BILL GARRETT, Davidson County
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This instrument prepared by:
John T. Cook, Esq.
2927 Berry Hill Drive
Nashville, Tennessee 37204

Box 14
File No. 23490-2A

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

THIS FIRST SUPPLEMENTARY DECLARATION, made and entered into this 6th day of June, 2016 by OLE SOUTH/CRAIGHEAD JOINT VENTURE, a Tennessee joint venture ("OSC"), HERITAGE HILLS TOWNHOMES PARTNERS, a Tennessee general partnership ("HHTP") and HHT INVESTORS, LLC, a Tennessee limited liability company (the "LLC"), OSC, HHTP and the LLC being hereinafter collectively referred to as the "Declarants", joined by HERITAGE HILLS TOWNHOME OWNERS ASSOCIATION, a Tennessee non-profit corporation (the "Association").

WITNESSETH:

The Declarants collectively own the land which was subjected to the Declaration of Covenants, Conditions and Restrictions for Heritage Hills Townhomes, a Horizontal Property Regime with Private Elements as of record as Instrument No. 20080825-0087133, Register's Office for Davidson County, Tennessee, (the "Declaration"); and

WHEREAS, pursuant to the terms and provisions of the Declaration, the owners of not less than two-thirds of the Units within the project known as Heritage Hills Townhomes may amend the Declaration from time to time; and

WHEREAS, the Declarants have determined to amend the Declaration to (a) establish 26 new units which shall be known as Units 51 through and including 76, and (b) to decommission or eliminate one unit, being Unit No. 35, from continuing existence on account of the lack of feasibility of construction of such Unit 35; and

WHEREAS, the Declarants desire to execute and publish this First Supplementary Declaration.

NOW THEREFORE, for and in consideration of the premises and pursuant to the terms of the Declaration, Declarants hereby jointly declare this First Supplementary Declaration as follows:

1. The Exhibit "B" attached to and being a part of the Declaration of Covenants, Conditions and Restrictions for Heritage Hills Townhomes, a Horizontal Property Regime with Private Elements as of record as Instrument No. 20080825-0087133, said Register's Office, is hereby amended to establish the Units and Common Elements, shown on the attached Addendum to Exhibit B (being the only exhibit attached hereto). The Addendum to Exhibit B attached hereto shows the previously developed sections of the Property in a manner consistent with the original Declaration (excepting only Unit 35). Excepting only Unit 35, which is discussed in the following numbered paragraph, the Units which have been developed with residential Units located thereon as provided in the Declaration are not affected by this amendment. With the recording of this Declaration, there are no remaining areas of the Property which was described on Exhibit A to the original Declaration left in an undeveloped state. All references to Exhibit "B" as

contained in the Declaration shall mean and refer to the Addendum to Exhibit B attached hereto, together with the Exhibit "B" which was attached to the original Declaration of record as Instrument No. 20080825-0087133, Register's Office for Davidson County, Tennessee.

As additional information regarding the foregoing (and without changing the effect of the foregoing), the Declarants recognize that the second tract of land which was described by metes and bounds on Exhibit A to the original Declaration, said second tract being described on Page 4 of 4 of the original Exhibit A, has now been platted as a separate development parcel, being Lot 1 on the final plat of Heritage Hills, Phase 2, as of record as Instrument No. 20160510-0046341, Register's Office for Davidson County, Tennessee. The said Lot 1 on the final plat of Heritage Hills, Phase 2 is labeled as "Lot 3" on the attached Addendum to Exhibit B and such labeling has been allowed or used to avoid confusion with Lot 1 in Phase 1 of Heritage Hills.

2. OSC, with the consent of HHTP, the LLC and the Association, hereby declares that Unit 35, Heritage Hills Townhomes, although previously shown and depicted on the original Exhibit B to the Declaration, shall be decommissioned and eliminated as a Unit within the development known as Heritage Hills Townhomes. In furtherance of the above, the Declarants and the Association agree that from the recording of this First Supplementary Declaration forward, the previously platted Unit 35 shall be eliminated, voided, vacated and dissolved. The Declarants and the Association hereby request that the Metropolitan Government of Nashville and Davidson County, Tennessee ("Metro") amend the tax maps and planning database maps which are maintained by Metro to remove and eliminate the former Unit 35 from any continued existence. This decommissioning and elimination of the former Unit 35 has been done based upon the circumstance that the physical topography of the development site does not allow for the reasonable construction of the former Unit 35. The undersigned parties believe it is preferable to eliminate the former Unit 35 rather than to try and develop or construct a townhome unit on that site which would result in a permanent or persistent undesirable situation.

The land area where the former Unit 35 would have been developed or constructed shall henceforth be and become a part of the open space or common elements for the Heritage Hills Townhomes development, which shall be owned and maintained by the Association.

IN WITNESS WHEREOF, the undersigned have executed this First Supplementary Declaration this the 6th day of June, 2016.

OLE SOUTH/CRAIGHEAD JOINT VENTURE
a Tennessee joint venture

By: Ole South Properties, Inc.
a Tennessee corporation
as 50% Joint Venturer

By:_____
John D. Floyd, President

By: Craighead Development, LLC
a Tennessee limited liability company
as 50% Joint Venturer

By:_____
Carl A. Neuhoff, Jr., Asst. Chief Manager

HERITAGE HILLS TOWNHOMES PARTNERS
a Tennessee general partnership

By:_____
John D. Floyd, General Partner

By:_____
Carl A. Neuhoff, Jr., General Partner

By:_____
William R. Hostettler, Trustee of the William R. Hostettler May, 2008 Trust, General Partner

HHT INVESTORS, LLC
a Tennessee limited liability company

By:_____
William R. Hostettler, President

HERITAGE HILLS TOWNHOME OWNERS ASSOCIATION, a Tennessee non-profit corporation

By: Hostettler Neuhoff and Davis, LLC
a Tennessee limited liability company
D/B/A HND Management
as Managing Agent

By:_____
Carl A. Neuhoff, Jr., Asst. Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared John D. Floyd, 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 President of Ole South Properties, Inc., a Tennessee corporation (the "Corporation"), and who further acknowledged the Corporation to be a joint venturer of Ole South/Craighead Joint Venture, the within named bargainor, a Tennessee general partnership acting as a joint venture, and that he as the President of the Corporation, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing for and in behalf of the joint venture the name of the Corporation as joint venturer by himself as such President.

Witness my hand and official seal at office at Nashville, Tennessee, on this 6th day of June, 2016.

Kim B. Lockhart
Notary Public
My Commission Expires: 8-18-19

KIM B. LOCKHART STATE OF TENNESSEE NOTARY PUBLIC RUTHERFORD COUNTY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared Carl A. Neuhoff, Jr., 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 Asst. Chief Manager of Craighead Development, LLC, a Tennessee limited liability company (the "LLC"), and who further acknowledged the LLC to be a joint venturer of Ole South/Craighead Joint Venture, the within named bargainor, a Tennessee general partnership acting as a joint venture, and that he as such Asst. Chief Manager of the LLC, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing for and in behalf of the joint venture the name of the LLC as joint venturer by himself as such Asst. Chief Manager.

Witness my hand and official seal at office at Nashville, Tennessee, on this 6th day of June, 2016.

Roxane Gelband
Notary Public
My Commission Expires:

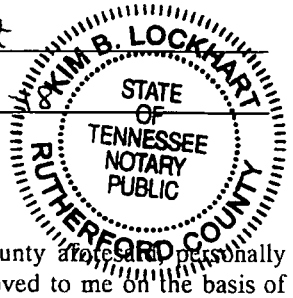
Roxane Gelband State of Tennessee NOTARY PUBLIC Williamson County My Commission Expires 07/18/2016

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared John D. Floyd, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a General Partner of Heritage Hills Townhomes Partners, 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 Nashville, Tennessee, this 6th day of June, 2016.

Kim B. Lockhart
Notary Public
My Commission Expires: 8-18-18

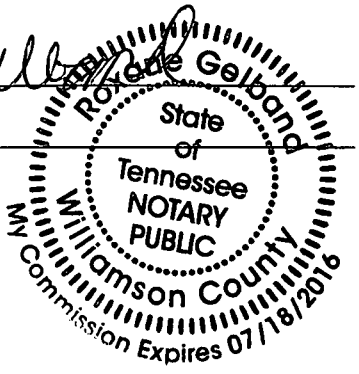


STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Carl A. Neuhoff, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a General Partner of Heritage Hills Townhomes Partners, 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 Nashville, Tennessee, this 6th day of June, 2016.

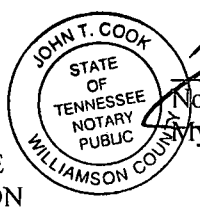
Notary Public
My Commission Expires:



STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared William R. Hostettler, Trustee of the William R. Hostettler May, 2008 Trust, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself as Trustee to be a General Partner of Heritage Hills Townhomes Partners, a Tennessee general partnership, the within named bargainor, and that he as Trustee 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 Trustee as General Partner.

WITNESS my hand and official seal at Nashville, Tennessee, this 6th day of June, 2016.

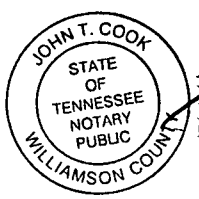


Notary Public
My Commission Expires: 2/13/17

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared William R. Hostettler, 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 President of HHT Investors, LLC, a Tennessee limited liability company, the within named bargainor, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as President.

WITNESS my hand and official seal at Nashville, Tennessee, this 6th day of June, 2016.



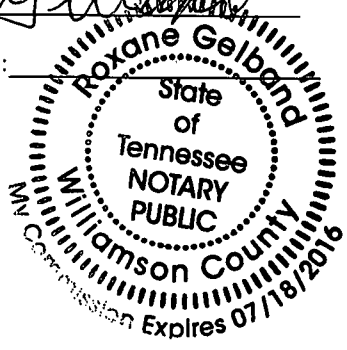
Notary Public
My Commission Expires: 2/13/17

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

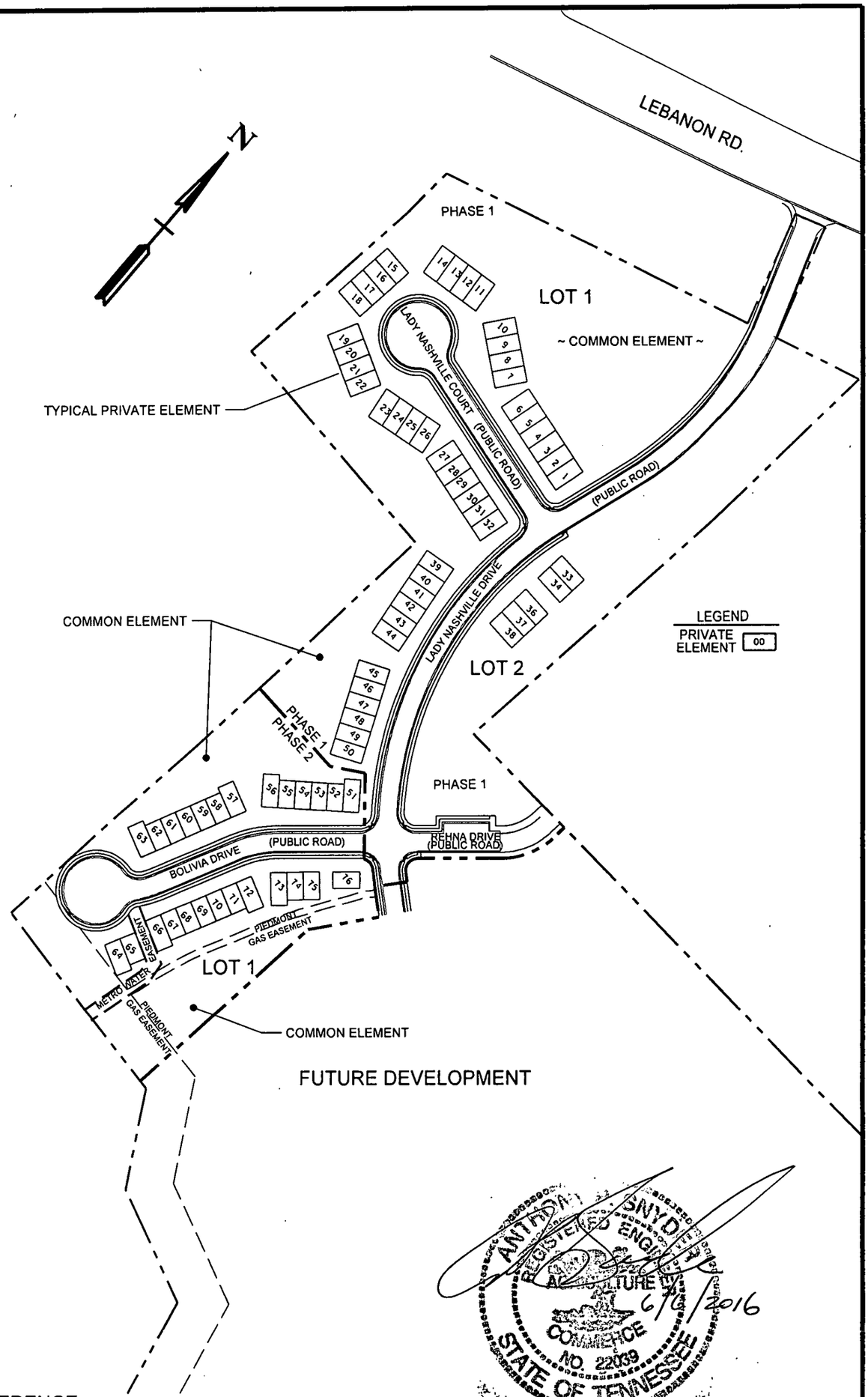
Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared Carl A. Neuhoff, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Asst. Chief Manager of Hostettler Neuhoff and Davis, LLC, a Tennessee limited liability company D/B/A HND Management (the "LLC"), and who further acknowledged the LLC to be the Managing Agent of Heritage Hills Townhome Owners Association, a Tennessee non-profit corporation, the within named bargainor, and that he as such Asst. Chief Manager of the LLC, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing for and in behalf of the corporation the name of the LLC as Managing Agent by himself as such Asst. Chief Manager.

Witness my hand and official seal at office at Nashville, Tennessee, on this 6th day of June, 2016.

Notary Public
My Commission Expires:



HeritageHillsSuppDCL.600.wpd



PLAT REFERENCE
HERITAGE HILLS PHASE 1
INSTRUMENT NO. 200708070093892
HERITAGE HILLS PHASE 2
INSTRUMENT NO. (TBD)

AREA
LOT 1= 7.58 ACRES
LOT 2= 2.72 ACRES
LOT 3= 1.99 ACRES

0 200 400 600

SCALE: FEET

ADDENDUM TO EXHIBIT B

HERITAGE HILLS PHASE 1 & PHASE 2
(PLANNED UNIT DEVELOPMENT)
12th COUNCILMATIC DISTRICT
HERMITAGE, DAVIDSON COUNTY, TENNESSEE

Snyder Engineering, pllc
CIVIL ENGINEERING SERVICES
2704 Larmon Drive
Phone 615-383-1699
Nashville, TN 37204
tonysnyder@comcast.net
Fax 615-297-7184