

SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR SECTION C, DICKENS PLACE PUD

Section 9 & 16, Plat Book 66, p.16-20
Township 2, Range 7

This Supplemental Declaration of Covenants and Restrictions made this 23rd day of April, 1999, by Dickens, LLC, a Mississippi Limited Liability Company, hereinafter referred to as "Declarant", WITNESSETH:

WHEREAS, Declarant is the developer of Dickens Place PUD and has filed an overall Amended and Restated Declaration of Covenants and Restrictions for Dickens Place PUD in the office of the Chancery Clerk of DeSoto County, Mississippi, said Declaration appearing of record in Deed Book 337, Page 257, in the office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, concurrent herewith Declarant is filing the plat for Section C, Dickens Place PUD, in said Chancery Clerk's Office; and

WHEREAS, as contemplated by the aforesaid Amended and Restated Declaration, Declarant shall establish the minimum square footage for dwelling houses to be constructed on the lots in each section prior to sale thereof and to place any further covenants, conditions or restrictions not contained in the original declaration that are to apply to particular sections of the development as plats are recorded; and

WHEREAS, such is the express purpose of this instrument.

NOW, THEREFORE, Declarant hereby declares that the numbered lots in Section C, Dickens Place PUD, shall be held, used, transferred, sold and conveyed subject to the following restrictions, to-wit:

1. The minimum heated floor area of each residence, exclusive of open porches, carports and garages, shall be 2400 square feet.

2. This section of Dickens Place PUD is classified as a low density rural type development which utilizes road ditches and natural streams to convey storm water. It is NOT the intent of the developer to ever improve these ditches or streams other than that what is required by the governing authority for final subdivision approval, by installing pipe, placement of rip-rap or other erosion controlling materials and/or lining of the ditches or streams with concrete or other similar material. No present or future governing authority is under any obligation, either written or spoken, to improve said ditches and streams. Purchasers of these lots are to maintain said ditches so as to prevent erosion and to convey the storm water in such a manner not to create a problem upstream or downstream of other lot.

The Chancery Clerk of DeSoto County, Mississippi is hereby authorized, requested and empowered to make the appropriate marginal notation of the recording of this Supplemental Declaration on the face of the recorded plat of Section C, Dickens Place PUD.

WITNESS our signatures this the date written above.

DICKENS, LLC

BY: Barry W. Bridgforth, Mgr.
Barry W. Bridgforth, Manager

STATE OF MISSISSIPPI

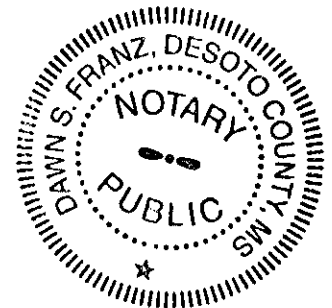
COUNTY OF DESOTO

PERSONALLY appeared before me, the undersigned authority in and for the said county and state, on this 23rd day of April, 1999, within my jurisdiction, the within named Barry W. Bridgforth, who acknowledged that he is Manager of Dickens, LLC and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized to do so.

Dawn S. Franz
NOTARY PUBLIC

My Commission Expires:

8/30/2002



HADUDLEYVD5INC/DICKENS.INC/ASUPRESTC.S-C

Prepared By:
BRIDGFORTH & BUNTIN
P. O. Box 241
Southaven, MS 38671
393-4450

STATE MS. - DESOTO CO.
FILED
May 3 4 15 PM '99

BK 351 PG 622
W.E. DAVIS, JR., CLK.