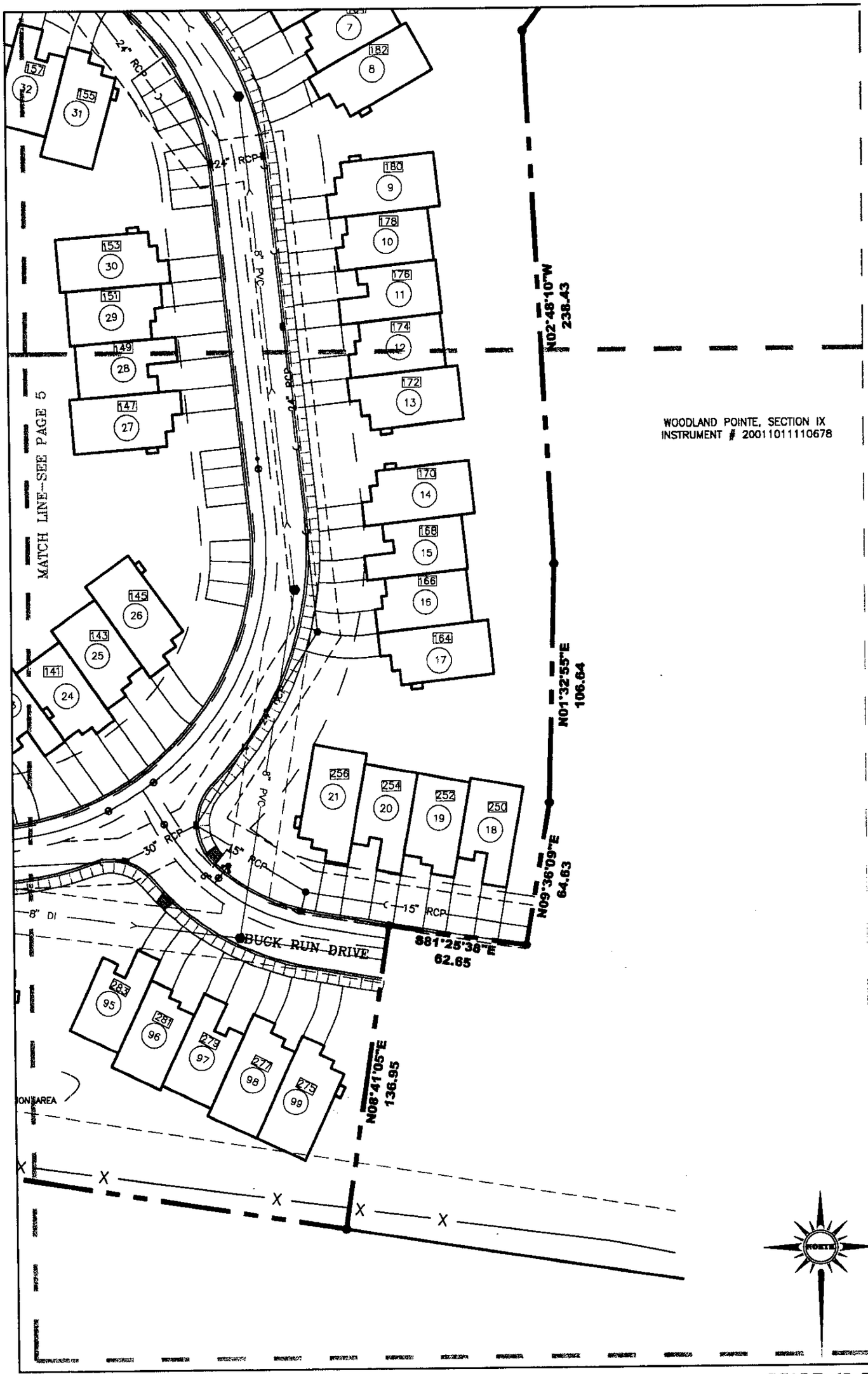
1. 3.0' BUILDING SETBACK FROM PROPERTY LINE(TYPICAL ALL UNITS). BUILDING TO BE PART OF THE LAND.

2. DIMENSIONS SHOWN ARE TO OUTSIDE FACE OF BRICK.

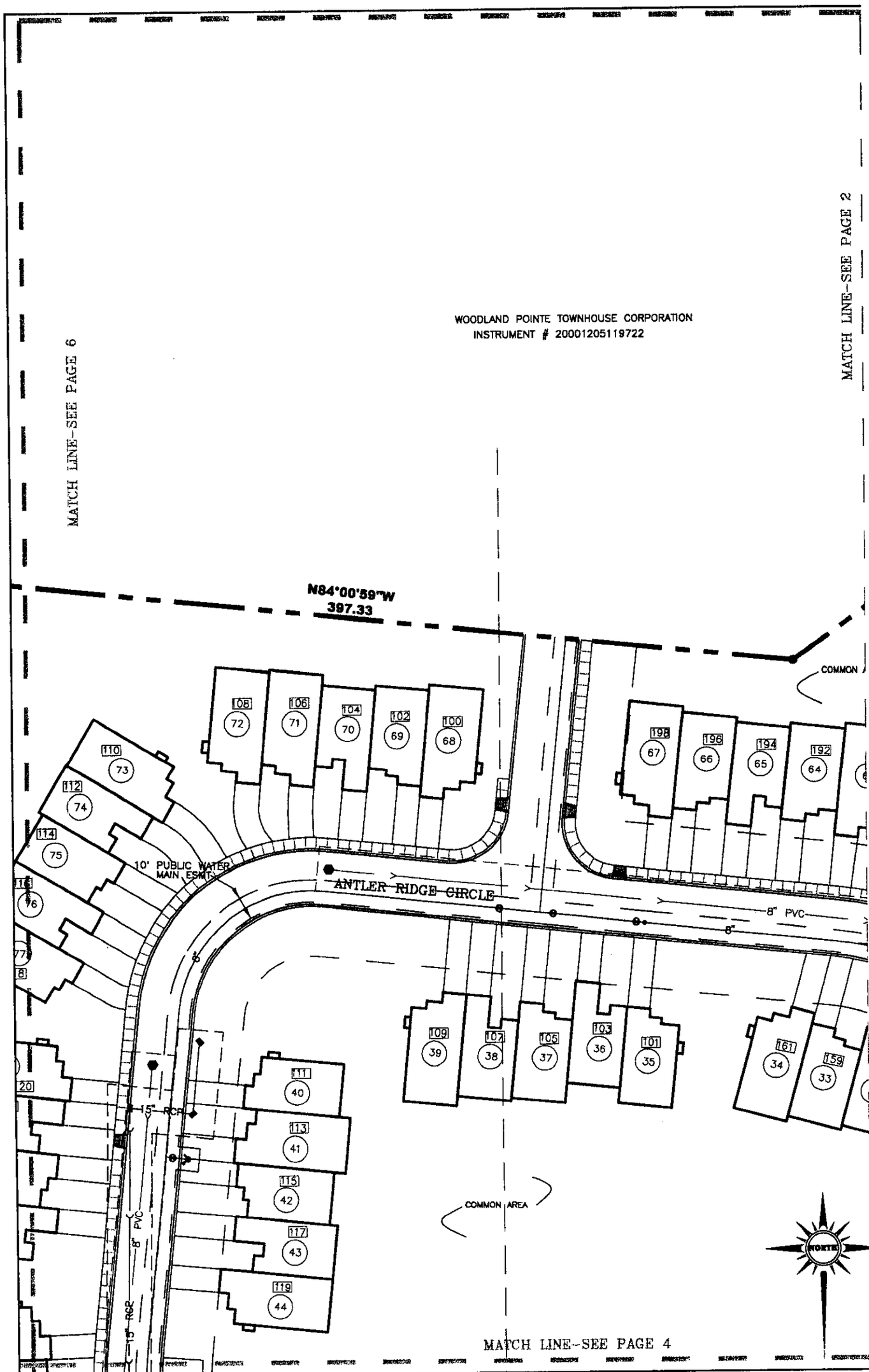
NOT TO SCALE


MATCH LINE-SEE PAGE 4
WOODLAND ROAD
60' R/W
S37°27'27"E
90.25
N53°18'20"E
320.70
S37°27'27"E
74.78
R= 385.90
L= 60.29
T= 30.21
D= 8°57'07"
CH= S44°21'30"E
60.23
15" RCP
8" PVC
20' PRIVATE STORM DRAINAGE ESMT
BUCK RUN DRIVE
10' PUBLIC WATER MAIN ESMT
20' PRIVATE SANITARY SEWER ESMT
24" RCP
COMMON AREA
S36°45'23"W
235.32
N02°48'10"W
238.43
NORTH
217
54
215
55
213
56
211
57
209
58
207
59
205
60
203
61
201
62
200
4
202
3
204
2
206
1
188
5
186
6
184
7
182
8
180
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12
190
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157
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159
31
153
30
151
29
149
28

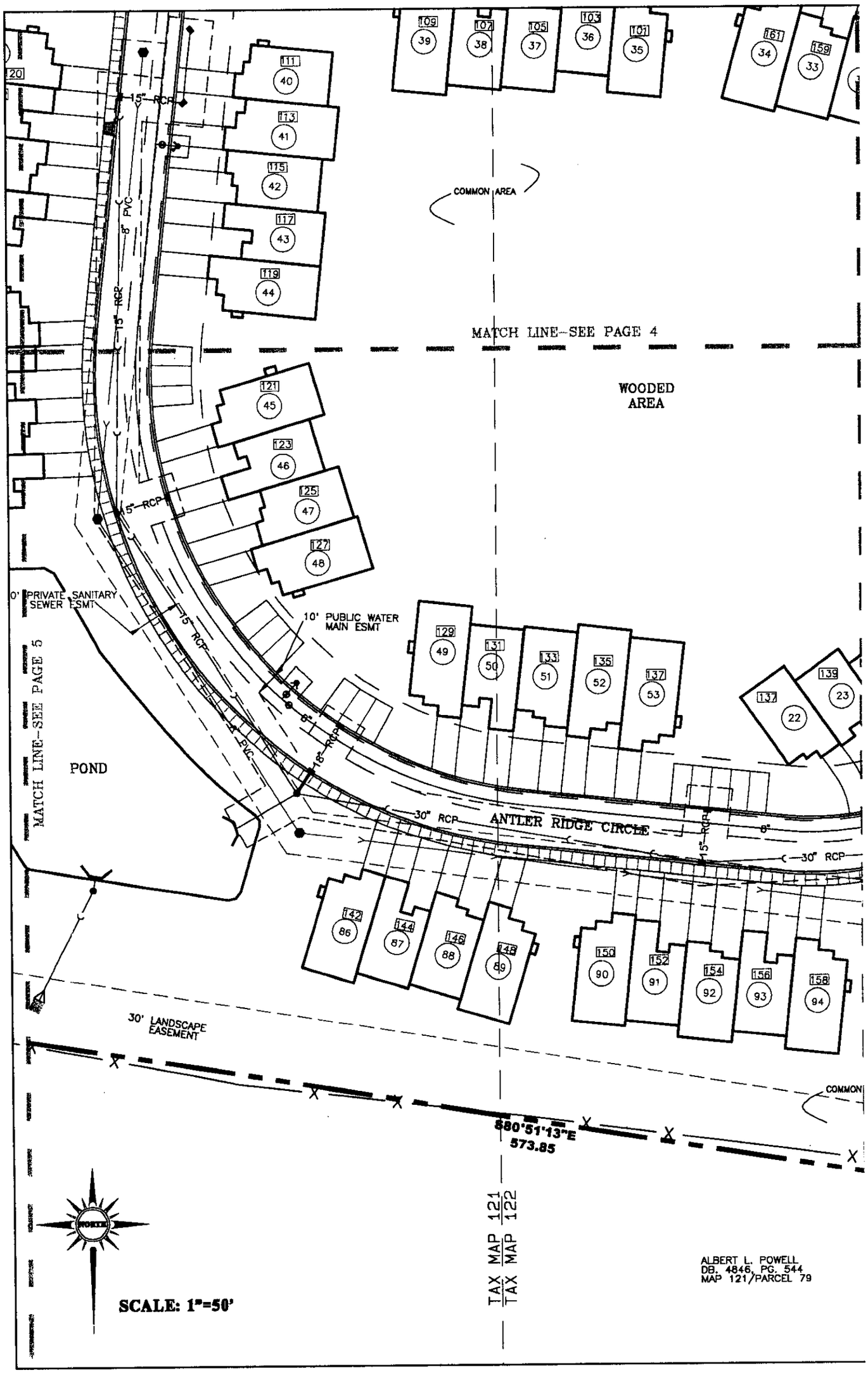
SCALE: 1"=5(

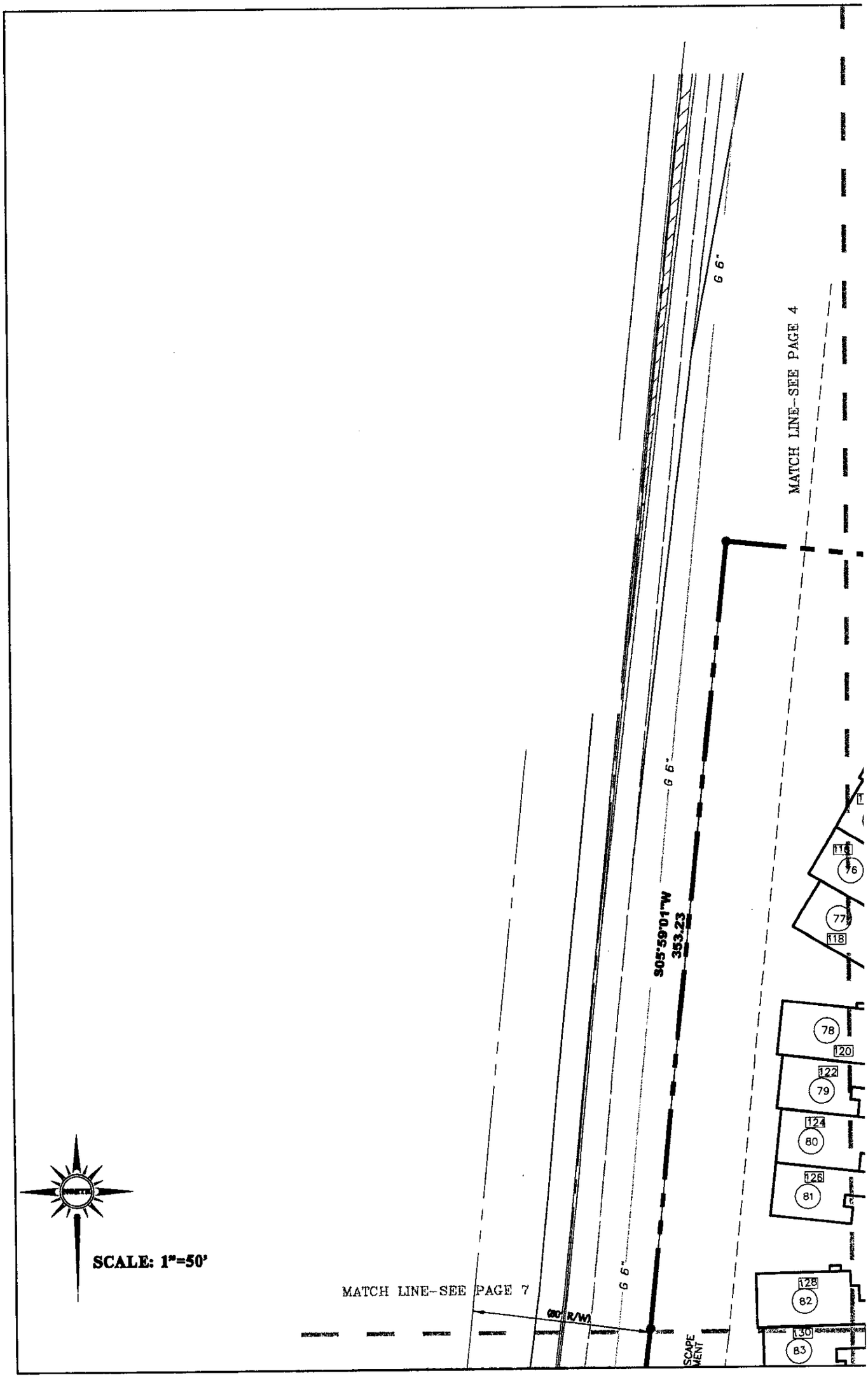

MATCH LINE--SEE PAGE 5
WOODLAND POINTE, SECTION IX
INSTRUMENT # 20011011110678
N02°48'10"W
238.43
N01°32'55"E
106.64
N09°36'09"E
64.63
S81°25'38"E
62.65
N08°41'05"E
136.95
BUCK RUN DRIVE
24" RCP
8" PVC
30" RCP
15" RCP
8" DI
NORTH

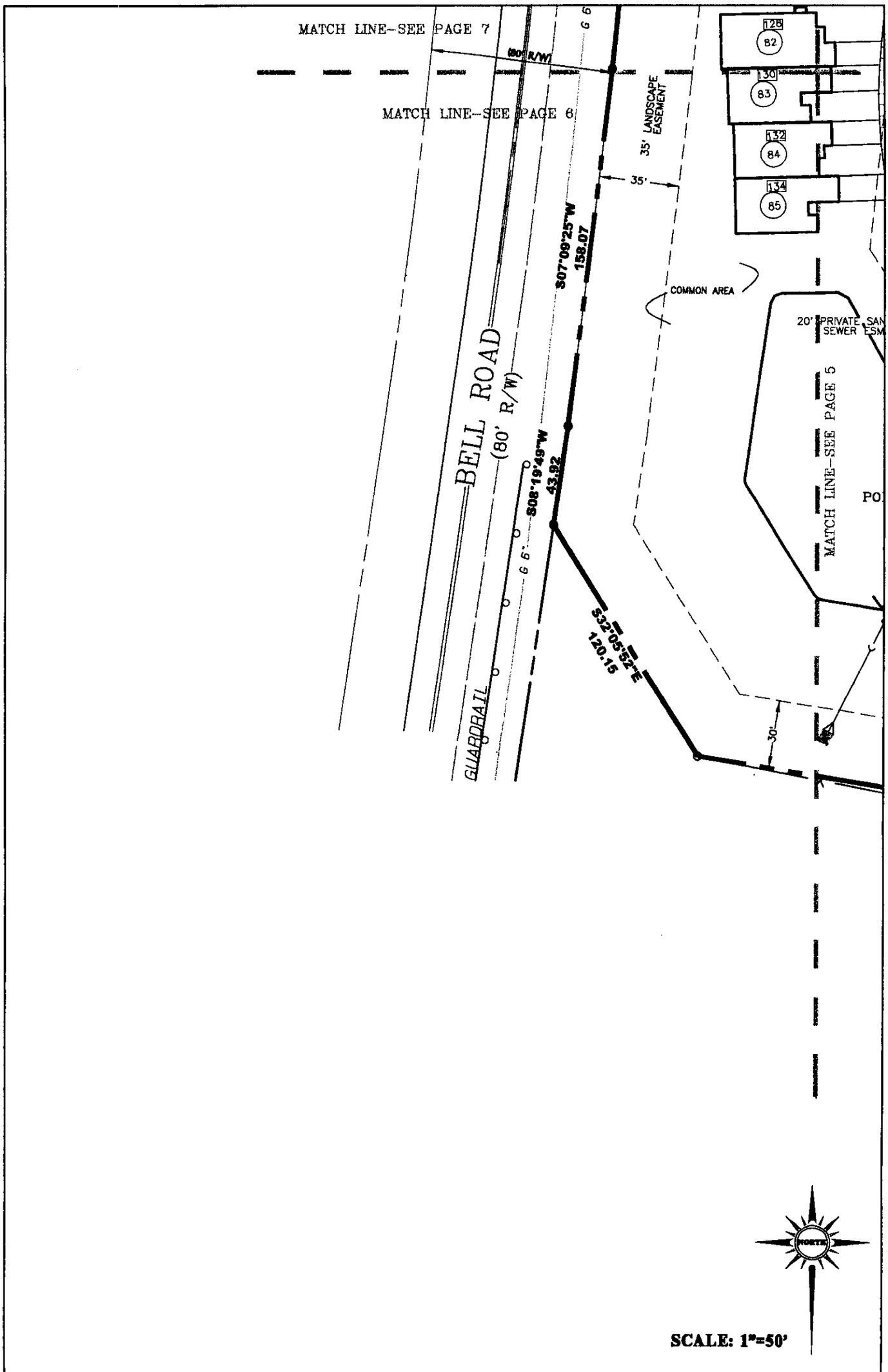
SCALE: 1"=5


MATCH LINE-SEE PAGE 6
MATCH LINE-SEE PAGE 2
WOODLAND POINTE TOWNHOUSE CORPORATION
INSTRUMENT # 20001205119722
N84°00'59"W
397.33
COMMON
ANTLER RIDGE CIRCLE
10' PUBLIC WATER MAIN ESMT.
8" PVC
15" RCP
8" PVC
15" RCP
COMMON AREA
MATCH LINE-SEE PAGE 4
NORTH

SCALE: 1"=5


MATCH LINE-SEE PAGE 4
WOODED AREA
COMMON AREA
15" RCP
8" PVC
15" RCP
15" RCP
10' PRIVATE SANITARY SEWER ESMT
10' PUBLIC WATER MAIN ESMT
15" RCP
8" PVC
18" RCP
MATCH LINE-SEE PAGE 5
POND
30" RCP
ANTLER RIDGE CIRCLE
15" RCP
8"
30" RCP
30' LANDSCAPE EASEMENT
COMMON
S80°51'13"E
573.85
TAX MAP 121
TAX MAP 122
ALBERT L. POWELL
DB. 4846, PG. 544
MAP 121/PARCEL 79
SCALE: 1"=50'


MATCH LINE-SEE PAGE 4
S05°59'01"W
353.23
66'
66'
66'
MATCH LINE-SEE PAGE 7
80' R/W
SCAPE MENT
SCALE: 1"=50'
116
76
77
118
78
120
122
79
124
80
126
81
128
82
130
83


MATCH LINE-SEE PAGE 7
MATCH LINE-SEE PAGE 6
BELL ROAD
(80' R/W)
GUARDRAIL
35' LANDSCAPE EASEMENT
35'
N07°09'25"W
158.07
S08°19'49"W
43.92
S32°05'52"E
120.15
COMMON AREA
20' PRIVATE SAN SEWER ESM
MATCH LINE-SEE PAGE 5
30'
128
82
130
83
132
84
134
85
NORTH
SCALE: 1"=50'