



FIRST AMENDMENT

TO

RESTRICTIVE COVENANTS

OF

ESTATES AT PEMBROOKE PARK, BLOCKS 1 THRU 8

WHEREAS, Pembroke Park, L.L.C., an Oklahoma Limited Liability Company, as Owner/Developer executed and filed for record the Plat and Deed of Dedication for *The Estates at Pembroke Park Blocks 1 Thru 8, an Addition to the City of Broken Arrow, Tulsa County, Oklahoma*, as Plat No. 5651 (the "Plat and Dedication"); and

WHEREAS, the Plat and Dedication created a 104 residential lot subdivision called *The Estates at Pembroke Park, Blocks 1 Thru 8* (the "Subdivision"); and

WHEREAS, the undersigned are the owners of more than 63 lots comprising in excess 60% of lots in the Subdivision; (the "Owners"); and

WHEREAS, Owners wish to exercise their rights pursuant to *Section IV* of the Plat and Dedication to amend *the first paragraph of Section IV*, as set forth below.

THEREFORE, Owners hereby amend *Section IV* of the Plat and Dedication to replace the first paragraph in its entirety, with the following new first paragraph of *Section IV*, to read as follows:

Section IV

PROTECTIVE COVENANTS AND RESTRICTIONS

These covenants are to run with the land and shall be binding on all parties and all persons claiming under them until March 1, 2012, at which time said covenants shall be automatically extended for successive periods of ten (10) years; provided, however, after March 2012, the then owners of a majority of all the lots in said Addition, as approved by the Broken Arrow Planning Commission and The Broken Arrow City Council, may change or vacate these covenants, either in whole or in part, which change or vacation shall be evidenced by an instrument in writing signed by the then owners of a majority of all lots in said Addition and duly filed of record in the offices of the County Clerk of Tulsa County, Oklahoma. Provided, however, Owner (or any designee) reserves the right in its sole discretion, to amend any of the terms or provisions of Section IV hereof so long as it is the owner of any lot in the Subdivision.

All other terms and Conditions of the Plat and Dedication are hereby confirmed, ratified and approved.

TULSA ABSTRACT & TITLE CO.
612 S. DENVER AVE.
TULSA, OK 74119

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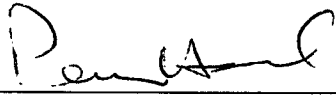
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IN WITNESS WHEREOF, the Owners have executed this instrument this 27 day of January, 2004.

"Owners"

Perry Hood Properties, Inc., an Oklahoma corporation

By: 
Perry Hood, its President and duly authorized agent


Owner of the following Lots in the Estates at Pembroke Park Blocks 1 Thru 8.

- Lot 1, Block 1
- Lots 6, 8, 10, & 12, all in Block 2
- Lots 3 & 6, both in Block 3
- Lots 6 & 7, both in Block 4
- Lots 1,4, 7, 9, & 10, all in Block 5
- Lots 5, 6, 7, 13, 17, 19, & 23, all in Block 6
- Lot 5, Block 7
- Lot 4, Block 8

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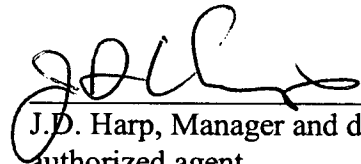
Boos Builders Inc., an Oklahoma corporation

By: 
Craig A. Boos, President and duly
authorized agent

**Owner of the following Lots in the Estates
at Pembroke Park Blocks 1 Thru 8.**

- Lot 2, Block 1
- Lot 1, Block 3
- Lots 1, 8 & 14, all in Block 4
- Lots 6 & 11, both in Block 5
- Lots 3, 6, & 21, all in Block 6
- Lots 1 & 7, both in Block 7
- Lot 3, Block 8

Homes by Classic Properties, L.L.C., an
Oklahoma Limited Liability Company

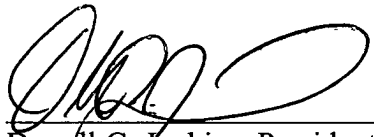
By: 
J.D. Harp, Manager and duly
authorized agent

**Owner of the following Lots in the Estates
at Pembroke Park Blocks 1 Thru 8.**

- Lot 3, Block 1
- Lots 3, 4, 7, 14, & 18, all in Block 2
- Lots 8, 9 & 12, all in Block 3
- Lots 3, 9, 11 & 12, all in Block 4
- Lots 2, 9, 12, 18, & 22, all in Block 6
- Lots 2, 3, 6, 9 & 10, all in Block 7
- Lot 2, Block 8

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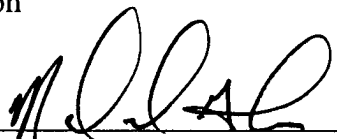
Sterling Homes Inc., an Oklahoma corporation

By: 
Darrell G. Jenkins, President and
duly authorized agent

**Owner of the following Lots in the Estates
at Pembroke Park Blocks 1 Thru 8.**

- Lots 1 & 2, both in Block 2
- Lots 15, 18 & 19, all in Block 3
- Lot 5, Block 4
- Lot 3, Block 5

David Gibson, Inc., an Oklahoma corporation

By: 
M. David Gibson, its President and
duly authorized agent

**Owner of the following Lots in the Estates
at Pembroke Park Blocks 1 Thru 8.**

- Lots 9 & 16, both in Block 2
- Lots 5, 7, 13 & 17, all in Block 3
- Lots 2, 4, & 13, all in Block 4
- Lots 1, 8, 14, 16, & 20, all in Block 6
- Lot 4, Block 7

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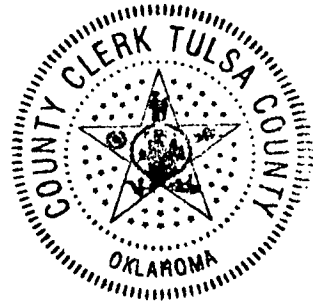
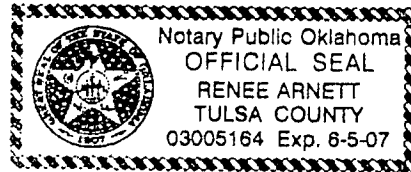
STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on this 27th day of January, 2004 by Perry Hood, President of Perry Hood Properties, Inc., an Oklahoma corporation.

My commission expires:

My commission number:

Renee Arnett
Notary Public



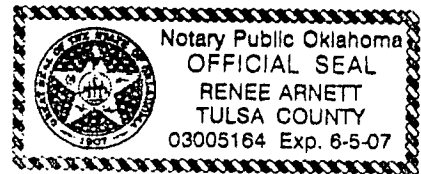
STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on this 27th day of January, 2004 by Craig A. Boos, President of Boos Builders, Inc., an Oklahoma corporation.

My commission expires:

My commission number:

Renee Arnett
Notary Public



7231 1010

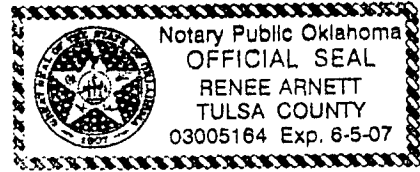
STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on this 27th day of January, 2004 by J.D. Harp, President of Homes by Classic Properties, L.L.C., an Oklahoma Limited Liability Company.

My commission expires:

My commission number:

Renee Arnett
Notary Public



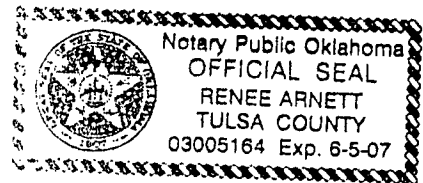
STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on this 27th day of January, 2004 by Darrell G. Jenkins, President of Sterling Homes, Inc., an Oklahoma corporation.

My commission expires:

My commission number:

Renee Arnett
Notary Public



7231 1011

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on this 27th day of January, 2004 by M. David Gibson, President of David Gibson, Inc., an Oklahoma corporation.

My commission expires:

My commission number:

Renee Arnett
Notary Public

