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This Instrument Prepared By:
Mudter Morgan & Patterson
Attorneys-at-Law
2000 Richard Jones Road, Suite 110
Nashville, Tennessee 37215
file # 24064

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AMENDMENT AND RESTATEMENT
OF
MASTER DEED FOR
NEW COURT AT WOODLAWN

THIS AMENDMENT AND RESTATEMENT executed this 22nd day of April, 2005, by ALLDREDGE KIRBY DEVELOPMENT, LLC (the "Developer").

WITNESSETH:

WHEREAS, a horizontal property regime for NEW COURT AT WOODLAWN was created by the filing of the Master Deed which appears as Instrument No. 20050311-0027387, Register's Office for Davidson County, Tennessee (the "Master Deed"); and

WHEREAS, it was the intention of the Developer in filing the Master Deed to created a planned unit development with private elements pursuant to the provisions of T.C.A. Section 66-27-103; and

WHEREAS, the Master Deed failed to comply with certain requirements of T. C. A. Section 66-27-103; and

WHEREAS, the Developer wishes to correct the Master Deed to establish compliance with T. C. A. Section 66-27-103 and to correct the manner in which the Master Deed was executed and acknowledged.

NOW, THEREFORE, in consideration of the premises, the Developer hereby amends and restates the Master Deed as follows:

1. The title of the Master Deed is amended and restated to read:

   MASTER DEED ESTABLISHING A PLANNED UNIT DEVELOPMENT WITH PRIVATE EASEMENTS FOR NEW COURT AT WOODLAWN.

2. The second paragraph of page 1 of the Master Deed is amended to read as follows:

The Developer submits the Property and improvements thereon to a planned unit development with private elements pursuant to the provisions of Chapter 27 of Title 66, Tennessee Code Annotated, as the same may be amended or supplemented from time to time (the "Act") and Section 66-27-103 thereof. The planned unit development shall be known as New Court at Woodlawn (the "Development"). The Developer makes the following declarations regarding divisions, limitations, expansions, restrictions, reservations, easements, covenants and conditions, hereby declaring that the Property shall be held, conveyed, mortgaged, encumbered, leased, rented, used, occupied and improved subject to this Master Deed. The provisions of this Master Deed constitute covenants running with the land and are binding on and for the benefit of present and future owners, lessees and mortgagees of any part of the Condominium.

3. All references to "Condominium" in the Master Deed are changed to Development.

4. The attorney's opinion required by T.C.A. Section 66-27-103 is attached hereto as Exhibit "A".

5. The execution by the Developer on the Master Deed is corrected as follows:

ALLDREDGE KIRBY DEVELOPMENT, LLC.

BY: _____

STEVEN C. KIRBY, Secretary

6. All other provisions of the Master Deed except as amended and restated herein shall remain in full force and effect.

IN WITNESS WHEREOF, Developer has executed this instrument as of the day and year first above-written.

ALLDREDGE KIRBY DEVELOPMENT, LLC.

BY: _____
STEVEN C. KIRBY, Secretary

STATE OF TENNESSEE, COUNTY OF DAVIDSON SS.:

Before me, the undersigned, of the State and County aforesaid, personally appeared STEVEN C. KIRBY, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Secretary of ALLDREDGE KIRBY DEVELOPMENT, LLC, A Tennessee Limited Liability Company, the within named bargainor, and that he as such Secretary executed the foregoing instrument for the purposes therein contained, by signing the name of ALLDREDGE KIRBY DEVELOPMENT, LLC, A Tennessee Limited Liability Company by himself as Secretary.

Witness my hand and official seal, at Nashville, Tennessee, this 22nd day of April, 2005.

_____
Notary Public

My commission expires:

GEORGE E. MUDTER, JR.
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

My Commission Expires JULY 19, 2008

STEVEN C. KIRBY, individual owner of Unit 1, New Court at Woodlawn, joins in the execution of this instrument for the purpose of consenting to all of the terms and conditions hereof.

STEVEN C. KIRBY, Individually

STATE OF TENNESSEE, COUNTY OF DAVIDSON SS.:

Before me personally appeared STEVEN C. KIRBY to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and official seal, at Nashville, Tennessee, this 22nd day of April, 2005.

Notary Public

My commission expires:

GEORGE E. MUDTER, JR.
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

My Commission Expires JULY 19, 2008

MUDTER, MORGAN & PATTERSON
ATTORNEYS AT LAW

2000 Richard Jones Road
Suite 103
P.O. Box 158805
Nashville, Tennessee 37215
(615) 383-4429
Facsimile (615) 383-2605

GEORGE E. MUDTER, JR.

WRITER'S E-MAIL: gem@mudtermorgan.com

April 25, 2005

Alldredge Kirby Development, LLC
110 Thirtieth Avenue, South
Suite 500
Nashville, TN 37212

Re: New Court at Woodlawn

Gentlemen:

In connection with the above referenced development, the undersigned has reviewed the following:

1. Master Deed for New Court at Woodlawn recorded as Instrument No. 20050311-0027387, Register's Office for Davidson County, Tennessee.
2. Amendment and Restatement of Master Deed for New Court at Woodlawn to which this opinion is attached.
3. Charter of Incorporation of New Court at Woodlawn, Inc. recorded as Instrument No. 20050103-0000760, Register's Office for Davidson County, Tennessee.
4. By-Laws for New Court at Woodlawn, Inc. attached as Exhibit "C" to the aforementioned Master Deed.
5. Site Plan for New Court at Woodlawn attached as Exhibit "B" to the aforementioned Master Deed.

Subject to a certificate of occupancy being issued for each individual unit, it is my opinion that the foregoing instruments constitute all legal documents required by Chapter 27 of Title 66 of the Tennessee Code Annotated for the creation of a planned unit development and, therefore, New Court at Woodlawn is a planned unit development created pursuant to T.C.A. Section 66-27-103.

Mudter, Morgan & Patterson

By: _____
George E. Mudter, Jr.

Enclosure