

FIRST AMENDMENT
TO
COURTYARD HOMES AT REDFIELDS
DECLARATION OF COVENANTS

THIS AMENDMENT to the Declaration of Covenants of Courtyard Homes at Redfields, is made this 28th day of June, 1999, by and between REDFIELDS DEVELOPMENT CORPORATION, a Virginia corporation, REDFIELDS COMMUNITY ASSOCIATION, INC. a Virginia corporation, and CRAIG ENTERPRISES, INC., a Virginia corporation;

RECITALS

Redfields Development Corporation is the owner of certain parcels of real property located in Albemarle County, Virginia and identified as Lots 1-16 and 19-35 on a plat of Kirk Hughes & Associates, entitled "Redfields 'A Planned Residential Community' Phase 3-B", dated July 1, 1998, last revised October 14, 1998, and recorded in the Clerk's Office of the Circuit Court of Albemarle County in Deed Book 1819, pages 73-81. Craig Enterprises, Inc., is the owner of Lots 17 and 18 as shown on said plat.

The above-described Lots 1-35, Phase 3-B, Redfields, known as the Courtyard Homes at Redfields, are subject to a Declaration of Covenants (the Declaration), which was recorded by Redfields in said Clerk's Office in Deed Book 1819, page 86. The Declaration provides, inter alia for the establishment by Redfields Development Corporation of a separate homeowners' association to exercise the functions set forth in the Declaration. Redfields Development Corporation and Craig Enterprises, Inc., have subsequently determined that the functions of this association could better be performed by a separate division within the existing Redfields Owners' Association, Inc.. In accordance with the provisions of Article VIII, Section 9 of the Declaration, Redfields Development Corporation and Craig Enterprises, Inc., representing 100% of the lot owners of Courtyard Homes at Redfields, hereby amend the Declaration as follows:

1. Article I, Section 1 is hereby amended to read:
"'Association' shall mean and refer to Courtyard Homes, a division of the Redfields Community Association, Inc.."
2. Article I, Section 2 is hereby amended to read:
"'Board of Directors' shall mean and refer to the Courtyard Homes Committee within the Redfields Community Association, Inc.."
3. The requirement for the establishment of a separate Courtyard Homes Association, Inc., as set forth in the Declaration, is hereby eliminated. Redfields Development Corporation shall cause the establishment of Courtyard Homes, a division of the Redfields Community Association, Inc., to exercise the functions which were charged to the Courtyard Homes

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Association, Inc., in the Declaration. The Powers and Duties of the Association, as set forth in Article III, Section 6 of the Declaration, shall be charged to the Courtyard Homes Division. The Powers and Duties of the Board of Directors, as set forth in Article III, Section 5 of the Declaration, shall be charged to the Courtyard Homes Committee.

4. Except as modified herein, the Declaration is affirmed and restated.

WITNESS the following signatures:

REDFIELDS DEVELOPMENT CORPORATION

By: *Gaylon T. Beights*
Gaylon T. Beights, President

REDFIELDS COMMUNITY ASSOCIATION, INC.

By: *Gaylon T. Beights*
Gaylon T. Beights, President

CRAIG ENTERPRISES, INC.

By: *Samuel Craig*
Samuel Craig, President

STATE OF VIRGINIA
CITY OF CHARLOTTESVILLE, to wit:

The foregoing instrument was acknowledged before me this day of June, 1999, by Gaylon T. Beights, President of Redfields Development Corporation.

Douglas E. Little
Notary Public

My commission expires: 12/31/02

STATE OF VIRGINIA
CITY OF CHARLOTTESVILLE, to wit:

The foregoing instrument was acknowledged before me this day of June, 1999, by Gaylon T. Beights, President of Redfields Community Association, Inc.

Douglas E. Little
Notary Public

My commission expires: 12/31/02