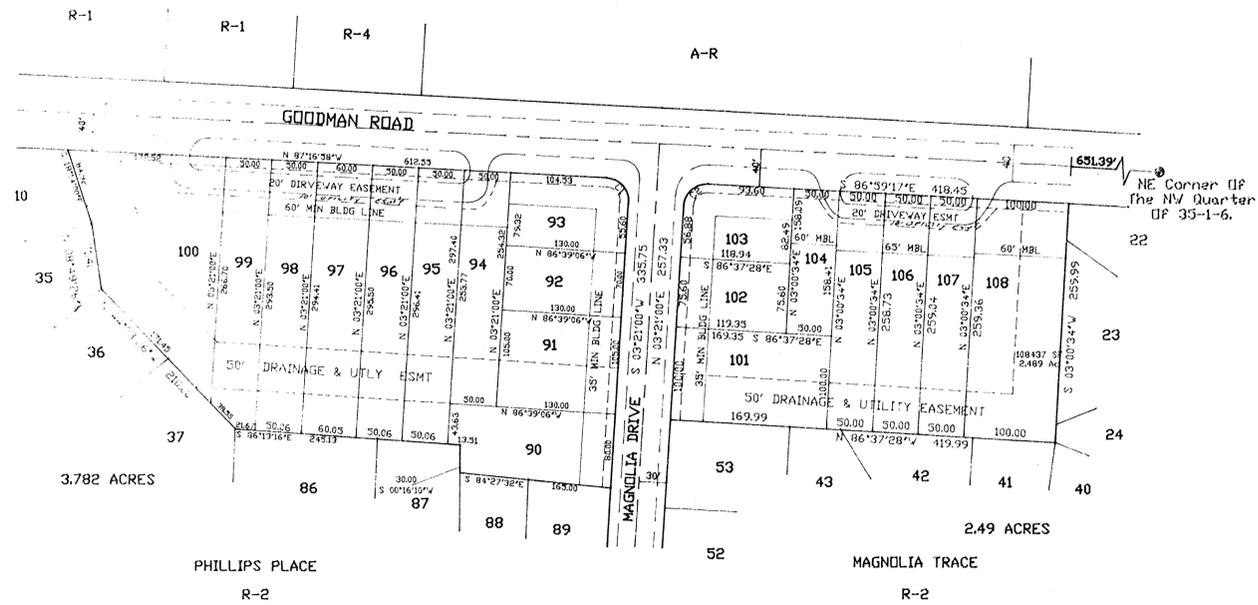


RESTRICTIVE COVENANTS FOR PHILLIPS PLACE SECTION "G"

THESE COVENANTS ARE TO RUN WITH THE LAND AND SHALL BE BINDING ON ALL PARTIES AND ON ALL PERSONS CLAIMING UNDER THEM UNTIL JANUARY 1, 2010, AT WHICH TIME SAID COVENANTS SHALL EXTEND FOR SUCCESSIVE PERIODS OF TEN YEARS, UNLESS BY A VOTE OF THE MAJORITY OF THE THEN OWNERS OF THE LOTS IT IS AGREED TO CHANGE THE SAID COVENANTS, IN WHOLE OR IN PART. IF THE PARTIES HERETO, OR ANY OF THEM, OR THEIR HEIRS OR ASSIGNS, SHALL VIOLATE OR ATTEMPT TO VIOLATE ANY OF THE COVENANTS HEREIN, IT SHALL BE LAWFULL FOR ANY OTHER PERSON OR PERSONS OWNING ANY REAL PROPERTY SITUATED IN THIS SUBDIVISION TO PROSECUTE ANY PROCEEDINGS AT LAW OR IN EQUITY AGAINST THE PERSONS VIOLATING OR ATTEMPTING TO VIOLATE ANY SUCH COVENANTS, AND EITHER PREVENT HIM OR THEM FROM RECOVERING DAMAGES OR OTHER DUES FOR SUCH VIOLATIONS, INVALIDATIONS OF ANY OF THESE COVENANTS BY JUDGEMENT OR COURT ORDER SHALL IN NO WISE EFFECT ANY OF THE OTHER COVENANTS, WHICH SHALL REMAIN IN FULL FORCE AND EFFECT.

1. ALL LOTS IN THE SUBDIVISION SHALL BE FOR RESIDENTIAL USE ONLY AND NO LOTS SHALL BE RESUBDIVIDED INTO SMALLER LOTS.
2. NO STRUCTURE SHALL BE ERECTED, ALTERED, PLACED, OR PERMITTED TO REMAIN ON ANY LOT OTHER THAN A SINGLE FAMILY DWELLING UNLESS APPROVED BY THE DEVELOPER OR THE ARCHITECTURAL CONTROL COMMITTEE.
3. NO FENCE, EITHER TEMPORARY OR PERMANENT, SHALL BE PLACED ON ANY LOT WHICH WILL BE CLOSER TO THE STREET THAN THE FRONT MINIMUM BUILDING LINE. NO ELECTRIC FENCES OR BARBED WIRE FENCES WILL BE PERMITTED IN THE SUBDIVISION.
4. NO TRAILERS, BASEMENTS, TENTS, SHACKS, GARAGES, BARN, OR ANY OUTBUILDINGS ERECTED IN THE SUBDIVISION SHALL AT ANY TIME BE USED AS A RESIDENCE, EITHER TEMPORARILY OR PERMANENTLY. NO NOXIOUS OR OFFENSIVE TRADE OR ACTIVITY SHALL BE CARRIED IN UPON ANY LOT, NOR SHALL ANYTHING BE DONE THEREON WHICH MAY BE AN ANNOYANCE OR NUISANCE TO THE NEIGHBORHOOD. NO CARS OR TRUCKS WILL BE ALLOWED TO REMAIN IN THE SUBDIVISION AREA WITHOUT THE PROPER CITY STICKERS AND DESOTO COUNTY LICENSE TAGS.
5. NO SIGNS SHALL BE PERMITTED IN THE SUBDIVISION LARGER THAN FIVE SQUARE FEET IN AREA.
6. THE TOTAL MINIMUM HEATED AREA OF ANY RESIDENCE IN THE SUBDIVISION, EXCLUSIVE OF OPEN PORCHES, OR CARPORTS, SHALL BE 1200 SQUARE FEET. THIS SHALL APPLY TO ONE AND TWO STORY DWELLINGS IN THE SUBDIVISION.
7. ALL CONSTRUCTION ON THE LOTS IN THE SUBDIVISION MUST BE APPROVED BY THE DEVELOPER OR AN ARCHITECTURAL CONTROL COMMITTEE WHICH WILL BE SET UP AT SUCH TIME AS THE DEVELOPER DECIDES TO. APPROVAL FOR THE CONSTRUCTION MUST BE OBTAINED FROM THE DEVELOPER OR ARCHITECTURAL CONTROL COMMITTEE BEFORE ANY CONSTRUCTION CAN BEGIN.
8. NO ANIMALS, LIVESTOCK OR POULTRY OF ANY KIND SHALL BE RAISED, BRED, OR KEPT ON ANY LOT EXCEPT THAT DOGS, CATS, AND OTHER SMALL TYPE PETS MAY BE KEPT, PROVIDED THAT THEY ARE NOT KEPT, BRED, OR MAINTAINED FOR COMMERCIAL PURPOSE. A PROPER PEN, AND OR SHELTER SHALL BE PROVIDED FOR SUCH ANIMALS AND THESE ANIMALS WILL NOT BE ALLOWED TO RUN "LOOSE" IN THE SUBDIVISION.
9. ALL BUILDINGS IN THE SUBDIVISION SHALL BE REQUIRED TO MEET THE MINIMUM BUILDING CODE OF THE CITY OF OLIVE BRANCH. ALL CONSTRUCTION SHALL BE REQUIRED TO BE COMPLETED WITHIN 12 MONTHS FROM THE DATE OF THE BEGINNING OF THE CONSTRUCTION.



OWNERS CERTIFICATE

WE, Phillips Gin Co., Inc., H. Gene Phillips, President OWNERS OR MORTGAGE HOLDERS OF THE SUBDIVISION PROPERTY SHOWN HEREON, HEREBY ADOPT THIS AS OUR PLAN OF SUBDIVISION AND DEDICATE THE RIGHT OF WAY FOR THE STREETS AS SHOWN ON THE PLAT TO THE PUBLIC USE FOREVER AND THE CITY OF OLIVE BRANCH, AND RESERVE THE UTILITY EASEMENTS AS SHOWN ON THE PLAT FOR THE PUBLIC UTILITIES. WE CERTIFY THAT WE ARE THE OWNERS OF THE PROPERTY AND THAT NO TAXES ARE DUE AND PAYABLE. THIS THE 30th DAY OF FEBRUARY, 1999.

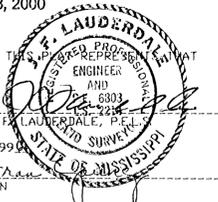
H. Gene Phillips, President
H. GENE PHILLIPS, PRESIDENT Phillips Gin Co., Inc.

STATE OF MISSISSIPPI, COUNTY OF DESOTO PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, IN AND FOR THE STATE AND COUNTY, H. GENE PHILLIPS AS PRESIDENT OF PHILLIPS GIN COMPANY, INC., ACKNOWLEDGED THAT FOR AND IN BEHALF OF SAID CORPORATION, AS PRESIDENT HE SIGNED, SEALED, AND DELIVERED SAID INSTRUMENT, AS ITS FIRST ACT AND DEED, HE FIRST BEING DULY QUALIFIED AND ACKNOWLEDGED SO TO DO. GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS THE 30th DAY OF February, 1999.

Joseph F. Lauderdale
NOTARY PUBLIC

MY COMMISSION EXPIRES
MAY 28, 2000

CERTIFICATE OF SURVEY THIS IS TO CERTIFY THAT I HAVE SURVEYED THE PROPERTY WITHIN THE SUBDIVISION AND THAT THE SURVEY.



APPROVED BY THE OLIVE BRANCH PLANNING COMMISSION ON THE 8th DAY OF February, 1999.

Chairman

APPROVED BY THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF OLIVE BRANCH ON THE 20th DAY OF FEBRUARY, 1999.

City Clerk

MAYOR MILTON NICHOLS

STATE OF MISSISSIPPI, COUNTY OF DESOTO I HEREBY CERTIFY THAT THE SUBDIVISION PLAT SHOWN HEREON WAS FILLED FOR RECORD IN MY OFFICE AT 12:15 O'CLOCK P.M. ON THE 10th DAY OF February, 1999, AND WAS IMMEDIATELY ENTERED UPON THE PROPER INDEX AND DULY RECORDED IN PLAT BOOK 36 ON PAGE 23.

W. E. Davis, Chancery Clerk
CHANCERY COURT CLERK

STATE OF MISSISSIPPI, CITY OF OLIVE BRANCH I HEREBY CERTIFY THAT THE SUBDIVISION PLAT SHOWN HEREON WAS FILLED FOR RECORD IN MY OFFICE AT O'CLOCK P.M. ON THE DAY OF February, 1999, AND WAS IMMEDIATELY ENTERED UPON THE PROPER INDEX AND DULY RECORDED IN PLAT BOOK ON PAGE.

OLIVE BRANCH PLANNING DEPT.

CURVE	DELTA	RADIUS	ARC	CHORD	TANGENT	CHORD BRG
1	90°20'17"	25.00	39.42	35.46	25.15	N 41°49'09"W
2	89°39'43"	25.00	39.12	35.25	24.85	S 48°10'51"W

J.F. Lauderdale L.S.P.E.
9123 Pigeon Roost
Olive Branch, MS 38654
Phone: (601) 895-0422

PHILLIPS PLACE SECTION "G" SECTION 35, TOWNSHIP 1 SOUTH, RANGE 6 WEST CITY OF OLIVE BRANCH DESOTO COUNTY, MISSISSIPPI.

SCALE: 1" = 100'
APRIL 29, 1996

ZONED R-2

TOTAL ACRES
6.27 ACRES

19 LOTS