

Group 2047

**AMENDED AND RESTATED
 ELEVENTH AMENDMENT
 TO DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS AND RESERVATION OF EASEMENTS
 AND DECLARATION FOR HOMEOWNERS ASSOCIATION
 FOR
 PLANTATION POINTE**

THIS AMENDED AND RESTATED ELEVENTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RESERVATION OF EASEMENTS AND DECLARATION FOR HOMEOWNERS ASSOCIATION FOR PLANTATION POINTE (the "Amendment"), is made effective as of January 31st, 2001, by and among A & K Enterprise, Inc., a Kentucky corporation ("Declarant"), ERPS, INC., a Kentucky corporation ("ERPS"), and Savannah Lakes, LLC, a ~~Kentucky~~ ^{OHIO} limited liability company ("Savannah").

WITNESSETH:

WHEREAS, Declarant recorded in Miscellaneous Book 521, Page 57 of the Boone County, Kentucky recorder's office at Burlington, Kentucky, the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements and Declaration for Homeowners Association (the "Declaration") of Plantation Pointe (the "Project"); and

WHEREAS, Declarant recorded a certain Eleventh Amendment to the Declaration on March 31, 2000, in Miscellaneous Book 821, Page 420 of the Boone County, Kentucky Clerk's office, (the "Original Amendment") which Declarant and the other parties hereto desire to amend and restate as set forth herein; and

WHEREAS, as of the date of the recording of the Original Amendment, ERPS held the fee simple title to that certain parcel of real estate described in Exhibit "A" attached hereto and made a part hereof (the "Real Estate") being the same parcel of land described in the Original Amendment which mistakenly reflected Declarant as the fee simple owner thereof; and

WHEREAS, on June 8, 2000, ERPS conveyed its fee simple interest in and to the Real Estate to Savannah by virtue of that certain General Warranty Deed of record at Deed Book 782, Page 139 as re-recorded in Deed Book 783, Page 492, all references to the Boone County, Kentucky Clerk's records; and

WHEREAS, Declarant, ERPS and Savannah, all desire to set forth their intent to subject the Real Estate to the covenants, conditions, restrictions, easements, charges and liens as set forth in the Declaration as Additional Property and as provided in Article II, Section 3 thereof.

NOW, THEREFORE, for the purposes and pursuant to the procedures set forth in the Declaration, Declarant, ERPS and Savannah, supplement the Declaration as follows:

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Keating Muehlberg & Klekamp
 1400 President Tower
 East 4th St.
 Cincinnati, Ohio 45202

RETURN TO:

1. Pursuant to Article II, Section 3 of the Declaration, Declarant, ERPS and Savannah, hereby annex to the Project as Additional Property, the Real Estate as described in Exhibit "A" attached hereto so as to fully and completely subject said Additional Property to the terms and conditions of the Declaration.

Except as expressly modified by this Amendment or as may be necessary to effect the terms of this Amendment, the Declaration remains unchanged and is in full force and effect.

IN WITNESS WHEREOF, the Declarant, ERPS and Savannah, have caused their names to be hereunto subscribed by their respective officers as of the date first written above.

A & K ENTERPRISE, INC.,
a Kentucky corporation

By: Lawrence Erpenbeck
Lawrence Erpenbeck
Its: Vice-President

ERPS, INC.,
a Kentucky corporation

By: Lawrence Erpenbeck
Lawrence Erpenbeck
Its: President

SAVANNAH LAKES, LLC,
a ^{OHIO} ~~Kentucky~~ limited liability company

By: Matt Daniels
Printed Name: MATT DANIELS
Its: Member

STATE OF KENTUCKY)
) SS:
COUNTY OF BOONE)

Before me, a notary public in and for said County and State, personally appeared Lawrence Erpenbeck, Vice-President of A & K Enterprise, Inc., a Kentucky corporation, who represented that he is a duly authorized officer of the corporation, and who acknowledged that he did sign the foregoing instrument and that the same is his free and voluntary act and deed as such officer and is the free and voluntary act and deed of the corporation.

In testimony whereof, I have set my hand on this 31st day of January, 2001.

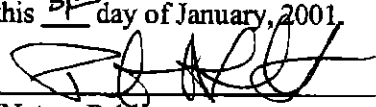
[Signature]
Notary Public
My commission expires: 3/20/03

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STATE OF KENTUCKY)
) SS:
COUNTY OF BOONE)

Before me, a notary public in and for said County and State, personally appeared Lawrence Erpenbeck, President of ERPS, Inc., a Kentucky corporation, who represented that he is a duly authorized officer of the corporation, and who acknowledged that he did sign the foregoing instrument and that the same is his free and voluntary act and deed as such officer and is the free and voluntary act and deed of the corporation.

In testimony whereof, I have set my hand on this 31st day of January, 2001.



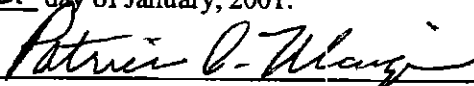
Notary Public
My commission expires: 3/20/03

STATE OF OHIO)
) SS:
COUNTY OF Hamilton)

Before me, a notary public in and for said County and State, personally appeared MATT DANIELS, MEMBER of Savannah Lakes, LLC, a Kentucky limited liability company, who represented that he is a duly authorized member of the limited liability company, and who acknowledged that he did sign the foregoing instrument and that the same is his free and voluntary act and deed as such member and is the free and voluntary act and deed of the company.

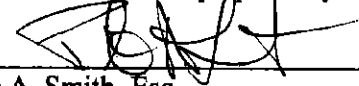


In testimony whereof, I have set my hand on this 31 day of January, 2001.



Notary Public
My commission expires: _____

This instrument was prepared by:



Pete A. Smith, Esq.
Strauss & Troy
50 East RiverCenter Blvd.
Suite 1400
Covington, Kentucky 41011
(513) 621-8900

PATRICIA A. MAUPIN
Notary Public, State of Ohio
My Commission Expires August 9, 2004

63444_1

EXHIBIT "A"

Located in the City of Florence, Boone County, Kentucky, and being more particularly described as follows:

Lot Numbers 1 through 8 of Savannah Lakes, Section One, as recorded in Document No. 48151, Group 4194, Book CAB4, Page 67 of the Plat Records of Boone County, Kentucky Clerk's office.

AND

Lot Numbers 9 through 11 and Lot Numbers 34 through 56 of Savannah Lakes, Section Two, as recorded in Document No. 48153, Group 4195, Book CAB4, Page 68 of the Plat Records of Boone County, Kentucky Clerk's office.

AND

Lot Numbers 12 through 33 and Lot Numbers 57 through 62 of Savannah Lakes, Section Three, as recorded in Document No. 48155, Group 4196, Book CAB4, Page 69 of the Plat Records of Boone County, Kentucky Clerk's office.

836007.1

Raymond Erpenbeck Consulting Engineers

ENGINEERS • SURVEYORS • PLANNERS

4205 DIXIE HIGHWAY • ELSMERE, KENTUCKY 41018 • (808) 717-4200

January 29, 2001

LEGAL DESCRIPTION

21.48 Acres

Remainder Parcel

Savannah Lakes, LLC

Being located on the west side of Wetherington Boulevard in the City of Florence, Boone County, Kentucky and being the remainder of the property conveyed to Savannah Lakes, LLC and being more particularly described as follows:

Beginning at an existing iron pin and cap on the southeast corner of the 43.50 acre parcel previously conveyed to Savannah Lakes, LLC on the west right of way line of Wetherington Boulevard; thence with said right of way N 02° 02' 01" E, 293.96 feet to the PC of a curve; thence with said curve to the left 16.40 feet, (r= 475.00 feet, chord N 01° 02' 39" E, 16.40 feet) to an existing iron pin and cap on the southeast corner of lot 48, Section Two, Savannah Lakes at Plantation Pointe; thence with the perimeter of Section Two and Three Savannah Lakes at Plantation Pointe for eighteen calls S 77° 07' 59" W, 716.05 feet to an existing iron pin and cap; thence N 80° 45' 40" W, 36.11 feet to an existing iron pin and cap; thence N 50° 15' 10" W, 347.81 feet; thence N 42° 04' 22" W, 50.00 feet; thence N 47° 55' 38" E, 26.46 feet; thence N 42° 04' 22" W, 84.59 feet to an existing iron pin and cap; thence N 27° 02' 33" W, 85.00 feet to an existing iron pin and cap; thence N 27° 23' 56" W, 314.75 feet to an existing iron pin and cap; thence N 67° 01' 21" E, 83.83 feet to an existing iron pin and cap; thence N 77° 07' 59" E, 85.84 feet; thence with a curve to the right 14.52 feet, (r= 125.00 feet, chord N 19° 47' 27" E, 14.51 feet);

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thence N 23° 07' 05" E, 4.68 feet; thence with a curve to the left 25.10 feet, (r= 20.00 feet, chord N 12° 50' 31" W, 23.49 feet) thence with a curve to the right 74.01 feet, (r= 125.00 feet, chord N 31° 50' 26" W, 72.93 feet) thence with a curve to the left 9.16 feet, (r= 20.00 feet, chord N 27° 59' 45" W, 9.08 feet) thence N 79° 06' 04" E, 52.37 feet; thence N 10° 53' 56" W, 51.75 feet; thence N 79° 06' 04" E, 125.00 feet to an existing iron pin and cap on the southwest corner of Boone County Board of Education (D.B. 643, pg. 269); thence with said line N 10° 53' 56" W, 470.18 feet to a set iron pin and cap; thence leaving said line and with the original line of the parcel conveyed to Savannah Lakes, LLC S 70° 06' 09" W, 713.79 feet to an existing iron pin and cap on the east line of Union village; thence with said line S 10° 53' 56" E, 621.44 feet to an existing iron pin and cap; thence with the original line of the parcel conveyed to Savannah Lakes, LLC N 70° 06' 09" E, 181.73 feet to an existing iron pin and cap; thence S 06° 47' 55" W, 151.94 feet to an existing iron pin and cap; thence S 27° 23' 56" E, 463.72 feet to an existing iron pin and cap; thence S 50° 15' 10" E, 445.11 feet to an existing iron pin and cap; thence S 60° 29' 03" E, 119.18 feet to an existing iron pin and cap; thence S 82° 25' 11" E, 122.36 feet to an existing iron pin and cap; thence N 77° 07' 59" E, 686.69 feet to the point of beginning and containing 21.48 acres.

Being all the remainder of the property conveyed to Savannah Lakes, LLC and recorded in D.B. 782, pg. 139** of the Boone County Clerks Office at Burlington, Kentucky.

The bearings shown hereon are based on final plat of record for Savannah Lakes, LLC. The existing iron pin and caps are 5/8" rebar with a plastic cap stamped "Erpenbeck LPS 2930, LPS 2931".

**and re-recorded in Deed Book 782, Page 492

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DOCUMENT NO: 50045
RECORDED ON: FEBRUARY 07, 2001 10:35:53AM
TOTAL FEES: \$15.00
GROUP : 2047
COUNTY CLERK: MARILYN K ROUSE
COUNTY: BOONE
DEPUTY CLERK: ELIZABETH PAYNE
BOOK MC848 PAGES 133 - 138