

Upon recording, please return to:

Murphy McMillan  
Baker, Donelson, Bearman,  
Caldwell & Berkowitz, PC  
420 20th Street North, Suite 1600  
Birmingham, Alabama 35203

Cross - Reference: RLPY 3707  
Page 93

**SECOND AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS,  
CONDITIONS  
AND RESTRICTIONS OF THE PROVIDENCE SUBDIVISION**

THIS AMENDMENT is made this 13<sup>th</sup> day of October, 2011, by **RL REGI ALABAMA, LLC**, an Alabama limited liability company (hereinafter referred to as "Declarant");

**WITNESSETH**

WHEREAS, Buckhead Development, Inc. recorded that certain Declaration of Protective Covenants, Conditions and Restrictions of the Providence Subdivision on February 8, 2008, in RLPY 3707, Page 93, et seq., in the Office of the Judge of Probate of Montgomery County, Alabama (such instrument is hereinafter referred to as the "Declaration) with respect to the Providence Subdivision in Montgomery County, Alabama (the "Subdivision"); and

WHEREAS, Buckhead Development, Inc., as the original developer of the Subdivision, obtained a loan from Regions Bank ("Regions") to finance the construction and development of the Subdivision, which loan was secured by (a) a Mortgage dated June 29, 2006 as recorded in RLPY 03351, Page 0688 in the Office of the Judge of Probate of Montgomery County, Alabama, and (b) a Mortgage dated April 29, 2008 as recorded in RLPY 03754, Page 0231 in the Office of the Judge of Probate of Montgomery County, Alabama (together, as amended, the "Mortgage"); and

WHEREAS, Regions, as assignor, assigned the Mortgage and related security instruments to Declarant, as assignee, under the Assignment of Security Instruments, dated as of September 30, 2010 and recorded in RLPY 4132, Page 746 in the Office of the Judge of Probate of Montgomery County, Alabama; and

WHEREAS, Declarant is the successor in title to the lots (the "Property") previously owned by Buckhead Development, Inc. and transferred to Regions pursuant to the Deed in Lieu of Foreclosure, dated August 28, 2009 and recorded in RLPY 3941, Page 948 in the Office of the Judge of Probate of Montgomery County, Alabama; and

WHEREAS, Declarant has recorded the Assignment and Assumption of Declarant Rights dated January 2011 and recorded in RLPY 4192, Page 729 in the Office of the Judge of Probate of Montgomery County, Alabama (the "Declarant Rights Assignment"), under which Regions, as assignor, has assigned to Declarant, as assignee, the "Declarant Rights", as defined in the Declarant Rights Assignment and which were properly collateralized in the Mortgage and other security instruments related to the Mortgage; and

WHEREAS, Section 22 of the Declaration provides that, for so long as the Declarant retains the right to appoint the Board of Directors, the Declarant may amend the Declaration without the consent of

any lot owners, and thereafter the Declaration may be amended only by the affirmative vote or written consent or of voting members of the Providence Subdivision Homeowners Association, Inc. ("Association") holding fifty-one percent (51%) of the total eligible votes of the Association;

WHEREAS, as of the date hereof, based on the rights assigned and assumed in the Declarant Rights Assignment, the Declarant has the right to appoint the Board of Directors, and Declarant owns lots representing more than fifty-one percent (51%) of the total eligible votes of the Association; and

WHEREAS, Declarant, as Declarant and through its membership interest in the Association amended the Declaration by the Amendment to Declaration of Protective Covenants, Conditions and Restrictions of the Providence Subdivision, dated September 30, 2011 and recorded in the Office of the Judge of Probate of Montgomery County, Alabama on October 3, 2011 in RLPY 4193, Page 184; and

WHEREAS, the Declarant deems it appropriate to further amend the Declaration for the purposes set forth herein.

NOW, THEREFORE, pursuant to the powers of Declarant under the Declaration and by the written consent of members of the Association representing more than fifty-one percent (51%) of the total eligible votes of the Association, the Declarant hereby amends the Declaration as follows:

1 The Architectural Review Committee (the "ARC") referenced in the Declaration shall mean the following:

RL REGI ALABAMA, LLC

The approval of any matter in the Declaration requiring approval of the Architectural Review Committee shall be evidenced by the approval of the foregoing.

Definitions provided in the Declaration are incorporated herein by reference. Except as modified, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, as the Declarant and in its capacity as the owner of more than fifty-one percent (51%) of the total eligible votes of the Association, hereby executes this Amendment by and through its authorized representative on the date and year first above written.

**DECLARANT AND LOT OWNER:**

**RL REGI ALABAMA, LLC**, an Alabama limited liability company

By: **RL REGI FINANCIAL, LLC**, a Florida limited liability company, its sole member

By: **Rialto Capital Advisors, LLC**, its Attorney-In-Fact

By: [Signature]  
Matt Shulman, Authorized Signatory

By: **Rialto Capital Advisors, LLC**, its Attorney-In-Fact

By: [Signature]  
Todd Terwilliger, Authorized Signatory

STATE OF ALABAMA )  
JEFFERSON COUNTY )

I, JEAN MURPHY McMILLAN a Notary Public in and for said County in said State, hereby certify that Matt Shulman whose name as Authorized Signatory of Rialto Capital Advisors, LLC and Todd Terwilliger whose name as Authorized Signatory of Rialto Capital Advisors, LLC, the attorney-in-fact for RL REGI FINANCIAL, LLC, the sole member of RL REGI ALABAMA, LLC, are signed to the foregoing conveyance, and they are known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, each, as such officer and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal, this the 13th day of October, 2011.

[Signature]

Notary Public

[Notary Seal]



STATE OF ALA. MONTGOMERY CO.  
I CERTIFY THIS INSTRUMENT WAS FILED ON  
RLPY 04198 PG 0154-0156 2011 Oct 17 11:13AM  
REESE MCKINNEY JR.  
JUDGE OF PROBATE

B JMM2 998703 v1  
2616900-010561 10/11/2011

3

INDEX \$5.00  
REC FEE \$7.50  
CERT \$1.00  
CHECK TOTAL \$13.50  
154700  
Clerk: SHAUNTE 11:13AM