

DECLARATION OF ANNEXATION
FOR
BRIDGEFORTH MILL, SECTION II

THIS DECLARATION OF ANNEXATION FOR BRIDGEFORTH MILL, SECTION II is made as of this 10th day of June, 1994, by BRIDGEFORTH MILL DEVELOPMENT COMPANY, INC., a Virginia corporation (hereinafter referred to as "Declarant") (as Grantor for indexing purposes) and BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC., a Virginia non-stock corporation (the "Association") (as Grantor and Grantee for indexing purposes).

Recitals

A. Pursuant to that certain Declaration of Covenants, Conditions and Restrictions Applicable to All Property in Bridgeforth Mill dated October 1, 1991, recorded in the Clerk's Office of the Circuit Court of Amelia County, Virginia (the "Clerk's Office"), in Deed Book 185, page 422, as amended from time to time (the "Declaration"), Declarant submitted certain real property to a common scheme of development, restrictions and conditions. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Declaration.

B. Article XI, Section 3 of the Declaration provides that the Declarant shall have the unilateral right to subject to the provisions of the Declaration and the jurisdiction of the Association all or any portion of the property described in Exhibit "B" attached to the Declaration.

C. Declarant desires to subject the property described on Exhibit A attached hereto (the "Annexed Property"), which includes the private road known as Water Wheel Drive, to the provisions of the Declaration and the jurisdiction of the Association.

Declaration of Annexation

1. Annexation. Declarant declares that the Annexed Property, being a portion of the property described in Exhibit "B" attached to the Declaration, is hereby made subject to the provisions of the Declaration and the jurisdiction of the Association.

2. Successors and Assigns. The terms and provisions of this Declaration of Annexation shall be deemed to be covenants running with the land and shall be binding upon and inure to the benefit of the successors, grantees, devisees and assigns of the parties hereto and any person claiming by, through or under them.

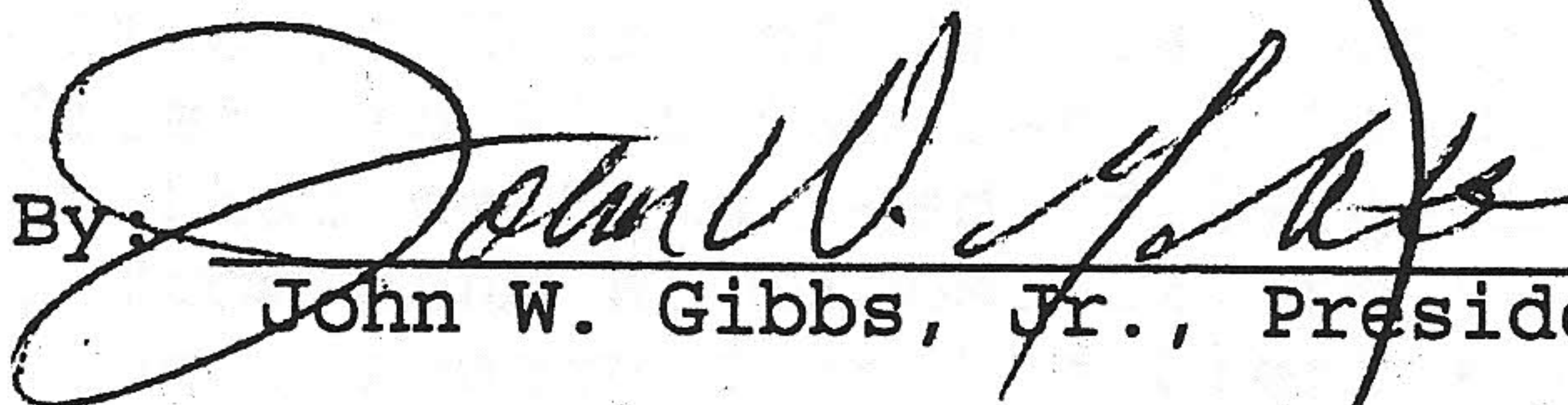
3. Interpretation. In the event of any conflict between the provisions of this Declaration of Annexation and the Declaration, the provisions of this Declaration of Annexation shall control.

WITNESS the following signatures:

DECLARANT:

BRIDGEFORTH MILL DEVELOPMENT COMPANY, INC., a Virginia corporation

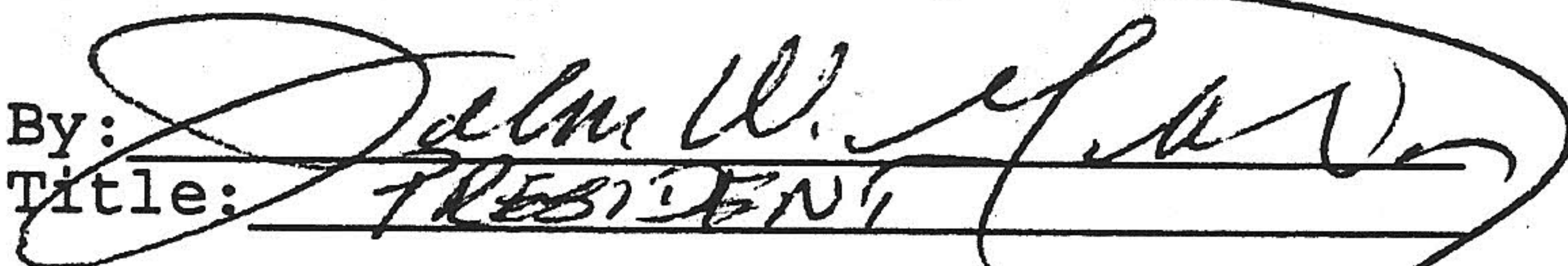
By:


John W. Gibbs, Jr., President

ASSOCIATION:

BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC., a Virginia non-stock corporation

By:


Title: PRESIDENT

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF HEMPHIL, to-wit:

18th The foregoing instrument was acknowledged before me this day of JUN, 1994, by John W. Gibbs, Jr., President of Bridgeforth Mill Development Company, Inc., a Virginia corporation, on behalf of the corporation.

My commission expires: 7/31/94


Notary Public

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF HEMPHIL, to-wit:

18th The foregoing instrument was acknowledged before me this day of JUN, 1994, by JOHN W. GIBBS JR. President of Bridgeforth Mill Homeowners Association, Inc., a Virginia non-stock corporation, on behalf of the corporation.

My commission expires: 7/31/94


Notary Public

EXHIBIT A

ALL those certain lots, parcels of land and private roads (including Water Wheel Drive) located near or adjacent to the western right-of-way line of Virginia Primary Route 153 in the Jackson Magisterial District of Amelia County, Virginia, and depicted and described on that certain subdivision plat dated December 21, 1993, made by Timberlake & Co., entitled "Plat of Survey Showing Bridgeforth Mill, Section II, Located in Jackson Magisterial District, Amelia County, Virginia," and recorded in the Clerk's Office of the Circuit Court of Amelia County, Virginia (the "Clerk's Office") in Plat Cabinet B, Slide 123 (the "Subdivision Plat"), and in that certain Deed of Bargain and Sale dated as of April 1, 1994, from John W. Gibbs, Jr. to Bridgeforth Mill Development Company, Inc., recorded in the Clerk's Office in Deed Book 200, page 562.

LESS AND EXCEPT that certain parcel of land described as the "Mill Lot" on the Subdivision Plat.

Virginia: In the Clerk's Office of the Circuit Court of Amelia County 6-24, 1994. This instrument was this day received in said office, and upon the certificate of acknowledgement, thereto announced, admitted to record, at 10:24 o'clock A. M. Tax Sec.
 58.1-802
 Teste Maury L. Wilson, Deputy Clerk