

**THIRD AMENDMENT TO DECLARATION OF
OAKLEAF VILLAS GARDEN CONDOMINIUM**

THIS THIRD AMENDMENT made and entered into this 17th day of June, 1991, by BURWOOD ROAD ASSOCIATES LIMITED PARTNERSHIP, a Maryland limited partnership, hereinafter referred to as "Declarant".

WHEREAS, prior to the recordation hereof, namely, on the 13th day of September, 1990, the Declarant filed for record in the Office of the Clerk of the Circuit Court for Anne Arundel County, Maryland, a certain Declaration of Oakleaf Villas Garden Condominium, with Exhibits, which Declaration and Exhibits are recorded among the Land Records of Anne Arundel County in Liber 5168, Folio 711, et. seq.; a First Amendment To Declaration dated September 12, 1990, and recorded among the Land Records of Anne Arundel County on September 19, 1990, in Liber 5173, Folio 425; and a Second Amendment to Declaration dated January 25, 1991, and recorded among the Land Records of Anne Arundel County on March 12, 1991, at Liber 5274, Folio 001, and are hereinafter referred to collectively as "Declaration"; and

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WHEREAS, prior to the recordation hereof, Declarant has filed for record in the Office of the Clerk of the Circuit Court for Anne Arundel County, Maryland, the following hereinafter referred to as the "Condominium Plat":

RECORD FEE 20.00
FILING FEE 3.00
TOTAL FEE 23.00
JUN 20 1991
CLERK OF THE CIRCUIT COURT

(a) A certain Condominium Plat (Section I, Phase 1, Building No. 2 at 202 Juneberry Way), entitled "Phase Plat" and "Oakleaf Villas Garden Condominium, Section I, Phase 1, Building No. 2 at 202 Juneberry Way", consisting of 4 sheets which Condominium Plat is recorded in Condominium Plat Book E-48 at Pages 14 through 17, among the aforesaid Plat Records.

(b) A First Amendment To Condominium Plat (Section I, Phase 2, Building No. 3 at 200 Juneberry Way), entitled "First Amendment to Oakleaf Villas Garden Condominium, Section I, Phase 2, Building No. 3 at 200 Juneberry Way", consisting of 3 sheets which Condominium Plat is recorded in Condominium Plat Book E-48 at Pages 18 through 20, among the aforesaid Plat Records.

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(c) A Second Amendment to Condominium Plat (Section I, Phase 3, Building No. 1 at 204 Juneberry Way), entitled "Second Amendment to Oakleaf Villas Garden Condominium, Section I, Phase 3, Building No. 1 at 204 Juneberry Way", consisting of 3 sheets which Condominium Plat is recorded in Condominium Plat Book E-51 at Pages 22 through 24, among the aforesaid Plat Records.

WHEREAS, immediately prior to the recording hereto or simultaneously with the recording herewith, Declarant has filed or intends to file for record in the Office of the Clerk of the Circuit Court for Anne Arundel County, Maryland, the following, hereinafter referred to as the "Third Amendment to Condominium Plat":

A certain Third Amendment to the Condominium Plat entitled "Third Amendment to Oakleaf Villas Garden Condominium, Section I, Phase 5, Building No. 5 at 300 Juneberry Way", consisting of 3 sheets, which Third Amendment to Condominium Plat is recorded in Condominium Plat Book E-53 at pages 27 through 29, among the aforesaid Plat Records.

The Declarant retained in the aforesaid Declaration the absolute right, to be exercised prior to seven (7) years after the date of the Declaration, to annex to the land and improvements described on Exhibit "A" attached to said Declaration, and thereby to submit to each and every of the provisions of the Declaration and of the Condominium Act the land generally described on the Condominium Plat, together with the improvements theretofore and thereafter constructed on any of such land, and the Declarant intends by the execution and recordation hereof, together with the execution and recordation of the Third Amendment to the Condominium Plat aforementioned, to exercise that right in part.

NOW, THEREFORE, Declarant hereby declares that all of the property described on Exhibit "A" attached to this Third Amendment, together with all of the improvements heretofore or hereafter constructed thereon, and all appurtenances thereto, shall be held, conveyed, divided or subdivided, leased, rented and occupied, improved, hypothecated and encumbered, subject to the covenants, restrictions, uses, limitations, obligations, easements,

equitable servitudes, charges and liens (hereinafter referred to as "Covenants and Restrictions") set forth in the aforesaid Declaration, including (without limitation) the provisions of the By-Laws of the Council of Unit Owners of the Condominium, attached to said Declaration as Exhibit "B", and by this reference incorporated herein, all of which are declared and agreed to be in aid of a plan for the improvement of said property, and the division thereof into condominium units and common elements, and shall be deemed to run with and bind the land, and shall inure to the benefit of and be enforceable by the Declarant, its successors and assigns, and any person acquiring or owning an interest in said property and improvements, including, without limitation, any person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who hold such interest solely as security for the performance of an obligation.

ARTICLE I

Section 1. Incorporation by reference of Declaration. Declarant hereby submits the real property described on Exhibit "A" attached to this Amendment, to each and every of the provisions of the Declaration made by the Declarant on the 27th day of August, 1990, as the same was recorded on the 13th day of September, 1990, in Liber 5168, Folio 711, et. seq., among the Land Records of Anne Arundel County, Maryland, and to the provisions of the Condominium Act. In accordance with the provisions of said Declaration and of the Condominium Act, the real property described on Exhibit "A" attached to this Amendment, is hereby merged with the real property described on Exhibit "A" of said Declaration; and the real property described on Exhibit "A" of said First Amendment to Declaration dated September 12, 1990, as the same was recorded on September 19, 1990, in Liber 5173, Folio 425; and the real property described on Exhibit "A" of said Second Amendment to

Declaration dated January 25, 1991, as the same was recorded on March 12, 1991, in Liber 5274 in Folio 001, by operation of law.

Section 2. Reallocation of percentage interests and votes. Upon the recordation of this Amendment to the Declaration, and the recordation of the Amendment to the Condominium Plat, each Owner of a Condominium Unit in the Condominium, by operation of law, shall have the undivided percentage interest in the common elements, common expenses and common profits of the Condominium, and shall have the number of votes set forth on Exhibit "C" attached to the aforesaid Declaration and incorporated therein and hereby by this and other references, and upon the recordation of this Amendment, the percentage interest and voting rights heretofore established as provided for in the Declaration shall be reallocated automatically and pro tanto as set forth in said Exhibit "C".

IN WITNESS WHEREOF, the said Burwood Road Associates Limited Partnership, a Limited Partnership, organized and existing under the laws of the State of Maryland, has caused these presents to be executed in its name by John W. Steffey, Sr., Chairman of the Board and President of White Acre, Inc., General Partner, who has caused this writing to be executed and delivered in its name and on its behalf on the day and year first above written.

Attest:

Louisa P. Kenna Berger

BURWOOD ROAD ASSOCIATES
LIMITED PARTNERSHIP

By: _____ (SEAL)
John W. Steffey, Sr.
Chairman of the Board and President
of White Acre, Inc.
General Partner

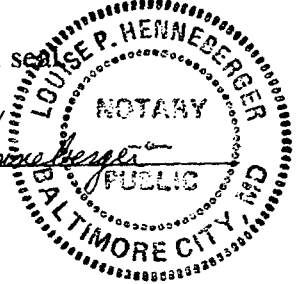
STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY that on this 17th day of June, 1991, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared

John W. Steffey, Sr., Chairman of the Board and President of White Acre, Inc., General Partner of Burwood Road Associates Limited Partnership, a Maryland Limited Partnership, and that he, as such Chairman of the Board and President being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing in my presence, the name of the Limited Partnership by himself as Chairman of the Board and President of the General Partner.

IN WITNESS WHEREOF, I hereunto set my hand and official seal

Louise P. Henneger
NOTARY PUBLIC



My Commission Expires: 2/1/93.

Return to:
Earl G. Schaffer, Esquire
4 Evergreen Road, Severna Park, Maryland 21146

r:6848302.amd (6/13/91)

PAUL K. MILLER & ASSOCIATES

1500 RITCHIE HIGHWAY, SUITE D
 ARNOLD, MARYLAND 21012
 (410) 751-9202

PAUL K. MILLER, P.L.S.

LAND SURVEYING
 LAND PLANNING

May 31, 1991

EXHIBIT A
 THIRD AMENDMENT TO DECLARATION OF
 OAKLEAF VILLAS GARDEN CONDOMINIUM
 DESCRIPTION
 OAKLEAF VILLAS GARDEN CONDOMINIUM
 SECTION I, PHASE 5, BUILDING NO. 5, 300 JUNE BERRY WAY
 FIFTH DISTRICT
 ANNE ARUNDEL COUNTY, MARYLAND

Beginning for the same at Point No. 651 as shown on a plat of subdivision entitled "Oakleaf Villas, Garden Condominium - Section 1" as recorded among the Land Records of Anne Arundel County, Maryland in Plat Book E43, Page 7, Plat No. E-2107, thence running along the westerly right of way line of Heritage Hill Drive (60 foot R/W) as shown on said plat, the following three (3) courses:

1. 22.08 feet along the arc of a curve deflecting to the right, having a radius of 856.43 feet and a chord bearing and distance of South 25°16'37" East, 22.08 feet to a point of tangency, thence
2. South 24°32'45" East, 97.31 feet to a point of curvature, and thence
3. 53.10 feet along the arc of a curve deflecting to the right, having a radius of 370.00 feet and a chord bearing and distance of South 20°26'05" East, 53.06 feet, thence along the southerly line of the private ingress, egress and utility easement (Juneberry Way) the following five (5) courses:
4. South 70°53'19" West, 11.51 feet to a point of curvature, thence
5. 47.67 feet along the arc of a curve deflecting to the right, having a radius of 186.00 feet and a chord bearing and distance of South 78°14'09" West, 47.54 feet to a point of tangency, thence
6. South 85°34'17" West, 63.48 feet to a point, thence
7. South 04°25'43" East, 5.00 feet to a point, and thence
8. South 86°06'02" West, 108.25 feet to a point, thence crossing said Juneberry Way
9. North 04°25'43" West, 45.00 feet to a point, thence
10. South 85°34'17" West, 19.00 feet to a point, thence
11. North 04°25'43" West, 29.00 feet to a point, thence
12. South 85°34'17" West, 5.00 feet to a point, thence
13. North 04°25'43" West, 102.00 feet to a point in the northerly outline of said Section 1, thence along said outline
14. North 85°34'17" East, 198.05 feet to the point of beginning, containing 38,591 square feet or 0.88594 acres of land.