

PREPARED BY AND RETURN TO:
WILLIAM E. MILLER & ASSOCIATES
ATTORNEYS AT LAW
1804 WILLIAMSON COURT, SUITE 104
BRENTWOOD, TN 37027

SECOND AMENDMENT TO THE DECLARATION OF PROTECTIVE COVENANTS AND OWNERS ASSOCIATION FOR MCKAY'S MILL

The Delegates of the Subassociations that comprise the McKay's Mill Master Association, having met on February 19, 2014, have voted, pursuant to Article XI, Section 11.4 to amend the Declaration of Protective Covenants and Owners' Association for McKay's Mill. The Developer joins in this amendment for the sole purpose of approving the amendment.

Article IV, Section 4.7 of the Declaration of Protective Covenants and Owners' Association for McKay's Mill, of record at Book Book 1649, Page 349, as amended, shall be deleted in its entirety and replaced with the following provision:

"4.7 Voting Rights of Delegates.

- a. **Voting Power.** Each Delegate shall be entitled to cast one vote for each Voting Unit appurtenant to each Site which is owned by an Owner and which is subject to this Declaration and located in the Delegate District represented by such Delegate.
- b. **Master Board Approval of Proposed Covenant Amendments.** The Delegates may meet in committee for the purpose of reviewing and proposing suggested modifications to the Protective Covenants. Any suggested modifications must first be submitted to the full Board of Directors of the Master Association and must receive majority approval at a duly called meeting of the Master Association Board of Directors, a quorum being first established.
- c. **Notice of Meetings of the Delegates.** If the suggested modification(s) are approved by the Master Association Board, the Master Association Board shall cause to be sent out, at its expense, notice of the meeting of the Delegates. Said notice shall be mailed to each owner at least 60 days prior to the date of the meeting of the Delegates. Said notice shall provide e-mail contact information for the Delegates so that the members of said Subassociation may communicate their preference as to how their Delegate should vote on the proposed modification prior to the meeting of the Delegates.
- d. **Voting by the Delegates.** At each meeting of Delegates, each Delegate shall cast the votes which he or she is entitled to cast in such manner as such Delegate may, in his or her sole and reasonable discretion, deem appropriate, acting on behalf of all the Owner(s) such Delegate represents; subject to the following restrictions:
 1. In the event that any Owner has previously expressed an opinion with respect to the vote on any issue to be considered by the Delegates, the Delegate representing such Delegate District shall cast the vote of that Owner as the Owner shall have communicated their preference in favor of or in opposition to such issue.

2. All remaining votes of the Owners whom such Delegate represents may be cast in the sole discretion of said Delegate, but all votes must be cast by each Delegate.
3. It shall be conclusively presumed for all purposes of Master Association business that any Delegate casting votes on behalf of the Owners in such Delegate's Delegate District will have acted with the authority and consent of all such Owners.
4. All agreements and determinations lawfully made by the Master Association in accordance with the voting procedures established herein and in the By-Laws shall be binding on all Owners and their successors and assigns."

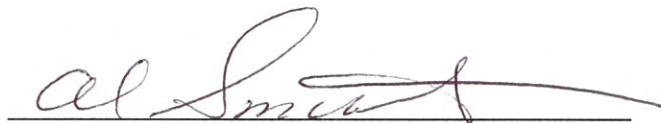
IN WITNESS WHEREOF, this Second Amendment of the Declaration of Protective Covenants and Owners' Association for McKay's Mill has been executed by the Delegates and the Developer as of the day and year first above written.

For the Subassociation McKay's Mill Single Family Subassociation, Inc.

Total Votes: 1,111

Votes Yes: 1111

Votes No: 0

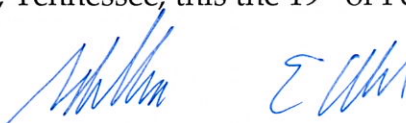


Al Smith, Delegate

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Before me, William E. Miller, Notary Public, of the state and county mentioned, personally appeared Al Smith, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be Delegate of the McKay's Mill Single Family Subassociation, Inc., the within named bargainor, a corporation, and that such Delegate as such, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as Delegate.

Witness my hand and seal, at office in Franklin, Tennessee, this the 19th of February 2014.



Notary Public

My commission expires: 11-28-2016




For the Villas of Montgomery Place HOA, Inc.

Total Votes: 132

Votes Yes: 132

Votes No: 0



Julie Adams, Delegate

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Before me, William E. Miller, Notary Public, of the state and county mentioned, personally appeared Julie Adams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be Delegate of the Villas of Montgomery Place HOA, Inc., the within named bargainor, a corporation, and that such Delegate as such, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as Delegate.

Witness my hand and seal, at office in Franklin, Tennessee, this the 19th of February 2014.





Notary Public

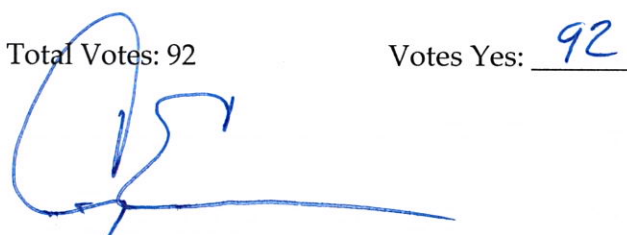
My commission expires: 11-28-2016

For Park Run Homeowners Association, Inc.

Total Votes: 92

Votes Yes: 92

Votes No: 0



Cindy Edwards, Delegate

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Before me, William E. Miller, Notary Public, of the state and county mentioned, personally appeared Cindy Edwards, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be Delegate of the Park Run Homeowners Association, Inc., the within named bargainor, a corporation, and that such Delegate as such, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as Delegate.

Witness my hand and seal, at office in Franklin, Tennessee, this the 19th of February 2014.



William E. Miller

Notary Public

My commission expires: 11-28-2016

For the Jones Land Company, LLC

Perry Pratt

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

BK: 6137 PG: 297-300	
14007307	
4 PGS:AL-RESTRICTIONS	
332847	03/04/2014 - 08:01 AM
BATCH	332847
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	20.00
ARCHIVE FEE	0.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	22.00
STATE OF TENNESSEE, WILLIAMSON COUNTY	
SADIE WADE	
REGISTER OF DEEDS	

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared *Perry Pratt*, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself or herself to be the *V.P. of operations* of the Jones Land Company, LLC, the within named bargainor, a limited liability company, and that he or she as such *V.P. of operations*, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself or herself as *V.P. of operations*.

Witness my hand and seal, this *24th* day of February 2014.



Daria L. Dunn

Notary Public

My commission expires: *11-26-17*