

**FIFTH ACT OF AMENDMENT TO DECLARATION OF RESTRICTIONS
AND PROTECTIVE COVENANTS OF AZALEA LAKES SUBDIVISION,
FIRST FILING - PARTS ONE AND TWO
AND COVENANTS APPLICABLE TO TRACT Y**

ORIG 357 BML 10189

BE IT KNOWN that on the dates hereinafter set forth, and before the undersigned witnesses, personally came and appeared RSL LAND COMPANY (hereinafter "RSL"), a Louisiana Corporation, represented herein by its duly authorized officer, together with the undersigned Appearers, either appearing herein in person or through their respective duly authorized agent and attorney in fact, being duly authorized by virtue of a power of attorney attached hereto and made a part hereof, who did declare that:

Each Appearer declared that he is the owner of the lot(s) indicated below his respective name, which lots are located in that subdivision known as Azalea Lakes Subdivision, First Filing - Parts One and Two, East Baton Rouge Parish, Louisiana (the "Existing Subdivision"), consisting of Lots 1 through 147, inclusive (the "Lots"), according to the official plan of said subdivision made by Breaux and Associates, Inc., dated April 22, 1987, as revised, a copy of which is on file and of record in Original 735, Bundle 10104 of the official records of East Baton Rouge Parish, Louisiana (the "Breaux Survey"). Together, Appearers represent more than sixty (60%) percent of the Lots in the Existing Subdivision.

RSL further declared that it is the owner of Tract Y ("Tract Y"), Tract Z ("Tract Z") and Azalea Lake (the "Lake"), as designated on the Breaux Survey.

The Lots in the Existing Subdivision and the Lake are presently subject to the following: Declaration of Restrictions and Protective Covenants of Azalea Lakes Subdivision First Filing - Part One, dated June 8, 1987, recorded in Original 202, Bundle 9937, as amended by Act of Amendment to Declaration of Restrictions and Protective Covenants of Azalea Lakes Subdivision First Filing - Part One dated November 9, 1987, recorded in Original 4, Bundle 9963, as amended by Second Amendment to Declaration of Restrictions and Protective Covenants of Azalea Lakes Subdivision First Filing - Part One, dated February 1, 1988, recorded in Original 199, Bundle 9983, as ratified in Original 214, Bundle 9990, and Third Act of Amendment to Declaration of Restrictions and Protective Covenants of Azalea Lakes Subdivision First Filing - Part One, dated October 3, 1988, recorded in Original 890, Bundle 10033 of the official records of East Baton Rouge Parish, LA, and Act of Amendment to Declaration of Restrictions and Protective Covenants of Azalea Lakes Subdivision to Add First Filing - Part Two (Lots 117 through 147) (the Declaration, as amended, hereinafter referred to as the "Declaration") and the Servitude Agreement dated February 22, 1988 recorded in Original 198, Bundle 9983 of the official records of East Baton Rouge Parish, Louisiana.

Various issues regarding the Lake and the common structures associated therewith have arisen which Appearers desire to resolve insofar as the Lots of the Existing Subdivision, Tract Y, and any other lots or tracts now or hereafter granted rights of use and enjoyment to the Lake and such common structures.

In addition to the restrictions and covenants set forth in the Declaration, Appearers do hereby agree to add the following:

1. The costs of preservation and maintenance of the Lake and the boat ramp and pier located within the area of Tract Y designated "G.S.U. Co. Serv" on the Breaux Survey and drainage structure located at the eastern end of the Lake (collectively, the "Common Structures") shall be shared in an equitable manner between the owners of the Lots in the Existing Subdivision, the owner(s) of Tract Y and the owners of all lots and tracts which now or hereafter have been granted the right to use and enjoy the Lake and the Common Structures;
2. The owner(s) of Tract Y and the owners of all lots and tracts which now or hereafter have been granted the right to use and enjoy the Lake and the Common Structures shall use and enjoy the Lake and the Common Structures subject to the same use restrictions provided in the Declaration as the owners of the Lots in the Existing Subdivision and, in the event the lots or tracts are added to the subdivision, subject to the rules and regulations of the Azalea Lakes Subdivision Association, Inc.;
3. The owners of the Lots in the Existing Subdivision, the owners of Tract Y and the owners of all lots and tracts which now or hereafter have been granted the right to use and enjoy the Lake and the Common Structures shall use and enjoy the Lake

and the Common Structures at their own risk and neither the owners of the Lots in the Existing Subdivision, the owner(s) of Tract Y, the existing Association or any new association of homeowners shall be liable for any injury to persons or damage to property which may result from the use and enjoyment of the Lake and the Common Structures;

4. Notwithstanding any provision in Section 6.2 of the Declaration to the contrary, swimming in the Lake shall not be permitted;
5. The owners of the tracts and lots abutting the Lake shall be solely responsible for repairing, maintaining and replacing that portion of the bulkhead abutting or on their respective properties;
6. The owners of the Lots in the Existing Subdivision shall have a non-exclusive right to use the pier and boat ramp constituting a portion of the Common Structures located on the Lake and Tract Y, and any replacements, substitutions and additions thereto, together with a right of access to the same across Tract Y within the G.S.U. servitude area as shown on the Breaux Survey; and
7. In the event the owner(s) of Tract Y enlarges the Lake, the owners of the Lots in the Existing Subdivision shall be entitled to the non-exclusive use and enjoyment of the expanded area to the same extent and subject to the same restrictions as the existing Lake, provided further that nothing contained herein shall be construed to obligate the owners of the Lots in the Existing Subdivision to bear any portion of the expense in constructing such enlargement.

This Amendment is intended to impose additional restrictions and covenants applicable to the Lots in the Existing Subdivision, Tract Y and any other lots or tracts now or hereafter granted the rights of use and enjoyment referred to herein and except to the extent modified herein or specifically provided herein to the contrary, nothing contained in this Amendment shall be construed to replace the existing restrictions and covenants which shall remain in full force and effect.

AND NOW INTO THESE PRESENTS INTERVENES the Veterans Administration through its authorized agent which does hereby consent to and approve this Amendment.

THUS DONE AND SIGNED at Baton Rouge, Louisiana, on the dates hereinafter indicated, in the presence of the undersigned witnesses, after due reading of the whole.

WITNESSES:

[Signature]
[Signature]

RSL LAND COMPANY

By: [Signature]
Warren A. Mercer its PRESIDENT

Date: NOV 13, 1990
Owner of Lots 1, 3, 4, 5, 6, 8, 9, 11, 12, 13, 14, 22, 37, 40, 42, 43, 44, 46, 48, 50, 61, 64, 77, 85, 90, 91, 101, 107, 108, 109 and 117, Azalea Lakes, First Filing - Part One, and Lots 121 through 147, inclusive, Azalea Lakes, First Filing - Part Two and Tract Y and Tract Z

WITNESSES:

[Signature]
[Signature]

[Signature]
[Signature]
Roy David Smith Soledad M. Smith

SOLEDAD MUJICA SMITH

By: _____
Roy D. Smith, Agent and Attorney-in-Fact

Date: 11/13/90
Owner of Lot(s) 81A

WITNESSES:

Thomas B. Watson

_____ and _____

BY: Roy D. Smith, Agent and Attorney-in-Fact

Date: _____
Owner of Lot(s) _____

WITNESSES:

Raymond Smith
William C. Mayeux

Thomas B. Watson
Thomas B. Watson, III

Date: 11/13/90
Owner of Lot(s) 106

WITNESSES:

Raymond Smith
Thomas B. Watson

Kathryn Ann Mayeux
Kathryn Ann Mayeux

Date: 11/13/90
Owner of Lot(s) 114

WITNESSES:

Thomas B. Watson

VETERANS ADMINISTRATION

By: _____
Its _____

WITNESSES:

Thomas B. Watson
Raymond Smith

Bonnie Sue Creel
Bonnie Sue Creel

Date: 11/13/90
Owner of Lot(s) 69

WITNESSES:

Thomas B. Watson
Raymond Smith

Mary C. Tuminski
Mary C. Tuminski

John P. Tuminski
John P. Tuminski

Date: 10-13-90
Owner of Lot(s) 1211

WITNESSES:

Tom B. Watt
Ray D. Smith

David M. Manuel
David M. Manuel

Date: 11/13/90
Owner of Lot(s) 115

WITNESSES:

Tom B. Watt
Ray D. Smith

Benjamin R. Llorance, Jr.
Benjamin R. Llorance, Jr.

Catherine B. Llorance
Catherine B. Llorance
Date: 11-13-90
Owner of Lot(s) 58

WITNESSES:

Tom B. Watt
Ray D. Smith

Ron J. Wingerter
Ron J. Wingerter

Alice Wingerter
Alice Wingerter
Date: 11-3-90
Owner of Lot(s) 111

WITNESSES:

Tom B. Watt
Ray D. Smith

Daniel L. Brown
Daniel L. Brown

Sherron L. Brown
Sherron L. Brown
Date: 11-13-90
Owner of Lot(s) 84

WITNESSES:

Tom B. Watt
Ray D. Smith

Paregrin J. Franklin
Paregrin J. Franklin

Date: 11/13/90
Owner of Lot(s) 17

WITNESSES:

Tom B. Watt
Ray D. Smith

Phillip Huval
Phillip Huval

Date: 11/13/90
Owner of Lot(s) 95

WITNESSES:

Karen Blumenthal
Raymond Smith

Cynthia L. Beuerle
Cynthia L. Beuerle
Mark L. Beuerle
Mark L. Beuerle
Date: 11/13/90
Owner of Lot(s) 48

WITNESSES:

Thomas Blumenthal
Raymond Smith

Matthew W. Wyble
Matthew W. Wyble
Jennifer Wyble
Jennifer Wyble
Date: 11/15/90
Owner of Lot(s) 62

WITNESSES:

Karen Blumenthal
Raymond Smith

Robert W. McKenzie, Jr.
Robert W. McKenzie, Jr.
Susan H. McKenzie
Susan H. McKenzie
Date: 11/13/90
Owner of Lot(s) 24

WITNESSES:

Karen Blumenthal
Raymond Smith

Michael I. Schepps
Michael I. Schepps
Date: 13 NOV 90
Owner of Lot(s) 35

WITNESSES:

Karen Blumenthal
Raymond Smith

David C. Gonzales
David C. Gonzales
Denise K. Gonzales
Denise K. Gonzales
Date: 11/13/90
Owner of Lot(s) 25

WITNESSES:

Karen Blumenthal
Raymond Smith

Wilson Grice
Wilson Grice
Carole Grice
Carole Grice
Date: 11/13/90
Owner of Lot(s) 36

WITNESSES:

T. Lynn B. Worth
Ray D. Smith

Rodney Imel
Rodney Imel
Kathy Imel
Kathy Imel
Date: 11-13-90
Owner of Lot(s) 33

WITNESSES:

T. Lynn B. Worth
Ray D. Smith

Rodney Imel
Rodney Imel
Kathy Imel
Kathy Imel
Date: 11-13-90
Owner of Lot(s) 55

WITNESSES:

T. Lynn B. Worth
Ray D. Smith

Rodney Imel
Rodney Imel
Kathy Imel
Kathy Imel
Date: 11-13-90
Owner of Lot(s) 47

WITNESSES:

T. Lynn B. Worth
Ray D. Smith

Rodney Imel
Rodney Imel
Kathy Imel
Kathy Imel
Date: 11-13-90
Owner of Lot(s) 51

WITNESSES:

T. Lynn B. Worth
Ray D. Smith

Gary Mark Lafitte
Gary Mark Lafitte
Elizabeth C. Lafitte
Elizabeth C. Lafitte
Date: 11-13-90
Owner of Lot(s) 99

WITNESSES:

T. Lynn B. Worth
Ray D. Smith

Rodney Imel
Rodney Imel
Kathy Imel
Kathy Imel
Date: 11-13-90
Owner of Lot(s) 77

WITNESSES:

Tom B. West
Ray D. Smith

Ronnie Ferrara
Ronnie Ferrara
Lisa Ferrara
Lisa Ferrara
Date: 11-13-90
Owner of Lot(s) 63

WITNESSES:

Tom B. West
Ray D. Smith

William J. Francioni
William J. Francioni
Melinda B. Francioni
Melinda B. Francioni
Date: 10/13/90
Owner of Lot(s) 34

WITNESSES:

Tom B. West
Ray D. Smith

Gary M. Sharp
Gary M. Sharp
Lori Sharp
Lori Sharp
Date: 11-14-90
Owner of Lot(s) 105

WITNESSES:

Tom B. West
Ray D. Smith

Lee E. Townsend
Lee E. Townsend
Suzette Townsend
Suzette Townsend
Date: 11/13/90
Owner of Lot(s) 78

WITNESSES:

Tom B. West
Ray D. Smith

David Attoe
David Attoe
Donna Attoe
Donna Attoe
Date: 11/13/90
Owner of Lot(s) 86

WITNESSES:

Tom B. West
Ray D. Smith

Barbara S. Simoneaux
Barbara S. Simoneaux
Claude O. Simoneaux
Claude O. Simoneaux
Date: 11-13-90
Owner of Lot(s) 56

WITNESSES:

[Signature]
[Signature]

[Signature]
Ronald E. Bennett

[Signature]
Karen W. Bennett
Date: 11-13-90
Owner of Lot(s) 25

WITNESSES:

[Signature]
[Signature]

[Signature]
William McClellan

[Signature]
Paula McClellan
Date: 11/13/90
Owner of Lot(s) 76

WITNESSES:

[Signature]
[Signature]

[Signature]
Gregory M. Gossen

[Signature]
Carla Gossen
Date: 11/13/90
Owner of Lot(s) 80

WITNESSES:

Date: _____
Owner of Lot(s) _____

WITNESSES:

Date: _____
Owner of Lot(s) _____

WITNESSES:

Date: _____
Owner of Lot(s) _____

ADDENDUM TO FIFTH ACT OF AMENDMENT TO DECLARATION OF RESTRICTIONS AND PROTECTIVE COVENANTS OF AZALEA LAKES SUBDIVISION FIRST FILING - PARTS ONE AND TWO AND COVENANTS APPLICABLE TO TRACT Y

BEFORE ME, the undersigned authority, duly commissioned and qualified within and for the State of Louisiana, Parish of ORLEANS, personally came and appeared:

VETERANS ADMINISTRATION

("VA") appearing herein through its duly authorized agent, who being by me first duly sworn, did depose and say:

THIS ADDENDUM is hereby made a part of the Fifth Act of Amendment to Declaration of Restrictions and Protective Covenants of Azalea Lakes Subdivision, First Filing - Parts One and Two and Covenants Applicable to Tract Y (the "Amendment"). VA does hereby consent to and approve the Amendment in accordance with Paragraph 13 of the Declaration of Restrictions and Protective Covenants, as amended.

THUS DONE AND PASSED this 15 day of November 1990, in the presence of the two undersigned witnesses and me, notary.

WITNESSES:

Jamie B. Hebert
Joseph J. Johnson

VETERANS ADMINISTRATION

By: Robert A. Memory
ASST. LOAN GUARANTY OFFICER

Paul H. Casson
NOTARY PUBLIC

ACKNOWLEDGMENT BY WITNESS

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, duly commissioned and qualified within and for the State and Parish aforesaid, personally came and appeared PATRICK J. McELROY, who being by me first duly sworn, did depose and say:

That he was a witness, along with the other subscribing witness(es) to the above and foregoing instrument; that he saw ROY D. SMITH, SOLEDAD M. SMITH

sign the same in his presence and that of the other said witness(es), and knows of his own knowledge that the said parties executed said instrument of their own free will and accord, for the uses, purposes and benefits therein expressed.

IN WITNESS WHEREOF, the said appearer has executed this acknowledgment in my presence and in the presence of the undersigned competent witnesses on this 15 day of NOV, 1990.

WITNESSES:

Valaine H. McElroy
Phillip A. Damatta

Patrick J. McElroy

[Signature]
NOTARY PUBLIC

ACKNOWLEDGMENT BY WITNESS

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, duly commissioned and qualified within and for the State and Parish aforesaid, personally came and appeared _____, who being by me first duly sworn, did depose and say:

That he was a witness, along with the other subscribing witness(es) to the above and foregoing instrument; that he saw _____

sign the same in his presence and that of the other said witness(es), and knows of his own knowledge that the said parties executed said instrument of their own free will and accord, for the uses, purposes and benefits therein expressed.

IN WITNESS WHEREOF, the said appearer has executed this acknowledgment in my presence and in the presence of the undersigned competent witnesses on this _____ day of _____, 1990.

WITNESSES:

NOTARY PUBLIC

ACKNOWLEDGMENT BY WITNESS

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE Me, the undersigned authority, duly commissioned and qualified within and for the State and Parish aforesaid, personally came and appeared Roy D. Smith who being by me first duly sworn, did depose and say:

That he was a witness, along with the other subscribing witness(es) to the above and foregoing instrument; that he saw

Warren A. Mercer, Thomas B. Watson, Kathryn Ann Mayeux, Bonnie Sue Creel, John J. Tuminski, Marie C. Tuminski, David M. Manuel, Benjamin R. Llorance, Jr., Catherine B. Llorance, Ron J. Wingerter, Alice Wingerter, Daniel L. Brown, Sherron L. Brown, Phillip Huval, Mark L. Beuerle, Cynthia L. Beuerle, Matthew W. Wyble, Jennifer Wyble, Robert W. McKenzie, Susan H. McKenzie, Michael I. Schepps, David C. Gonzales, Denise K. Gonzales, Wilson Grice, Carol Grice, Rodney Imel, Kathy Imel, Elizabeth C. Lafitte, Mark Lafitte, Ronnie Ferrara, Lisa Ferrara, William J. Francioni, Melinda B. Francioni, Gary Sharp, Lori Sharp, Suzette Townsend, Lee E. Townsend, David Attoe, Donna Attoe, Claude O. Simoneaux, Barbara S. Simoneaux, Ronald E. Bennett, Karen W. Bennett, William McClellan, Paula McClellan, Gregory M. Gossen, and Carla Gossen

sign the same in his presence and that of the other said witness(es), and knows of his own knowledge that the said parties executed said instrument of their own free will and accord, for the uses, purposes and benefits therein expressed.

IN WITNESS WHEREOF, the said appearer has executed this acknowledgment in my presence and in the presence of the undersigned competent witnesses on this 12 day of Nov, 1990.

WITNESSES:

[Signature]
[Signature]

Roy D. Smith

[Signature]
NOTARY PUBLIC

ORIG 357 SMDL 10189

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

1990 NOV 20 PM 02:57:22

FTL 85 FOLIO 11
CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY

DEPUTY CLERK & RECORDER