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Instrument
199909953544

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR BROOKSTON PLACE**

THIS FIRST AMENDMENT, dated September 9, 1999, is made by C.P. MORGAN COMMUNITIES, L.P., an Indiana limited partnership (the "Developer").

199909953544
Filed for Record in
HAMILTON COUNTY, INDIANA
MARY L CLARK
On 09-10-1999 At 10:18 am.
AMEND DECL 12.00

Recitals:

A. Brookston Place is a single family housing development in Hamilton County, Indiana (the "Development"), which is subject to that certain document entitled "Declaration of Covenants, Conditions and Restrictions for Brookston Place," dated May 12, 1997, and recorded on May 28, 1997, as Instrument No. 9709720573, in the Office of the Recorder of Hamilton County, Indiana (the "Declaration").

B. Section 10 B of the Declaration provides that the Developer shall have the right to amend the Declaration at any time, and from time to time, for certain reasons, including to bring the Declaration into compliance with statutory requirements and to correct clerical or typographical errors.

C. The Declaration, as well as the Plats, as defined in the Declaration, failed to include a description of certain "Landscape Easements," which are reserved upon the Plats.

D. The omission of such description was a clerical error in the preparation of the Declaration and the Plats. Furthermore, the inclusion of such description is a statutory requirement imposed by the Town of Fishers, Indiana, in connection with the approval of the Plats and the Declaration.

E. Accordingly, the Developer now desires to amend the Declaration in accordance with the terms hereof.

Terms:

NOW THEREFORE, the Developer hereby amends the Declaration as follows:

1. The following is hereby added as new subsection (f) to Section 8(A) of the Declaration:

"(f) There are strips of ground as shown on the Plats marked "LE" (landscape easement) which are reserved for the continuation and preservation of the trees and vegetation in such areas. Notwithstanding the reservation of such easement, the Owners of the Lots subject to a landscape easement which does not extend along adjoining streets or roads shall have the exclusive right to use such area, subject to any other easement rights affecting such Lot. No permanent or other structures shall be erected or maintained in such areas, including but not limited to fences, patios, decks, driveways, and walkways, unless such are specifically approved by the Committee and are in accordance with the Town of Fishers' zoning standards."

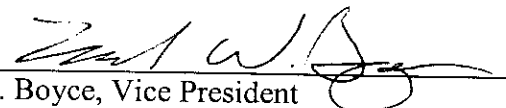
2. The undersigned hereby represents that the provisions governing the amendment of the Declaration, as described in Section 10 of the Declaration, have been met and satisfied.

3. Except as amended by this First Amendment, the Declaration shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the Developer has caused this First Amendment to Declaration of Covenants, Conditions and Restrictions for Brookston Place to be executed as of the date written above.

C.P. MORGAN COMMUNITIES, L.P.


By: C.P. Morgan Investment Co., Inc.,
General Partner

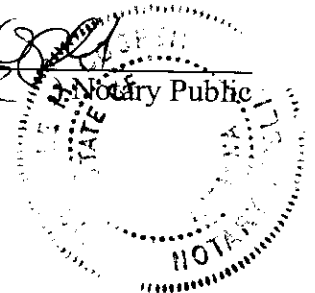
By: 
Mark W. Boyce, Vice President

STATE OF INDIANA)
) SS:
COUNTY OF HAMILTON)

Before me, a Notary Public in and for said County and State, personally appeared Mark W. Boyce, the Vice President of C.P. Morgan Investment Co., Inc., the general partner of C.P. Morgan Communities, L.P., who acknowledged the execution of the foregoing First Amendment to Declaration of Covenants, Conditions and Restrictions for Brookston Place on behalf of such developer, and who, having been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 9th day of September, 1999.


(MICHELLE M. COOPER)



My Commission Expires:

10-17-2001

My County of Residence is:

Marion

This Instrument prepared by:

Lewis E. Willis, Jr., Esq.
Stark Doninger & Smith
50 South Meridian Street
Suite 700
Indianapolis, Indiana 46204