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Group 2047 and 4491

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

THIS TWENTY-EIGHTH 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 July 24, 2003 by A & K Enterprise, Inc., a Kentucky corporation ("Declarant").

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, as set forth in the Declaration, Declarant subjected the real estate described in Exhibit "A" thereto the Declaration (the "Phase I Property"); and

WHEREAS, Declarant has obtained title to and intends to develop an additional parcel of real estate to be known as Antebellum at Plantation Pointe, Section V, as more particularly described in Exhibit "A" attached hereto and made a part hereof (the "Additional Property"); and

WHEREAS, Declarant desires to subject this Additional Property to the covenants, conditions, restrictions, easements, charges and liens as set forth in the Declaration; and

WHEREAS, Article II, Section 3 of the Declaration provides for the annexation of said Additional Property to the Declaration by the Declarant.

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

1. Pursuant to Article II, Section 3 of the Declaration, Declarant hereby annexes to the Project the Additional Property as described in Exhibit A 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.

Return to:
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IN WITNESS WHEREOF, the Declarant, A & K Enterprise, Inc., a Kentucky corporation, owner in fee simple of the Additional Property, has caused its name to hereunto subscribed by its president effective as of the date first written above.

A & K ENTERPRISE, INC.,
a Kentucky corporation

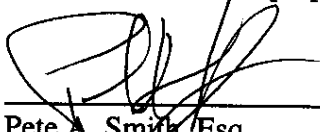
By: W. Thomas Erpenbeck
W. Thomas Erpenbeck
Its: President

STATE OF KENTUCKY)
COUNTY OF Kenton)

The foregoing instrument was acknowledged before me this 11 day of July, 2003 by W. Thomas Erpenbeck, President of A & K Enterprise, Inc., a Kentucky corporation.

Susan Begnoche (Fritsch)
Notary Public
My Commission Expires: 3-29-04

This instrument was prepared by:


Pete A. Smith, Esq.
Strauss & Troy
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Covington, Kentucky 41011
(513) 621-8900

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EXHIBIT "A"

Legal Description

**Section Five
Antebellum at Plantation Pointe**

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

Being all of Lot 46, 47, 48, 49, 50, 51, 52, 53, 54, 55 and 56, Section Five, Antebellum at Plantation Pointe, Plat Cabinet 4, ~~Page 369~~, Group 2047.
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DOCUMENT NO: 189378
RECORDED ON: JULY 25, 2003 09:03:05AM
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GROUP : 2047
COUNTY CLERK: MARILYN K ROUSE
COUNTY: BOONE COUNTY CLERK
DEPUTY CLERK: BARBARA

BOONE COUNTY
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