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**SUPPLEMENTAL DECLARATION NO. 5
OF EASEMENTS AND AMENDED AND RESTATED
PROTECTIVE COVENANTS
FOR THE POPLAR HILL SUBDIVISION**
(Section 4, Block B)

THIS SUPPLEMENTAL DECLARATION NO. 5 OF EASEMENTS AND AMENDED AND RESTATED PROTECTIVE COVENANTS FOR THE POPLAR HILL SUBDIVISION ("Supplement No. 5") is made this 11th day of July 2006 by **Beazer Homes Investments, LLC**, a Delaware limited liability company (successor by merger to Crossmann Communities of Ohio, Inc.) (hereafter sometimes referred to as "Beazer" or "Developer").

RECITALS

- A. Heathwood Development Corp. was the original Developer under that certain Declaration of Easements and Amended and Restated Protective Covenants for the Poplar Hill Subdivision (the "Subdivision") filed in Official Record Book 1055, Page 892 of the Warren County, Ohio Records (the "Original Declaration").
- B. The Poplar Hill Section 1 Homeowners' Association, Inc. (the "Association") executed an Amendment to the Declaration of Easements and Amended and Restated Protective Covenants for the Poplar Hill Subdivision, which was recorded in Official Record Book 1420, Page 647 of the Warren County, Ohio Records.
- C. Subsequently, Todd Group, Inc. ("Todd") became the successor Developer by virtue of its acquisition of all of the original Developer's remaining right, title, and interest in the Subdivision property. Todd executed: (i) a Supplemental Declaration of Easements and Amended and Restated Protective Covenants for the Poplar Hill Subdivision, which was recorded in Official Record Book 1420, Page 650 of the Warren County, Ohio Records; (ii) Supplemental Declaration No. 2 of Easements and Amended and Restated Protective Covenants for the Poplar Hill Subdivision, which was recorded in Official Record Book 1707, Page 310 of the Warren County, Ohio Records; and (iii) Supplemental Declaration No. 3 of Easements and Amended and Restated Protective Covenants for the Poplar Hill Subdivision, which was recorded in Official Record Book 2219, Page 841 of the Warren County, Ohio Records (which was re-recorded at Official Record Book 3016, Page 34 of the Warren County, Ohio Records). (The Original Declaration and all such supplemental declarations mentioned above are hereinafter referred to collectively as the "Declaration").
- D. Subsequently, Crossmann Communities of Ohio, Inc., ("Crossmann") became the successor Developer by virtue of its acquisition of all of Todd's remaining right, title, and interest in the Subdivision property.

Such assignment of Todd's rights is recorded at Official Record Book 2245, Page 147 of the Warren County, Ohio Records. Beazer is now the successor Developer by virtue of the corporate merger of Crossmann into Beazer on or about December 31, 2004.

- E. On November 17, 2005, Declarant executed Supplemental Declaration No. 4 of Easements and Amended and Restated Protective Covenants for the Poplar Hill Subdivision, which was recorded in Official Record Book 4054, Page 411 of the Warren County, Ohio Records.
- F. On June 19, 2006, Declarant, as the owner of all real property being known as Section Four, Block B of the Subdivision, filed the Record Plan for such Section Four, Block B of the Subdivision, which was recorded in Plat Book 75, Page 83 of the Warren County, Ohio Records (the "Plat").
- G. Pursuant to the provisions of the Declaration, which provides for the annexation of additional real property into the Subdivision, Declarant, through the execution of this Supplement No. 5, now desires to annex and subject all real property being known as Section Four, Block B of the Subdivision, which is more particularly described in the attached Exhibit A (the "Property"), to the Declaration.

DECLARATION

NOW, THEREFORE in consideration of the premises, the mutual promises set forth herein and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Developer hereby states as follows:

- 1. **Incorporation of Recitals.** The preambles, recitals and defined terms set forth above are hereby incorporated into this Supplement No. 5 and made a part hereof as though fully re-written herein.
- 2. **Annexation & Authority.**

2.1 The Property being known and designated as Section Four, Block B of the Subdivision by the Plat and being further described on the attached Exhibit A is hereby annexed and made subject to the provisions of the Declaration as well as the additional provisions of this Supplement No. 5.

2.2 This Supplement No. 5 is made pursuant to the authority granted by Section 4 of the Original Declaration providing for the amendment of the Declaration and the annexation of additional lots and common facilities subject to additional covenants, conditions and restrictions. Except as amended by this Supplement No. 5, all of the provisions of the Declaration shall remain in full force and effect.

- 3. **Additional Lot Owners.** Pursuant to the powers set forth in the Declaration and the Articles of Incorporation and By-Laws, and now by this Supplement No. 5, all future owners of the lots

that are described in Exhibit A shall become Members of the Association. Such future Members of the Association shall have the same rights and responsibilities as all other lot owners who are Members of the Association, subject to Developer's rights, in accordance with the Articles of Incorporation, the Declaration, the By-Laws, and rules and regulations as promulgated by the Association.

4. **Restrictions and Covenants.** The Property shall be held, sold and conveyed subject to the following: (i) the covenants, easements and restrictions set forth in the Declaration; (ii) covenants, easements and restrictions set forth on the Plat; and (iii) the covenants, conditions, and restrictions contained in this Supplement No. 5, all of which shall run with the Property and shall be binding on all parties having any right, title or interest in such Property or any part thereof, their heirs, successors and assigns and shall inure to the benefit of each owner thereof.

5. **Notice to the Association.** Beazer certifies that a copy of this Supplement No. 5 has been sent to the Poplar Hill Section 1 Homeowners' Association by certified mail as of even date herewith.

Developer has caused this Supplement No. 5 to be executed on the date first written above.

DEVELOPER:

BEAZER HOMES INVESTMENTS, LLC,
a Delaware limited liability company

By: Ann Parker
Ann Parker, Division President

STATE OF OHIO)
) SS:
COUNTY OF BUTLER)

11th The foregoing instrument was acknowledged before me, a notary public in and for said state, this July day of 2006 by Ann Parker, the Division President of Beazer Homes Investments, LLC, a Delaware limited liability company, on behalf of the company.



ELIZABETH A. FELNER
Notary Public, State of Ohio
My Commission Expires 11-3-07
Notary Public in Warren Co. Ohio

Elizabeth A. Felner
Notary Public
My Commission Expires 11-3-07

This instrument was prepared by:

Matthew C. Steele, Esq.

FINNEY, STAGNARO, SABA & KLUSMEIER CO., L.P.A.

2623 Erie Avenue

Cincinnati, Ohio 45208

(513) 533-2700 (phone)

EXHIBIT A

Situate in Section 34, Town 5, Range 3, in the City of Lebanon, Warren County, Ohio and more particularly described as follows: Lots 6957, 6958, 6959, and 6960 of the Record Plat for Poplar Hill Subdivision, Section Four, Block B, recorded on June 19, 2006 in Plat Book 75, Pages 83-84 at the Warren County, Ohio Recorder's Office.

Sidwell no. 13 34 26 80 370 (57)

| | | -0380 (58)

| | | -0390 (59)

| | | -0400 (60)

pwb

BETH DECKARD - WARREN COUNTY RECORDER
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FINNEY STAGNARO SABA & KLUSMEIER CO LPA

**TRANSFER NOT NECESSARY
NICK NELSON, AUDITOR
WARREN COUNTY, OHIO**

JUL 14 2006

NICK NELSON
AUDITOR, WARREN CO. OHIO

