




Tom Leatherwood

Shelby County Register

As evidenced by the instrument number shown below, this document has been recorded as a permanent record in the archives of the Office of the Shelby County Register.

	
11017877	
02/21/2011 - 10:13 AM	
12 PGS	
LAKECIA 820560-11017877	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	60.00
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	0.00
TOTAL AMOUNT	62.00
TOM LEATHERWOOD	
REGISTER OF DEEDS SHELBY COUNTY TENNESSEE	

Return to:
FNTG
Chicago Title | Fidelity National Title | Lawyer's Title
6060 Poplar Avenue, Suite LL37
Memphis, TN 38119

THIS INSTRUMENT PREPARED BY AND RETURN TO:
M. Wayne Mink, Jr.,
Dinkelspiel, Rasmussen & Mink, PLLC
1669 Kirby Parkway, Suite 106
Memphis, TN 38120

ADOPTION OF BYLAWS OF CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

THIS ADOPTION OF BYLAWS OF CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC., (this "Adoption") is made as of this 2nd day of February, 2011, by CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC., a Tennessee non-profit corporation (the "Association").

WITNESSETH:

WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (as amended, the "CCRs"), dated April 11, 1995, and recorded in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as Instrument No. FA 7995, as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated June 21, 2001, and recorded in the Register's Office as Instrument No. LC 8372, governs that certain residential development situated in the City of Memphis, Shelby County, Tennessee, more commonly known as "Cordova – The Town", which is administered by the Association; and

WHEREAS, attached to the CCRs, as **Exhibit "B"** are the Bylaws of Cordova – The Town Merchants Association, Inc. (the "Merchants Association Bylaws"); and

WHEREAS, the Association and Cordova – The Town Merchants Association, Inc., are not one and the same; and

WHEREAS, consequently bylaws of the Association have not been formally adopted by the Association and are not of record in the Register's Office; and

WHEREAS, the Association intends to adopt the Bylaws, attached hereto as **EXHIBIT "A"**, formally as the bylaws of the Association; and

WHEREAS, pursuant to Tenn. Code § 48-52-106(a), the Board of Directors of the Association shall, in its sole discretion, adopt initial bylaws for the governance of the Association; and

WHEREAS, the Board of Directors have formally elected to adopt the Bylaws as the governing bylaws of the Association pursuant to its statutory powers as evidenced by all their signatures below.

NOW, THEREFORE, the Bylaws are formally adopted and hereby amended as follows:

1. **RECITALS:** The foregoing recitals are true and accurate.
2. **CAPITALIZED TERMS:** All capitalized terms not otherwise defined in this Amendment shall have the same meanings provided for in the CCRs and/or Bylaws.
3. **ADOPTION OF THE BYLAWS:** The Board of Directors hereby formally adopts the Bylaws, attached hereto and made a part hereof as **EXHIBIT "A"**, as the governing bylaws of the Association. The Board of Directors hereby notes that the Merchants Association Bylaws are not the bylaws

of the Association, were never intended to be the bylaws of the Association, and were attached to the CCRs in error.

4. **FULL FORCE AND EFFECT:** Except as modified herein, all other terms and provisions of the CCRs shall remain in full force and effect as if this Adoption had been incorporated in the CCRs as originally executed.

IN WITNESS WHEREOF, the Bylaws were adopted and this Adoption was authorized at duly-called special meeting of the Board of Directors by a majority vote of all of the Directors, as evidenced by the signature of all Directors below.

THE ASSOCIATION:

CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.,
a Tennessee non-profit corporation

By: Christopher Speltz
Name: Christopher Speltz
Title: Director

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared Christopher Speltz, with whom I am personally acquainted, and who, upon oath acknowledged himself to be a Director of Cordova – The Town Homeowners Association, Inc., Tennessee not for profit corporation, and that he as such Director, being authorized so to do, executed the foregoing instrument for the purpose therein contained on behalf of and as the free act and deed of the corporation, by signing his name as Director.

WITNESS my hand and seal at office on this the 2nd day of February, 2011.



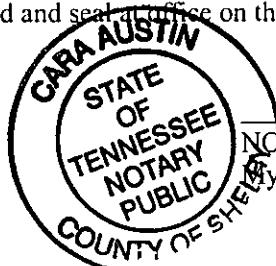
Mary Leslie Jackson
NOTARY PUBLIC MY COMMISSION EXPIRES:
My Commission Expires: July 10, 2011

By: Thomas Fisher
Name: Thomas Fisher
Title: Director

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared Thomas Fisher, with whom I am personally acquainted, and who, upon oath acknowledged himself to be a Director of Cordova – The Town Homeowners Association, Inc., Tennessee not for profit corporation, and that he as such Director, being authorized so to do, executed the foregoing instrument for the purpose therein contained on behalf of and as the free act and deed of the corporation, by signing his name as Director.

WITNESS my hand and seal in office on this the 10 day of February, 2011.




NOTARY PUBLIC
My Commission Expires: June 04, 2013

By: Becky Marino
Name: Becky Marino
Title: Director

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared Becky Marino, with whom I am personally acquainted, and who, upon oath acknowledged himself to be a Director of Cordova – The Town Homeowners Association, Inc., Tennessee not for profit corporation, and that he as such Director, being authorized so to do, executed the foregoing instrument for the purpose therein contained on behalf of and as the free act and deed of the corporation, by signing his name as Director.

WITNESS my hand and seal at office on this the 5 day of February, 2011.



NOTARY PUBLIC
My Commission Expires: June 04, 2013

By: [Signature]
Name: Dot Alexander
Title: Director

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared Dot Alexander, with whom I am personally acquainted, and who, upon oath acknowledged himself to be a Director of Cordova – The Town Homeowners Association, Inc., Tennessee not for profit corporation, and that he as such Director, being authorized so to do, executed the foregoing instrument for the purpose therein contained on behalf of and as the free act and deed of the corporation, by signing his name as Director.

WITNESS my hand and seal at office on this the 5 day of February, 2011.



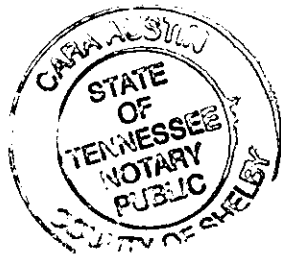
[Signature]
NOTARY PUBLIC
My Commission Expires: June 04, 2013

By: [Signature]
Name: Richard Borgers
Title: Director

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared Richard Borgers, with whom I am personally acquainted, and who, upon oath acknowledged himself to be a Director of Cordova – The Town Homeowners Association, Inc., Tennessee not for profit corporation, and that he as such Director, being authorized so to do, executed the foregoing instrument for the purpose therein contained on behalf of and as the free act and deed of the corporation, by signing his name as Director.

WITNESS my hand and seal at office on this the 5 day of February, 2011.



[Signature]
NOTARY PUBLIC
My Commission Expires: June 04, 2013

EXHIBIT "A"
THE BYLAWS

**BYLAWS OF CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION,
INC.**

ARTICLE I
NAME AND GUIDELINES

Section 1. NAME. The name of this Association will be "Cordova – The Town Homeowners Association, Inc., a Tennessee nonprofit corporation".

Section 2. GOVERNING LAW. The Association is and shall remain a non-profit organization, governed by the provisions of the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. § 48-51-101, *et seq.* (the "Act"), as amended, except as otherwise provided in these Bylaws, and no part of the net earnings thereof shall inure to any individual Member, except as expressly provided in the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (as amended, the "Declaration"), dated April 11, 1995, and recorded in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as Instrument No. FA 7995, as amended from time to time.

Section 3. NON-POLITICAL. The Association shall not endorse or align with any political party or candidate for public office.

Section 4. PURPOSES. The Association is formed to serve as the means through which the Members administer, manage, and operate the Property, as such term is defined in the Declaration, under the provisions of Act, as amended from time to time.

Section 5. PRINCIPAL OFFICE. The principal office of the Association shall be located at 3036 Centre Oak Way, Germantown, Tennessee 38138, or such other place as may be designated by the Association.

ARTICLE II
MEMBERSHIP

Section 1. MEMBERS. The membership of the Association shall be the owners of record in the Register's Office of each Lot in the Property (each being a "Member"), but shall expressly exclude those persons or entities having such interest in a Lot merely as security for the performance of an obligation.

Section 2. MEMBERSHIP ASSESSMENTS. Assessments of the Association shall be established annually by the Board of Directors and shall be assessed on a calendar year basis.

Section 3. ROSTER OF MEMBERSHIP. The Secretary of the Association shall maintain a roster of the Membership entitled to vote at the meetings as hereinafter provided.

Section 4. VOTES. The Owner(s) of each Lot shall be entitled to one (1) collective vote. If a husband and wife are the Owners, collectively, of a Lot in the Property, such husband and wife, while both Members, will have one (1) vote between them in all matters put before the Membership. If a corporation, partnership, limited liability company, or any other such legal entity shall own a Lot, then such entity shall register with the Secretary the name and office of the individual whom will represent

such entity at any meeting of the Members and cast such entity's vote. No Member (each a "Defaulting Member") shall be (i) eligible to vote, either in person or by proxy; (ii) counted towards a quorum or a quorum requirement; or (iii) elected to the Board of Directors of the Association, whose account is shown on the books of the Association to be more than two hundred seventy (270) days delinquent in any payment due to the Association or who is more than thirty (30) days in default under any of the terms, covenants, conditions, restrictions, or any other provisions contained in the Declaration. In no event shall any vote of a Defaulting Member be counted in any vote of the Membership or the total vote of the Membership (e.g., any vote at a meeting of the Membership, any vote to amend these Bylaws, or any vote to amend the CCRs).

Section 5. PROXIES. Every Member entitled to vote at a meeting may do so either in person or by written proxy, which proxy shall be filed with the Secretary before being voted. Such proxy shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 6. CONSENTS. Actions required or permitted by the Act, the Charter, or these Bylaws, to be taken at a Member meeting may be taken without a meeting if one or more written consents are signed by all the Members entitled to vote on the action and such consents are delivered to the Secretary.

ARTICLE III BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS. The Association shall be governed by a Board of Directors consisting of at least five (5) persons (each being a "Director"). Each Director shall be a Member, as such term is defined in the Declaration.

Section 2. ELECTION OF OFFICERS BY BOARD OF DIRECTORS. The Board of Directors shall elect a President, Secretary, and Treasurer.

Section 3. ELECTION OF DIRECTORS. The Directors will be elected by the Members to the Board of Directors at the annual meeting of the Members. All Directors shall serve until their successors have been elected and qualified.

Section 4. QUORUM; VOTING. The attendance of a majority of the Directors of the Board shall constitute a quorum. A simple majority will be required for any binding action, except as otherwise provided herein. Each Director shall be entitled to one (1) vote on all matters before the Board of Directors.

Section 5. QUALIFICATIONS. To be eligible for, or to hold elected office in the Association, a person must be a Member. Directors shall serve for one (1) year or until their successors are elected. Any Director may be removed by a vote of two-thirds (2/3) of the Members. Any vacancy occurring in the Board shall be filled by majority vote of the remaining Directors. Any Director so elected to fill a vacancy shall hold office until the next annual meeting of the Members.

Section 6. NO COMPENSATION. Directors shall serve without compensation.

Section 7. POWERS/DUTIES OF BOARD OF DIRECTORS. Powers and duties of the Board of Directors shall include:

- A. The appointment of the Architectural Control Committee (the "ACC"), as such is provided in the Declaration, and all other standing committees and chairpersons thereof. This power can be delegated to the President. All committees shall derive their direction from the Board of Directors.
- B. The appointment of all persons or organizations to serve the Association.
- C. The filling of vacancies on the Board of Directors until the next annual meeting.
- D. The approval of expenditures of Association funds.
- E. The establishment of policy for the Association.
- F. The dissolution of all standing and other committees. This power can be delegated to the President.
- G. The setting and collection of all annual, special, and emergency assessments provided in the Declaration.
- H. Such other powers and duties as given to them by the Members or which may exercised for, on behalf of, and in the best interests of the Association.

ARTICLE IV OFFICERS

Section 1. OFFICERS. Following the annual meeting of the Members, the Directors shall elect the following officers by a majority vote of the Directors: President, Secretary and Treasurer.

Section 2. PRESIDENT. The President shall preside at all meetings of the Association and the Board of Directors and shall perform such duties as directed by the Board of Directors.

Section 3. SECRETARY. The Secretary shall be the official custodian of all records of the Association except Membership records, shall keep the minutes of the Association and Board of Directors meetings, shall send all official correspondence in the name of the Association, and shall give all required notices.

Section 4. TREASURER. The Treasurer shall keep and be responsible for all funds of the Association and shall keep the Membership records. The funds shall be deposited in an account in the name of "Cordova - The Town Homeowners Association, Inc." The Treasurer shall make a list of all Members which shall include each Member's name, and date joined. The Treasurer shall provide a current list to the Secretary on a periodic basis. The President and Treasurer shall each, individually, have signature authority on bank accounts of the Association. All monies belonging to the Association shall be delivered to the Treasurer and all bills shall be submitted to the Treasurer for payment. The Treasurer shall provide regular reports of transactions and prepare financial statements as directed by the Board of Directors. In the event the Association is professionally managed, the Board may authorize such management company to have signature authority on bank accounts of the Association and may delegate certain responsibilities of the Treasurer to such management company.

Section 5. DUAL OFFICES. A Director may also serve as an officer.

Section 6. EXECUTION OF INSTRUMENTS. Provided any such document has been approved by the Membership, as provided herein, and evidence of such approval is kept with the

Association's records, all agreements, contracts, deeds, leases and other instruments of the Association, except checks, shall be executed by such person or persons as may be designated by a resolution of the Board of Directors and, in the absence of any general or special resolution applicable to any such instrument, then such instrument shall be signed by the president. All checks shall be signed by the treasurer, or in his absence or disability, by the president or any duly elected assistant-treasurer or by such other person or persons as may be designated by resolution of the Board of Directors.

ARTICLE V **MEMBERSHIP MEETINGS**

Section 1. ANNUAL MEETING. The annual meeting of the of the Membership of the Association shall be held on the particular day, hour, and location as determined and designated by the Board of Directors, but not later than the first (1st) day of May of each year. Written notification of the Annual Meeting shall be given to the Members not less than ten (10) days and no more than thirty (30) days prior to the date selected for such Annual Meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the Membership for any purpose may be called (1) by the President or (2) by the Secretary upon written request of thirty percent (30%) of the Membership. Written notice of all special meetings stating the time, location and objective thereof shall be given to the Members in writing at least five (5) days before such meeting.

Section 3. QUORUM. Thirty percent (30%) of the Members shall constitute a quorum for the transaction of business at any annual or special meeting of the Members. At each meeting of the Members, Member decisions will be made by majority vote of those Members present. After two (2) successive meetings of the Members, held with due notice, at which a quorum is not obtained; howsoever many Members as may attend the third consecutive meeting shall constitute a quorum.

ARTICLE VI **ASSOCIATION RESPONSIBILITIES**

Section 1. INDEMNIFICATION. The Association shall indemnify every officer and Director against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon such officer or Director in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which such officer or Director may be made a party by reason of being or having been an officer or Director, whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance or malfeasance. The officers and Directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers and Directors may also be Members of the Association), and the Association shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or Director, or former officer or Director, may be entitled. The Association shall maintain adequate general liability insurance and if, obtainable, officers' and Directors' liability insurance to fund this obligation.

Section 2. INSURANCE. The Association shall, as determined by the Board of Directors in its sole discretion, obtain and maintain at all times as a common expense insurance as required by the Declaration.

ARTICLE VII
PROCEDURE

The President shall regulate and govern all debate and action by the Board of Directors and the Membership at any meeting in a manner, which promotes a fair exchange of views, and the efficient dispatch of business. When resort to rules of procedure becomes necessary as deemed by the President, business shall be governed by Robert's Rules of Order.

ARTICLE VIII
AMENDMENTS

These Bylaws may be amended by a vote of two-thirds (2/3) of the Members of the Association at an annual or special meeting. Such changes to these Bylaws must be executed and acknowledged by the President and the Secretary of the Association and recorded in the Register's Office to become effective.

ARTICLE IX
COMMON AREA

Section 1. COMMON AREA. The Common Area of the Property shall be maintained and controlled by the Association.

Section 2. MEMBER EASEMENT. Every Member shall have the right and easement of enjoyment in and to the Common Area as provided in the Declaration, and such easement shall be appurtenant to and shall pass with the title to every Lot subject to the right of the Association to regulate such use and such other action as may be permitted by law in effect from time to time.

Section 3. POWERS OF ASSOCIATION AS TO COMMON AREA. The Association may, at any time, as to the Common Area conveyed, leased, assigned, or transferred to it, or otherwise placed under its jurisdiction or control, in the discretion of the Board of Directors, without any approval of the Members being required:

A. Reconstruct, repair, replace or refinish any improvements or portion thereof upon any such area in accordance with (a) the last plans thereof approved by the Board of Directors, (b) the original plans for the improvement, or (c) if neither of the foregoing is applicable and if such improvement was previously in existence, then in accordance with the original design, finish or standard of construction of such improvement as same existed;

B. Replace injured and diseased trees or other vegetation in any such area, and plant trees, shrubs and ground cover to the extent that the Board of Directors deems necessary for the conservation of water and soil and for aesthetic purposes;

C. Do all such other and further acts which the Board of Directors deems necessary to preserve and protect the Common Area and the beauty and aesthetics thereof, in accordance with the general purposes specified in these Bylaws; and

D. The Board of Directors shall be the sole judge as to the appropriate maintenance of all grounds within the Common Area.

Section 4. **DESTRUCTION OF COMMON AREA.** In the event the Common Area is damaged or destroyed through the intentional or negligent act of any Member or any person for whom such Member is legally responsible, such Member does hereby authorize the Association to repair said damaged area, and the Association shall so repair said damaged area in a good, workmanlike manner in conformance with the original plans and specifications of the area involved, or as the area may have been modified or altered subsequently by the Association, in the discretion of the Association. The amount necessary for such repairs shall be paid by said Member, upon demand, to the Association, and the Association may enforce collection of same in the same manner and subject to the same conditions as provided elsewhere in these Bylaws for collection and enforcement of assessments.

ARTICLE X
FINANCES

Section 1. **FISCAL YEAR.** The fiscal year shall commence on January 1st and end on December 31st of each year. The Board of Directors may establish a different fiscal year and must notify each of the then existing Members of the change.

Section 2. **DEPOSITORY AND CHECKS.** The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. All checks or demands for money and notes of the Association shall be signed by and one (1) of the following officers: President or Treasurer. The Board of Directors, by resolution, may require more than one (1) signature.

Section 3. **ANNUAL BUDGET.** The Board of Directors shall propose an annual budget each year and shall mail a copy of the Association's proposed annual budget of common expenses to each Member not less than ten (10) days prior to the meeting of the Board of Directors at which the budget will be considered together with a notice of that meeting. Such meeting of the Board of Directors shall be open to all Members.

ARTICLE XI
OFFICIAL RECORDS

The Association shall maintain a copy of each of the following, where applicable, which shall constitute the official records of the Association:

- A. The plans, permits, warranties, and other items provided by the Developer.
- B. A photocopy of the recorded Declaration and all amendments thereto.
- C. A photocopy of the recorded Bylaws of the Association and all amendments thereto.
- D. A certified copy of the Charter and all amendments thereto.
- E. A copy of the current Association's rules and regulations, if any.
- F. A book or books containing the minutes of all meetings of the Association, of the Board of Directors, and of the Members, which minutes shall be retained for a period of not less than seven (7) years.
- G. A current roster of all Member, their mailing addresses, unit identifications, voting certifications, and if known telephone numbers.

- H. All current insurance policies of the Association.
- I. A current copy of any management agreement, lease, agreement, or other contract to which the Association is a party or under which the Association or the Members have an obligation or responsibility.
- J. Bills of sale or transfer for all property owned by the Association.
- K. Accounting records for the Association according to generally accepted accounting practices.
- L. Voting proxies, which shall be maintained for a period of one year from date of the meeting for which the proxy was given.

ARTICLE XII
PARTIAL CONDEMNATION OF COMMON AREA

The Association, through the action of the Board of Directors, shall have the power to convey a portion of the Common Area to a condemning authority for the purpose of providing utility easements, rights of ways expansion, or other public purposes, whether negotiated or as the result of eminent domain proceedings.

ARTICLE XIII
WRITTEN INQUIRIES BY MEMBERS

When a Member files a written inquiry by certified mail with the Board of Directors, the Board shall respond in writing to the Member within thirty (30) days of receipt of the inquiry. The Board's response shall either give a substantive response to the inquirer, or notify the inquirer that a legal opinion has been requested. If a legal opinion is requested, the Board shall, within sixty (60) days after the receipt of the inquiry, provide in writing a substantive response to the inquirer. The failure to provide a substantive response to the inquirer as provided herein precludes the Board from recovering attorney's fees and costs in any subsequent litigation, administrative proceeding, or arbitration arising out of the complaint.

The Association may through its Board of Directors adopt reasonable rules and regulations regarding the frequency and manner of responding to Member inquires, one of which may be that the association is only obligated to respond to one written inquiry per Lot in any given thirty (30) day period. In such a case, any additional inquiry or inquiries must be responded to in the subsequent thirty (30) day period, or periods, as applicable.

ARTICLE XIV
NOTICES

Section 1. NOTICE. Whenever, under the provisions of the Act, the Charter, the Declaration, or these Bylaws, notice is required to be given to any Director or Member, it shall be construed to mean either personal notice, or notice given in writing by mail by depositing the same in the Post Office or letter box in a postpaid envelope addressed to such Director or Member as their name appears on the books of the Association. Notice of any meeting of the Members, whether special or annual, shall be provided not more than thirty (30) days and not less than ten (10) days in advance of such meeting.

Section 2. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Act, the Charter, the Declaration, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to be equivalent to the required notice.

ARTICLE XV
MISCELLANEOUS

Section 1. CHOICE OF LAW. These Bylaws have been executed in the State of Tennessee, and shall be construed, performed and enforced in accordance with the laws of the State of Tennessee.

Section 2. SEVERABILITY. In the event any provision of these Bylaws shall be determined by a court of competent jurisdiction to be invalid, illegal or unenforceable, the remainder of these Bylaws shall nonetheless remain in full force and effect so long as the substantial benefits of the parties to be derived from these Bylaws and the performance hereof are not adversely affected by the elimination of such provision(s).

Section 3. ENTIRE AGREEMENT. These Bylaws constitute the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all prior negotiations, discussions, writings, and agreements.

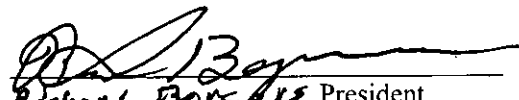
Section 4. BINDING EFFECT. The terms of these Bylaws and the respective covenants, provisions, terms, conditions, and agreements herein contained shall be binding upon the parties hereto, their heirs, devisees, successors, and assigns.

Section 5. CONFLICT AND AMENDMENT OF THE DECLARATION. In the event there is any conflict between the terms and provisions of Article III of the Declaration and these Bylaws, these Bylaws shall control, it being the express intent of the undersigned that Sections 1, 2, and 3 of Article III of the Declaration are subordinate to the provisions of these Bylaws.

Section 6. DISTRIBUTION OF FUNDS ON DISSOLUTION. In the event the Association becomes inactive or dissolves, monies in the general fund shall be distributed to the Members on a pro rata basis.

Section 7. TERM. The covenants, conditions, and restrictions of these Bylaws shall run with and bind the Property, for the term as provided in Article VIII of the Declaration.


I certify that these Bylaws were adopted at the organizational meeting of the Association as of this 10 day of February, 2011.


Richard Borsy, Jr., President



Tom Leatherwood
Shelby County Register

As evidenced by the instrument number shown below, this document
has been recorded as a permanent record in the archives of the
Office of the Shelby County Register.

	
12101982	
09/10/2012 - 12:53 PM	
11B PGS	
ALONZO 992406-12101982	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	590.00
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	0.00
TOTAL AMOUNT	592.00
TOM LEATHERWOOD REGISTER OF DEEDS SHELBY COUNTY TENNESSEE	

THIS INSTRUMENT PREPARED BY AND RETURN TO:
M. Wayne Mink, Jr.,
DINKELSPIEL, RASMUSSEN & MINK, PLLC
1669 Kirby Parkway, Suite 106
Memphis, TN 38120

**SECOND AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF CORDOVA – THE TOWN
HOMEOWNERS ASSOCIATION, INC.**

THIS SECOND AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF CORDOVA – THE TOWN HOMEOWNERS
ASSOCIATION, INC., (this "Amendment") is made as of this 27th day of March, 2011.

WITNESSETH:

WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (as amended, the "CCRs"), dated April 11, 1995, and recorded in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as Instrument No. FA 7995, as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated June 21, 2001, and recorded in the Register's Office as Instrument No. LC 8372, governs that certain residential development situated in the City of Memphis, Shelby County, Tennessee, more commonly known as "Cordova – The Town", which is administered by Cordova – The Town Homeowners Association, Inc., a Tennessee non-profit corporation (the "Association"); and

WHEREAS, the Association intends to amend the CCRs as more particularly provided herein; and

WHEREAS, Article XI, Section 3 of the CCRs provides that the CCRs may be amended at a meeting of the membership of the Association by an instrument signed by Members having not less than sixty-seven percent (67%) of the total votes allocated to the Association; and

WHEREAS, Article XI, Section 3 of the CCRs further provides that "eligible mortgage holders", being holders of a first mortgage on a Lot who have requested the Association to notify them of certain proposed actions to amend the CCRs, representing at least fifty-one percent (51%) of the votes of Lots that are subject to mortgages held by eligible mortgage holders must also approve any amendment to the CCRs; and

WHEREAS, as of the date of this Amendment no first mortgage holder has made any such request upon the Association under Article XI, Section 3 of the CCRs, meaning there are no "eligible mortgage holders" whose approval is necessary to pass this Amendment; and

WHEREAS, a meeting of the membership of the Association has been held and this Amendment was properly approved and signed at such meeting by Members having not less than sixty-seven percent (67%) of the total votes allocated to the Association.

NOW, THEREFORE, the CCRs are hereby amended as follows:

1. **RECITALS:** The foregoing recitals are true and accurate.

This instrument is being re-recorded to attach the signatures of not less than sixty-seven percent (67%) of the total votes allocated to the Association as of March 27, 2011, the date of the meeting at which this matter was considered and voted upon.

Return to:
FNTG
Chicago Title | Fidelity National Title | Lawyer's Title
6060 Poplar Avenue, Suite LL37
Memphis, TN 38119

2. **CAPITALIZED TERMS:** All capitalized terms not otherwise defined in this Amendment shall have the same meanings provided for in the CCRs.

3. **COMPLETION OF IMPROVEMENTS:** Article V of the CCRs is hereby amended to add the following Section 11:

Section 11. Completion of Improvements. Anything in the CCRs to the contrary notwithstanding, any and all single family homes built on unimproved Lots after the date of recordation of this Amendment must be substantially completed within twelve (12) months of the commencement of construction. For the purposes of this provision, substantial completion shall mean that the Owner of such Lot has been issued a final certificate of occupancy from the appropriate governmental authority. The Board of Directors shall, in its reasonable discretion, determine when construction has commenced (but no construction shall be deemed commenced until such time as dirt work [i.e., the leveling of a Lot] has begun). In the event an Owner fails to timely complete construction as required by this section, the Board of Directors may assess a fine of **ONE HUNDRED AND 00/100 DOLLARS (\$100.00)** for each week, in excess of twelve (12) months, such work is not completed.

4. **COVENANTS REGARDING TREES:** Article VII, Section 10 of the CCRs is hereby amended to add the following sentences to the end of the existing section:

In the event any tree on a Lot existing at the time of the recordation of this Amendment dies and must be removed from a Lot in accordance with the CCRs or a Lot Owner wishes to replace a currently existing tree, it must be timely replaced in the same greenspace with a tree of the same species as the original tree or with a tree of the Zelcova species. Any and all such replacement trees shall be approved by the Architectural Committee prior to planting. All Lots must have a tree planted in the front greenspace of the Lot (defined by the prevailing location of the improvements on the Lot) along with the proper mailbox of the approved color and white lettering to match the existing improvements. Pursuant to the prevailing landscaping plan of record in the Register's Office, some Lots may have more than one (1) tree, e.g. certain corner lots.

5. **COSTS OF ENFORCEMENT OF CCRS:** Article X of the CCRs is hereby amended to add the following sentence to the end of the existing paragraph:

The expense of enforcement, including court costs, expenses, and attorney's fees, by the Association or Member shall be chargeable to the Owner of the Lot violating these covenants and restrictions and shall constitute a lien on the Lot, collectible in the same manner as assessments hereunder. Such expenses shall include all costs spent enforcing the CCRs up to and including court action, it being the intent that such costs include any legal enforcement letters sent on behalf of the Association or Member.

6. **FULL FORCE AND EFFECT:** Except as modified herein, all other terms and provisions of the CCRs shall remain in full force and effect as if this Amendment had been incorporated in the CCRs as originally executed.

7. **CONFLICT:** In the event of any conflict between the terms and provisions of this Amendment and the CCRs or the Bylaws, the terms and provisions of this Amendment shall control.

[THE FOLLOWING PAGE IS THE SIGNATURE PAGE]

IN WITNESS WHEREOF, this Amendment to the CCRs was duly authorized and signed at a meeting of the Owners by Owners having not less than sixty-seven percent (67%) of the total votes allocated to the Association and executed by the President of the Association.

THE ASSOCIATION:

CORDOVA - THE TOWN HOMEOWNERS ASSOCIATION, INC.,
a Tennessee non-profit corporation

By: [Signature]
Name: Christopher E. Speltz
Title: President

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, Mary Leslie Jackson of the state and county mentioned, personally appeared Christopher E. Speltz, President of CORDOVA - THE TOWN HOMEOWNERS ASSOCIATION, INC., a Tennessee non-profit, 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 President of CORDOVA - THE TOWN HOMEOWNERS ASSOCIATION, INC., a Tennessee non-profit, the within named bargainor, a corporation, and that such he as such President, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as its President.

WITNESS MY HAND AND OFFICIAL SEAL at office, this 6th day of April ~~March~~, 2011.




Mary Leslie Jackson
NOTARY PUBLIC MY COMMISSION EXPIRES:
My Commission Expires: July 10, 2011



Tom Leatherwood

Shelby County Register

As evidenced by the instrument number shown below, this document has been recorded as a permanent record in the archives of the Office of the Shelby County Register.

	
11037786	
04/15/2011 - 08:59 AM	
3 PGS	
MARYF	B34523-11037786
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	15.00
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	0.00
TOTAL AMOUNT	17.00
TOM LEATHERWOOD	
REGISTER OF DEEDS SHELBY COUNTY TENNESSEE	

1075 Mullins Station, Suite 165 ~ Memphis, Tennessee 38134 (901) 379-7500
Website: <http://register.shelby.tn.us> Email: Tom.L Leatherwood@shelbycountyttn.gov



Tom Leatherwood
Shelby County Register

STATE OF TENNESSEE
COUNTY OF SHELBY

CERTIFICATION # 00005713

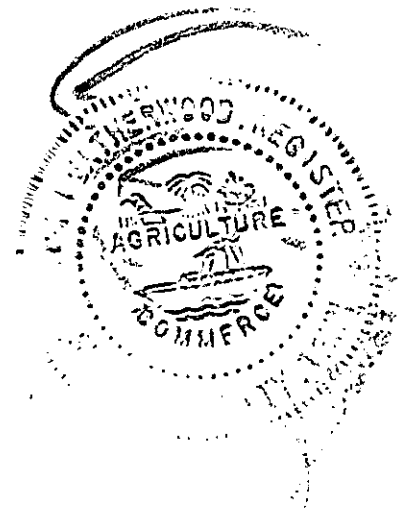
I, Tom Leatherwood, Register of Deeds, hereby certify this is a true and perfect copy of page(s) 1-4 of Instrument Number 11037786, recorded in this office as a SUB RESTRICTION from CORDOVA THE TOWN HOMEOWNERS ASSOCIATION INC to AMENDMENT TO RESTRICTIONS.

Witness the Official Signature and Seal this 22nd day of August 2012.

Tom Leatherwood, Register

A handwritten signature in cursive script, appearing to read "Tom Leatherwood", written over a horizontal line.

Deputy Register



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 21 TOTAL LOTS (SEE BELOW) ^{*} (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

* LOT #'S - 120, 121, 122, 123, 124, 125, 126, 137, 92, 93, 94, 95, 103, 100, 97, 104, 105, 106, 107, 108, 115.

21 TOTAL

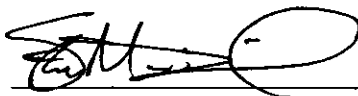
necessary appoints STUART MACDIARMID (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

 X Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of Lot 96 8624 Maysville (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓ _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓ _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓ _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

✓ _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓ _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓ _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Charles J. Walker, Jr.
3/27/11

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Walter S. Cloutier
3/27/11

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8550 MARYSVILLE (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

3 1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

4 2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

5 3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

_____ X
Yes No

6 4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

7 5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

8 6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

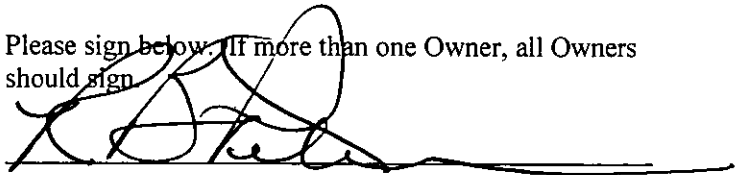
X

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of _____ (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

_____ _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

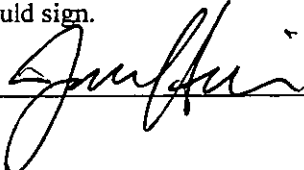
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



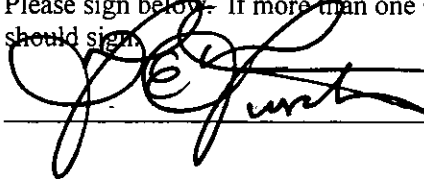
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

 _____

BALLOT/PROXY
CORDOVA - THE TOWN HOMEOWNERS ASSOCIATION, INC.

3-27, 2011

The undersigned being the Lot Owner(s) of 1218 ECKLIN (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova - The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to a change in the cost of the fence review fee:

Yes No

2. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

3. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

4. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova - The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova - The Town Homeowners Association, Inc., to be held on 3/27, 2011, and to the extent necessary appoints Lee McWaters (fill in the name if you wish to

appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova - The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1213 Ecklin (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints Lee M Waters (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

✓ Vote only as marked above; or

 Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign. see proxy mailed to us.

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8579 Memphis Ave (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Ann B Wright

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8552 Lurry Ln (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

~~_____~~ _____
Yes No X

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

BT ~~BT~~

Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Barbara Fields

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8566 Marysville Ave (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

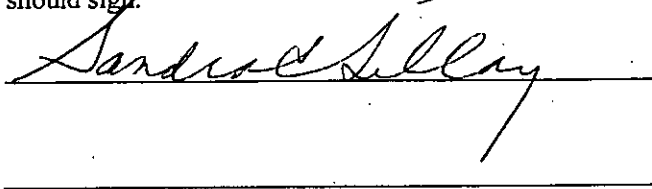
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of lot 136 1250 Cullendale Street (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

- (3) 1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

- (4) 2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

- (5) 3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

- (6) 4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

_____ X _____
Yes No

Want to introduce discussion for amendment to include having no tree if space is not reasonable to support a tree.

- (7) 5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes X _____
No

- (8) 6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent


necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

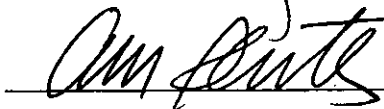
_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.





BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8558 LURRY LANE (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

~~_____~~ X CALL
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

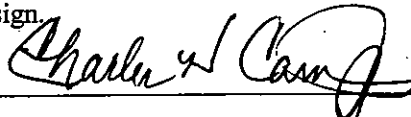
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of _____ (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on _____, 2010, and to the

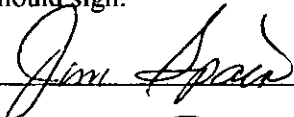
extent necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.


_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.





BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8554 Marysville Ave (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

_____ X
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

_____ X
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

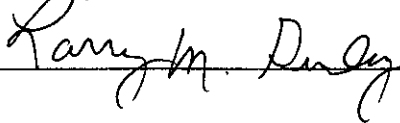
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: **(i)** acknowledges that they have read the proposed amendment; **(ii)** approves the acceptance and ratification of the Amendment by written ballot/proxy; and **(iii)** and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1201 Allentown St (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

SECTION #3

SECTION #4

SECTION #5

SECTION #6

SECTION #7

SECTION #8

necessary appoints Bell Boyd (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

 Vote only as marked above; or

 ✓ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Larry Helcomb

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1243 Cullendale (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

 _____

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1185 ALLENTOWN ST. (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

 X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

 X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

 X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

 X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

 X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

 X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

William C. Boyd

Regina J Boyd

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8531 Farley Avenue (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the “Amendment”):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1174 Allentown St. (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

~~_____
Yes~~ ~~_____
No~~

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species:

~~_____
Yes~~ ~~_____
No~~

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

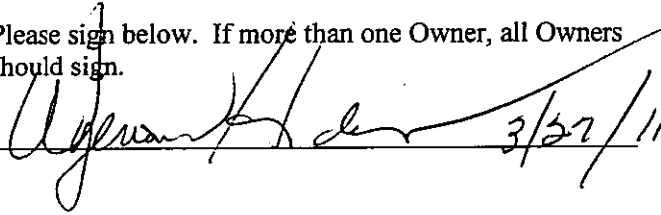
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

 3/27/11

BALLOT/PROXY
CORDOVA - THE TOWN HOMEOWNERS ASSOCIATION, INC.

MARCH 27 2010

The undersigned being the Lot Owner(s) of 1182 ALENTOWN STREET (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova - The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to a change in the cost of the fence review fee:

Yes No

2. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

3. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

4. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova - The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova - The Town Homeowners Association, Inc., to be held on MARCH 27, 2010, and to the extent necessary appoints _____ (fill in the name if you wish to

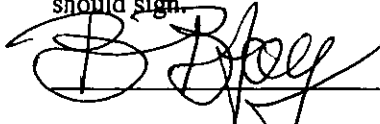
appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.





416

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8614 Mayville Ave (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

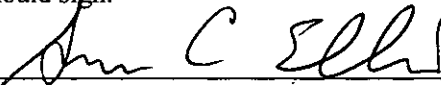
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011 *1254 Mayibra*

The undersigned being the Lot Owner(s) of ~~744 The Ave~~ (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent


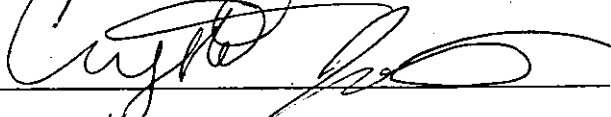
necessary appoints Sean Ellis (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

8/27/2011

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1242 Magnolia (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes ✓
No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8570 Lurry Ln (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27 2010, and to the

Leslie P. H.

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1238 CULLENDALE (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints James for Kelly Stone (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

- Vote only as marked above; or
- Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Quince M. Jervis

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1206 Allentown St. (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

✓
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on 3/27, 2011, and to the

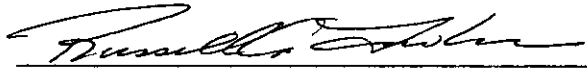
extent necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



Merimello G. Fowler

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

Lot 36.

The undersigned being the Lot Owner(s) of 1214 Chapel Park (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

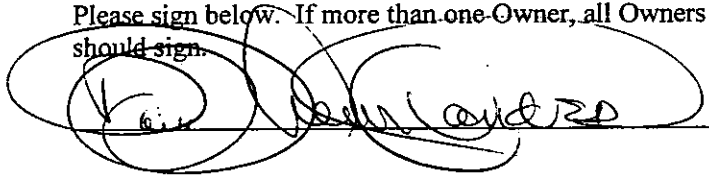
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

 Dot Alexander

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1246 Magilbr (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

✓
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

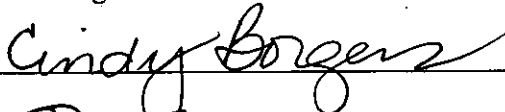
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

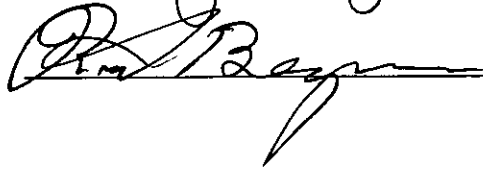
_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova - The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.





BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1210 CHAPEL PARK (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes ✓
No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes ✓
No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes ✓
No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes ✓
No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent


necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1206 CHAPA PARK (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes ✓
No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes ✓
No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes ✓
No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes ✓
No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

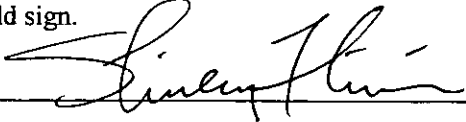
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8594 Marysville Ave (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No ✓

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

✓

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Eric E. Lee

Sheila D. Lee

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

3-27, 2011

The undersigned being the Lot Owner(s) of 1197 Chapel Park Blvd. (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

✓
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on 3-27, ~~2010~~, and to the 2011

extent necessary appoints Christopher Spelty (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova - The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Judith Gilbert

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

3/27, 2011

The undersigned being the Lot Owner(s) of 1184 Chapel Park BLVD (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on _____, 2010, and to the

extent necessary appoints Chris Speltz (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova - The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Pauline McWhorter

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8584 Marysville Ave. (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2010, and to the

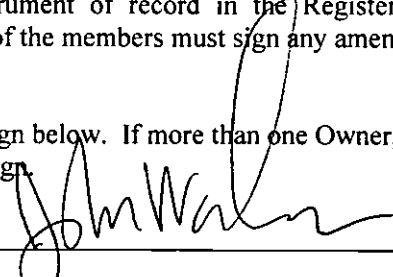
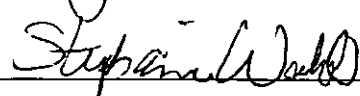
extent necessary appoints Christopher Speltz (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1190 Chapel Park Blvd (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2010, and to the

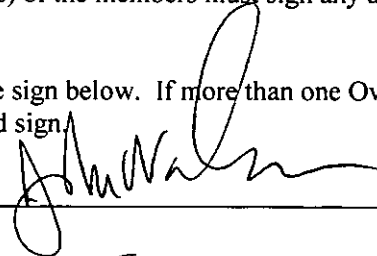
extent necessary appoints Christopher Speltz (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.





BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8535 Jarley Ave. (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓ _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓ _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓ _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

✓ _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓ _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓ _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints Chris Speltry (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

2/27/11

on Rec ✓

Vote only as marked above; or



Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Jenny Udary
Rogerold C. Udary Jr

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8564 Lorry Lane (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Phil Bryant, Executor
Estate Gene Bryant
Kennie Burton / Gandy Connell

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1212 Chapel Park (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

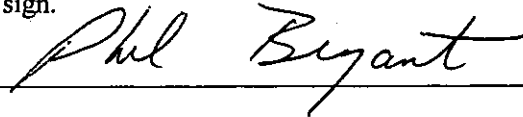
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1752 Allentown (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

 X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

 X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

 X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

 X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

 X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

 X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

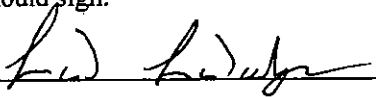
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 23 2011

The undersigned being the Lot Owner(s) of 8600 Marysville (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2010, and to the 2011

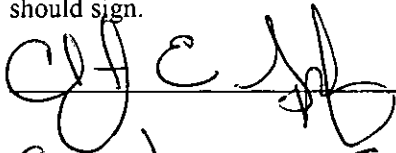
extent necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



Christine Speltz

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1216 Allentown Circle ^(Lot 52) (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

*Strong
with consistency in CTT-
Sorry, but we do not
have but a few
infractions enforced*

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints C. Speltz (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Debra H. Robinson (Lot 52)
1216 Allentown Circle
Cordova, In. 38016

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1180 Chapel Park (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints O. Spitz (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Recky D. Dornier

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of Lot 114 (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Courtney Homan

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of Lot 42 (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Courty Hyman

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of Lot 39 (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Courtney Lyman

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of Lot 1211 Allentown St. (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Courtney Hyma

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8625 Rogers Park (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints Christopher Speltz (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova - The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Brenda Johnson

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of Lot 51 (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register's Office of Shelby County, Tennessee (the "Register's Office"), as amended by that certain instrument of record in the Register's Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Courtesy Hymon

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 25, 2011

The undersigned being the Lot Owner(s) of 29 (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the 2011

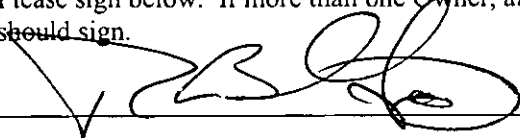
extent necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

_____ Vote only as marked above; or

_____ Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

3-25, 2011

The undersigned being the Lot Owner(s) of 1203 Chapel Park Blvd (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

✓
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

✓
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

✓
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

✓
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on _____, 2010, and to the

extent necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Judy Winkler

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1189 ALLENTOWN RD (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

 ✓
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

 ✓
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

 ✓
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

 ✓
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

 ✓
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

 ✓
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

Vote only as marked above; or

Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Charles F. Armstrong

Carrie E. Armstrong

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

03 25, 2011

The undersigned being the Lot Owner(s) of 1250 Macmillan ST (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

X _____
Yes No /

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on 03 27, 2010, and to the

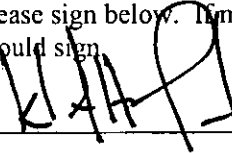
extent necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

 x Vote only as marked above; or

 Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1319 Chapel Park Blvd (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

ME _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

ME _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

ME _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

ME _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

ME _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

ME _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints Christopher Spellb (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

 Vote only as marked above; or

 X Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

 Martha Eberhart

BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 1246 AILSWORTH STREET (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

 ✓ _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

 ✓ _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

 ✓ _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

 ✓ _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

 ✓ _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

 ✓ _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

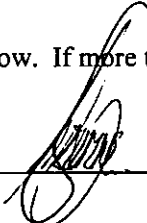
necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

 Vote only as marked above; or

 Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.



BALLOT/PROXY
CORDOVA – THE TOWN HOMEOWNERS ASSOCIATION, INC.

March 27, 2011

The undersigned being the Lot Owner(s) of 8631 Rogers Park Ave (insert street address) hereby vote as follows with regard to the proposed Second Amendment to the Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc. (the "Amendment"):

1. Acceptance and ratification of the provisions of the Amendment relating to minimum architectural requirements (i.e., minimum square footage, ceiling height, fences, and shutters):

 X _____
Yes No

2. Acceptance and ratification of the provisions of the Amendment regarding the timely completion of improvements:

 X _____
Yes No

3. Acceptance and ratification of the provisions of the Amendment relating to the promulgation of architectural regulations by the Architectural Committee:

 X _____
Yes No

4. Acceptance and ratification of the provisions of the Amendment, noting that all Lots are required to have a tree planted in the front greenspace and relating to the required replacement of any deceased and removed trees with trees of the same species or of the Zelcova species.

 X _____
Yes No

5. Acceptance and ratification of the provisions of the Amendment relating to the enforcement of the covenants, conditions, and restrictions contained in the CCRs:

 X _____
Yes No

6. Acceptance and ratification of the provisions of the Amendment relating to prohibiting leasing in the Cordova – The Town development:

 X _____
Yes No

The undersigned, by execution of this Ballot/Proxy, hereby evidences their consent that this Ballot/Proxy be counted as if they were personally present at the special meeting of the members of Cordova – The Town Homeowners Association, Inc., to be held on March 27, 2011, and to the extent

necessary appoints _____ (fill in the name if you wish to appoint someone else to hold your proxy; that person need not be a member) to act as the holder of a proxy for the undersigned with the holder of such proxy being specifically directed to vote strictly in accordance with the Ballot/Proxy as marked above unless the undersigned gives to the holder of the Ballot/Proxy the right to vote at such special meeting in such manner as the holder of the Ballot/Proxy may deem proper. This Ballot/Proxy shall be valid for any adjournment or adjournments of the special meeting of the members.

 Vote only as-marked above; or

 Vote as you deem proper on all matters brought before the meeting.

The undersigned, by execution of this Ballot/Proxy, hereby: (i) acknowledges that they have read the proposed amendment; (ii) approves the acceptance and ratification of the Amendment by written ballot/proxy; and (iii) and agrees that in the event the Amendment referenced above receives sixty-seven percent (67%) approval of the members, and if I(we) voted in favor of the Amendment, then my(our) signature below shall satisfy the requirements of Article XI, Section 3 of Declaration of Covenants, Conditions and Restrictions of Cordova – The Town Homeowners Association, Inc., dated April 11, 1995, and recorded as Instrument No. FA 7995 in the Register’s Office of Shelby County, Tennessee (the “Register’s Office”), as amended by that certain instrument of record in the Register’s Office as Instrument No. LC 8372, that sixty-seven percent (67%) of the members must sign any amendment.

Please sign below. If more than one Owner, all Owners should sign.

Kate Scott Alexander
Ernest Alexander III

Prepared By and Return To:
Melody W. Oliver, Attorney
Glankler Brown, PLLC
6000 Poplar Avenue, Suite 100
Memphis, TN 38119

4

**FIRST AMENDMENT
TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF
CORDOVA-THE TOWN HOMEOWNERS ASSOCIATION, INC.**

**THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF CORDOVA-THE TOWN HOMEOWNERS
ASSOCIATION, INC. (hereafter "Declaration"), made as of this 21st day of JUNE,
2001, by Gill Development Company, Inc., a Tennessee corporation (hereafter "Declarant").**

WITNESSETH:

WHEREAS, a Declaration of Covenants, Conditions and Restrictions for Cordova-The Town Homeowners Association, Inc. was filed of record on April 27, 1995, in the Register's Office of Shelby County, Tennessee, as Instrument No. FA 7995; and

WHEREAS, Declarant reserved the right in the Declaration to unilaterally amend said Declaration for a period of seven (7) years from the date of the Declaration; and,

WHEREAS, Declarant has re-recorded the plat of Phase 1, Cordova The Town Planned Development recorded in Plat Book 148, Page 85 in Plat Book 152, Page 34, Plat Book 155, Page 64, Plat Book 161, Page 22 and Plat Book 192, Page 45; and

WHEREAS, Declarant desires to amend the Declaration as set forth below so that the terms of the Declaration shall apply to and affect only the property described herein.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. The legal description set forth in Exhibit A of the Declaration is amended by deleting the property described in Exhibit A-1 attached hereto and made a part hereof by reference. The property described on said Exhibit A-1 **shall not** be subject to the terms of the Declaration, nor shall the owner or owners of the property described in said Exhibit A-1 be members of the Cordova-The Town Homeowners Association, Inc. (the "Association").

2. It is anticipated that a portion of the area described as "Future Development Valmont Place PD Parcel A" on the plat recorded in Plat Book 192, Page 45 will be developed into thirteen (13) lots. Said thirteen (13) lots shall be subject to the Declaration and the owner or owners of said lots shall be members of the Association. Notwithstanding anything in the Declaration to the contrary, the following shall be applicable to the said thirteen (13) lots:
 - A. The assessment points assigned are established at 8 per lot provided the home sales price is less than \$200,000.00. For sales prices from \$200,000.00 to \$275,000.00, the assessment points shall be 9 per lot.
 - B. The plans shall not be subject to any Design Review fees, nor the approval or use of any specific architect or landscape architect.
 - C. There shall be no requirement for an "alley tree".
 - D. There shall be no restriction of "for Sale" signs.
 - E. The photo-cell on/off garage lighting on houses facing a service drive are not required to be decorative.
 - F. These lots are not subject to the by-laws or the Covenants, Conditions and Restrictions of Cordova-The Town Merchants Association, Inc.
3. Declarant's authority under Article XI, Section 13 shall be extended from 7 years to 10 years from the date of the Declaration, which was April 11, 1995, provided, however, Declarant may not further amend any of the matters set forth herein without the written consent of the owner or owners of the properties affected thereby.
4. Except as amended hereby, the terms and conditions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has caused this First Amendment to be signed by the officer duly authorized to do so as of the day and year first above written.

GILL DEVELOPMENT COMPANY, INC., a Tennessee corporation

By: [Signature]
Raymond B. Gill, III, President

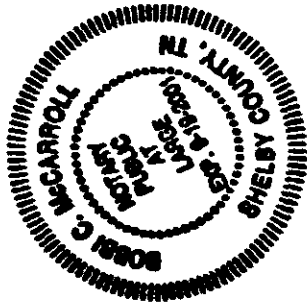
STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned Notary Public in the State and County aforesaid, personally appeared Raymond B. Gill, III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the President of GILL DEVELOPMENT COMPANY, INC., the within named bargainor, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such President.

Witness my hand and official seal at office this 21 day of June, 2001.

My commission expires: _____



[Signature]
Notary Public

Exhibit A-2

Description of Valmont Subdivision excluding Lots 1-13

Commencing at a point on the south line of Rogers Park Avenue, 397.62' east of the east line of Allentown Street and being the point of beginning for this description; thence N 07°21'51"E, 44.00' to a point on the north line of Rogers Park Avenue; thence S 82°38'09"E, 82.59' to a point; thence N 07°24'17"E, 280.30' to a point; thence N 22°24'17"E, 193.85' to a point; thence N 56°27'30"E, 91.30' to a point; thence N 22°49'45"E, 35.00' to a point on the south line of Cordova Road; thence S 67°10'15"E, along said south line, 310.15' to a point; thence eastwardly along said south line with a curve to the left having a radius of 1454.00', 405.24' to a point; thence S 83°08'22"E, along said south line, 163.07' to a point; thence eastwardly along a curve to the right having a radius of 10.00', 15.84' to a point; thence S 07°36'07"W, 18.74' to a point; thence S 82°35'43"E, 34.00' to a point on the west line of Cordova Wood Square; thence S 07°36'07"W, along said line, 612.19' to a point on the north line of CSX Railroad; thence S 77°13'07"W, along said line, 683.94' to a point; thence westwardly along a curve to the left having a radius of 289.00', 81.86' to a point; thence S 81°20'30"W, 100.59' to a point on the east line of Stubbs Enterprises; thence N 07°29'52"E, along said line, 300.21' to a point on the north line of Stubbs; thence N 82°30'08"W, along said line, 197.27' to a point on the east line of Lot 13, Valmont Subdivision; thence N 07°24'17"E, along said line 142.68' to a point on the south line of Rogers Park Avenue; thence westwardly along said line with a curve to the left having a radius of 278.00', 12.80' to a point; thence N 82°38'09"W, along said line, 86.42' to the point of beginning and containing 18.733 acres.



LC 8372

06/25/2001-14:47:46

Platz: Subdivision Restrictions		52
D/E: 16 - MICHELLE ANDREWS		
VALUATION	N / A	
TN MORTGAGE TAX	N / A	
TN TRANSFER TAX	N / A	
RECORDING FEE		16.00
BP FEE		2.00
REGISTER'S FEE	N / A	
WALK THRU FEE	N / A	
TOTAL AMOUNT		18.00
PAGE COUNT:	4	PAGE ADDED: No
		GROUP ID: X00068236T
STATE of TENNESSEE, COUNTY of SHELBY		
Tom Leatherwood, REGISTER		