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

THIS THIRTEENTH 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 December 7<sup>th</sup>, 2000, by A & K Enterprise, Inc., a Kentucky corporation ("Declarant"), and ERPS, Inc., a Kentucky corporation ("ERPS").

**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, ERPS is the fee simple title holder of that certain parcel of real estate described in Exhibit A attached hereto and made a part hereof (the "Real Estate"); and

WHEREAS, Declarant and ERPS both desire to subject the Real Estate to the Association as said term is defined in the Declaration, to be used as Common Area as provided in Article II, Section 4 of the Declaration.

NOW, THEREFORE, for the purposes and pursuant to the procedures set forth in the Declaration, Declarant hereby amends the Declaration as follows:

1. Pursuant to Article II, Section 4 of the Declaration, Declarant and ERPS hereby subject the Real Estate to the Common Area provisions of the Declaration in favor of the Association such that all subsequent owners thereof shall acquire any interest therein subject to said Common Area provisions.

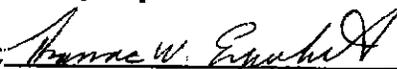
Except as expressly modified by this Amendment or as may be necessary to effect the terms of this Amendment, the Declaration remains unchanged and is in full force and effect.

IN WITNESS WHEREOF, the Declarant, A & K Enterprise, Inc., a Kentucky corporation, has caused its name to be hereunto subscribed by its President, Thomas W. Erpenbeck, effective as of the first date written above and ERPS, Inc., a Kentucky corporation, owner in fee simple of the Real Estate, has caused its name to be hereunto subscribed by its Vice President, Raymond Erpenbeck, effective as of the date first written above.

RAYMOND ERPENBECK  
CONSULTING ENGINEERS  
4205 DIXIE HIGHWAY  
ELSMERE, KY 41018

*Return To:*

A & K ENTERPRISE, INC.,  
a Kentucky corporation

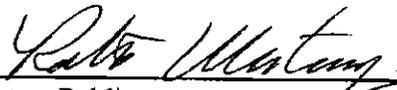
By:   
Thomas W. Erpenbeck  
Its: President

ERPS, INC., a Kentucky corporation

By:   
Printed Name: Raymond Erpenbeck  
Its: Vice President

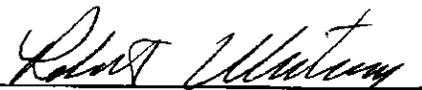
STATE OF KENTUCKY )  
                                  )  
COUNTY OF KENTON )

The foregoing instrument was acknowledged before me this 7<sup>TH</sup> day of December, 2000, by Thomas W. Erpenbeck, President of A & K Enterprise, Inc., a Kentucky corporation, as its and his free and voluntary act and deed.

  
Notary Public  
My Commission Expires: 2/16/2003

STATE OF KENTUCKY )  
                                  )  
COUNTY OF KENTON )

The foregoing instrument was acknowledged before me this 7<sup>TH</sup> day of December, 2000, by Raymond Erpenbeck, Vice President of ERPS, Inc., a Kentucky corporation, as its and his free and voluntary act and deed.

  
Notary Public  
My Commission Expires: 2/16/2003

This instrument was prepared by:

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

**Exhibit "A"**

Group No.: 2047

Being a parcel of land located in the City of Florence, Boone County, Kentucky, and being more particularly described as follows:

Unless stated otherwise, any monument referred to herein as a "pin and cap" is a set 5/8" diameter rebar, 18" in length, with a yellow cap stamped "Erpenbeck LS 249". All bearings are based upon Plats of Record for Tara Subdivision.

Beginning at a found pin and cap, on the east right of way line of Wetherington Boulevard, (Plat 587A) and being a corner of a 36.20 acre tract previously conveyed by ERPS, Inc. to Grand Communities, LTD and recorded in DB 716, page 44; thence with the south line of said tract S 69° 02' 00" E, 462.85 feet; thence with N 20° 58' 00" E, 158.04 feet; thence S 83° 48' 57" E, 250.00 feet to a pin and cap and being the REAL POINT OF BEGINNING; thence continuing with the said south line S 83° 48' 57" E, 97.55 to a found pin and cap; thence S 6° 42' 08" E, 15.00 feet; thence N 80° 53' 52" E, 609.93 feet; thence N 75° 13' 59" E 237.17 feet; thence N 12° 39' 19" W, 232.12 feet; thence N 77° 10' 25" E, 334.36 feet to a pin and cap, said point being on the Grantors east property line; thence with the said Grantors line S 12° 38' 3" E, 521.95 feet to a pin and cap and being a common corner with Vater (DB 204, page 224); thence with the common line with said Vater and its extensions S 77° 00' 25" W, 1,237.64 to a pin and cap; thence N 12° 59' 35" W, 165.19 feet to a pin and cap; thence N 83° 48' 57" W, 97.05 feet to a pin and cap; thence N 06° 11' 03" E, 185.00 feet to a pin and cap and being the REAL POINT OF BEGINNING and containing 10.570 acres more or less, according to a survey by Raymond Erpenbeck PLS 249, with Raymond Erpenbeck Consulting Engineers, on November 6, 2000 and being part of the same property conveyed to ERPS, Inc., by Anthony W. Erpenbeck et al by deed dated July 11, 1990 and recorded in Deed Book 432, page 210 in the records of the Boone County Clerk, Burlington, Kentucky.

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DOCUMENT NO: 43383  
RECORDED ON: DECEMBER 08, 2000 02:11:24PM  
TOTAL FEES: \$9.00  
GROUP : 2047  
COUNTY CLERK: MARILYN K ROUSE  
COUNTY: BOONE  
DEPUTY CLERK: RENAI PING

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