

After recording, please return to:
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Atlanta, Georgia 30303

STATE OF GEORGIA
COUNTY OF FORSYTH

Reference: Deed Book 859
Page 189
Deed Book 882
Page 92
Deed Book 952
Page 218

**THIRD AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR BARRETT DOWNS**

THIS AMENDMENT is made as of the date set forth below by Cousins Real Estate Corporation, a Georgia corporation.

WHEREAS, on June 7, 1995, Cousins Real Estate Corporation, a Georgia corporation, as declarant ("Declarant"), recorded that certain Declaration of Covenants, Conditions, and Restrictions for Barrett Downs in Deed Book 859, Page 189 *et seq.*, of the Office of the Clerk of the Superior Court of Forsyth County, Georgia ("Declaration"); and

WHEREAS, pursuant to the terms of Section 15.2 of the Declaration, so long as the Class "B" membership exists, the Declarant may unilaterally amend the Declaration, provided the amendment has no material adverse effect upon any right of any Owner (as such capitalized terms are defined in the Declaration); and

WHEREAS, the Class "B" membership presently exists, with the Declarant being the sole Class "B" Member; and

WHEREAS, Declarant desires to amend the Declaration; and

WHEREAS, the amendment provided for herein has no material adverse effect upon any right of any Owner;

NOW, THEREFORE, pursuant to the authority described herein, Declarant, as the Class "B" Member, hereby amends the Declaration as follows:

Section 7.3 of the Declaration is hereby amended by deleting such Section in its entirety and by substituting the following therefor:

7.3. Withdrawal of Property. The Declarant reserves the right to unilaterally amend this Declaration, so long as the Class "B" membership exists, for the purpose of removing any portion of the Properties from the coverage of this Declaration, provided such withdrawal is not unequivocally contrary to the overall, uniform scheme of development for the Properties. Such amendment shall not require the consent of any Person other than the Owner of the property to be withdrawn, if not the Declarant.

IN WITNESS WHEREOF, Cousins Real Estate Corporation, as the Class "B" Member, has executed this Amendment under seal this _____ day of _____, 2000.

CLASS "B" MEMBER: COUSINS REAL ESTATE CORPORATION, a Georgia corporation

By: _____
Title: _____

Attest: _____
Title: _____

Signed, sealed and delivered this _____ day of _____, 2000, in the presence of:

WITNESS

NOTARY PUBLIC