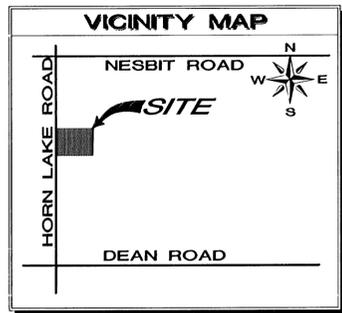


RUTHERFORD PLACE SUBDIVISION
RESTRICTIVE COVENANTS

1. ALL LOTS IN THE SUBDIVISION SHALL BE KNOWN AND DESCRIBED AS RESIDENTIAL LOTS, AND SHALL BE USED FOR SINGLE FAMILY RESIDENTIAL PURPOSES EXCLUSIVELY, AND NO LOT SHALL BE SUBDIVIDED SO AS TO REDUCE THE SIZE OF THE LOT. ALL BUILDINGS AND OTHER STRUCTURES ERRECTED UPON ANY LOT SHALL BE OF NEW CONSTRUCTION AND NO BUILDINGS OR STRUCTURES SHALL BE MOVED FROM OTHER LOCATIONS ONTO A LOT. NO STRUCTURE, EXCEPT AS OTHERWISE PROVIDED, SHALL BE ERRECTED, ALTERED, PLACED OR PERMITTED TO REMAIN ON ANY LOT OTHER THAN ONE DETACHED SINGLE FAMILY RESIDENCE DWELLING NOT TO EXCEED TWO (2) STORIES IN HEIGHT AND AN ATTACHED PRIVATE GARAGE FOR NOT MORE THAN THREE CARS. THE FOREGOING SHALL NOT PROHIBIT CONSTRUCTION OF ONE RESIDENCE UPON TWO OR MORE LOTS.
2. EVERY ONE STORY DWELLING ERRECTED ON ANY LOT SHALL EACH HAVE NOT LESS THAN 2,800 SQUARE FEET OF FLOOR SPACE WITH A CEILING HEIGHT OF NOT LESS THAN EIGHT (8) FEET IN ALL ENCLOSED, HEATED, HABITABLE AREAS. THE FIRST OR MAIN FLOOR OF ANY ONE AND ONE-HALF OR TWO STORY DWELLING CONSTRUCTED SHALL HAVE NOT LESS THAN 1,800 SQUARE FEET OF FLOOR SPACE.
3. BUILDING LINE SETBACKS SHALL BE LEFT TO THE DISCRETION OF THE BUILDING INSPECTOR AND THE INTERPRETATION OF THE ZONING ORDINANCE, BUT IN NO CASE SHALL BE LESS THAN 50 FEET.
4. NO NOXIOUS OR OFFENSIVE TRADE OR ACTIVITY SHALL BE CARRIED ON UPON ANY LOT, NOR SHALL ANYTHING BE DONE THEREON WHICH MAY BE OR BECOME AN ANNOYANCE OR NUISANCE TO THE NEIGHBORHOOD.
5. VEGETABLE GARDENING SHALL BE ALLOWED ONLY TO THE REAR OF THE HOME. NO ANIMALS, LIVESTOCK, OR POULTRY OF ANY KIND SHALL BE RAISED, KEPT OR BRED ON ANY LOT, EXCEPT DOGS, CATS AND OTHER HOUSEHOLD PETS WHICH MAY BE KEPT PROVIDED THEY ARE NOT KEPT OR BRED FOR ANY COMMERCIAL PURPOSES. NO COMMERCIAL BREEDING IS ALLOWED.
6. NO BUILDING SHALL BE ERRECTED ON ANY LOT IN THE SUBDIVISION UNTIL THE BUILDING PLANS, SPECIFICATIONS, AND PLOT PLAN SHOWING THE LOCATION OF SUCH BUILDING HAVE BEEN APPROVED IN WRITING AS TO THE CONFORMITY AND HARMONY WITH EXISTING STRUCTURES IN THE SUBDIVISION AND AS TO LOCATION OF THE BUILDINGS WITH RESPECT TO TOPOGRAPHY AND FINISHED GROUND ELEVATION BY J.D. RUTHERFORD, OR BY A DULY APPOINTED REPRESENTATIVE OF SAID COMPANY. IN THE EVENT THAT SAID COMPANY OR ITS REPRESENTATIVE FAIL TO APPROVE OR DISAPPROVE SUCH DESIGN AND LOCATION WITHIN A PERIOD OF THIRTY (30) DAYS AFTER SAID PLANS AND SPECIFICATIONS HAVE BEEN SUBMITTED TO THEM, OR IF NO LITIGATION TO ENJOIN THE ERRECTION OF SUCH BUILDING OR THE MAKING OF SUCH ALTERATIONS HAS BEEN COMMENCED PRIOR TO THE COMPLETION THEREOF, SUCH APPROVAL WILL NOT BE REQUIRED AND THIS COVENANT SHALL BE DEEMED FULLY COMPILED WITH. NEITHER THE MEMBERS OF THE COMPANY NOT ITS DESIGNATED REPRESENTATIVE SHALL BE ENTITLED TO ANY COMPENSATION FOR SERVICES PERFORMED PURSUANT TO THIS COVENANT.
7. OPENINGS OF GARAGES SHOULD NOT BE VISIBLE FROM THE STREETS EXCEPT FOR CORNER LOTS.
8. NO WINDOW AIR CONDITIONER SHALL BE ALLOWED. THE USE OF SOLAR PANELS IS ALSO PROHIBITED.
9. ALL RADIO AND TELEVISION ANTENNAS SHALL BE INSTALLED IN THE INTERIOR OF THE RESIDENCE IN SUCH A WAY AS NOT TO BE VISIBLE FROM OUTSIDE. NO SATELLITE COMMUNICATION SYSTEM EQUIPMENT OR DISHES SHALL BE PERMITTED TO BE INSTALLED WHERE VISIBLE FROM THE STREET.
10. NO MOTOR VEHICLE OR ANY OTHER VEHICLE, INCLUDING A BOAT, MOTOR, BOAT TRAILER, LAWN MOWER, TRACTOR, OR SIMILAR VEHICLE MAY BE STORED ON ANY LOT FOR THE PURPOSES OF REPAIR OF SAME AND NO A-FRAME OR MOTOR MOUNT MAY BE PLACED ON ANY LOT. NO DISABLED AUTO OR ANY TYPE VEHICLE MAY BE STORED ON ANY LOT. NO REPAIR OF AUTOMOBILES OR ANY OTHER VEHICLES OR PROPERTY, INCLUDING THOSE ENUMERATED IN ANY OF THE RESTRICTIONS, SHALL TAKE PLACE ON ANY LOT WHERE SUCH REPAIRS CONSTITUTE OR ARE DONE FOR A COMMERCIAL PURPOSE.



11. NO PLUMBING OR HEATING VENT SHALL BE PLACED ON THE FRONT SIDE OF ANY ROOF. ALL VENTS PROTRUDING FROM ROOFS SHALL BE PAINTED THE SAME COLOR AS THE ROOF COVERING.
12. SWIMMING POOLS WILL BE PERMITTED. HOWEVER, FENCING OF SWIMMING POOL AREAS MUST BE WITHIN ACHIEVED SETBACK LINES.
13. DUST ABATEMENT AND EROSION CONTROL MEASURES SHALL BE PROVIDED BY THE CONTRACTOR OR OWNER IN ALL STAGES OF CONSTRUCTION
14. ALL BUILDING DEBRIS, STUMPS, TREES, ETC., MUST BE REMOVED FROM EACH LOT BY THE BUILDER AS OFTEN AS NECESSARY TO KEEP THE HOUSE AND LOT ATTRACTIVE. SUCH DEBRIS SHALL BE LEGALLY DISPOSED OF OFF SITE.
15. NO STRUCTURE OF A TEMPORARY CHARACTER SUCH AS A TRAILER, GARAGE, BARN OR OTHER OUTBUILDING SHALL BE USED ON ANY LOT AT ANY TIME AS A RESIDENCE EITHER TEMPORARILY OR PERMANENTLY. CONSTRUCTION OF NEW BUILDINGS ONLY SHALL BE PERMITTED, IT BEING THE INTENT OF THIS COVENANT TO PROHIBIT THE MOVING OF ANY EXISTING BUILDING ONTO A LOT AND REMODELING OR CONVERTING SAME INTO A DWELLING UNIT.
16. THERE SHALL BE NO SILVER FINISH METAL DOORS (INCLUDING GLASS SLIDING DOORS) OR WINDOWS OF ANY KIND; HOWEVER, A FACTORY PAINTED OR ANODIZED FINISH MAY BE USED. THE COLOR OF SUCH FINISH SHOULD BE NATURAL EARTH TONES.
17. NO CHAIN LINK FENCES MAY BE USED. NO FENCE SHALL BE CONSTRUCTED ON ANY LOT NEARER TO ANY STREET LINE THAN THE HOUSE LINE NEAREST TO SUCH STREET. ALL FENCES, INCLUDING FENCES FOR BACK YARDS AND SWIMMING POOLS, MUST BE APPROVED BY J.D. RUTHERFORD OR HIS ASSIGNED REPRESENTATIVE PRIOR TO CONSTRUCTION
18. THERE SHALL BE NO SIGNS NAILED TO TREES AT ANY TIME. ALL BUILDERS' AND CONTRACTORS' SIGNS ARE TO BE REMOVED FROM THE LOT AFTER THE HOUSE HAS BEEN COMPLETED.
19. NO OUTSIDE CLOTHES LINES SHALL BE PERMITTED.
20. THE LOCATION AND DESIGN OF ALL MAIL BOXES SHALL BE SUBJECT TO APPROVAL OF THE DEVELOPER
21. NEITHER THE DEVELOPER, NOR ANY ARCHITECT, NOR AGENT THEREOF, SHALL BE RESPONSIBLE IN ANY WAY FOR ANY DEFECTS IN PLANS OR SPECIFICATIONS SUBMITTED, REVISED OR APPROVED IN ACCORDANCE WITH THE FOREGOING PROVISIONS, NOR FOR ANY STRUCTURAL OR OTHER DEFECTS IN ANY WORK DONE ACCORDING TO SUCH PLANS AND SPECIFICATIONS.
22. IF THE PARTIES HERETO OR ANY OF THEM OR THEIR HEIRS OR ASSIGNS SHALL VIOLATE ANY OF THE COVENANTS OR RESTRICTIONS HEREIN BEFORE THEY EXPIRE, IT SHALL BE LAWFUL FOR ANY OTHER PERSON OR PERSONS OWNING LOTS IN THIS SUBDIVISION TO PROSECUTE ANY PROCEEDINGS AT LAW OR IN EQUITY AGAINST

- PERSON TO PERSON VIOLATING OR ATTEMPTING TO VIOLATE ANY SUCH COVENANT OR RESTRICTION AND EITHER TO PREVENT HIM OR THEM FROM DOING SO OR TO RECOVER DAMAGES FOR SUCH VIOLATIONS.
23. INVALIDATION OF ANY ONE OF THE COVENANTS BY JUDGMENT OR COURT ORDER SHALL IN NO WAY AFFECT ANY OF THE OTHER PROVISIONS WHICH SHALL REMAIN IN FULL FORCE AND EFFECT.
 24. CONSTRUCTION OF ANY DWELLING SHALL BE COMPLETED WITHIN TWELVE (12) MONTHS FROM COMMENCEMENT OF CONSTRUCTION.
 25. THESE COVENANTS ARE TO RUN WITH THE LAND AND SHALL BE BINDING UPON ALL PARTIES AND PERSONS CLAIMING UNDER THEM FOR A PERIOD OF FIVE (5) YEARS FROM THE DATE THESE COVENANTS ARE RECORDED. AFTER WHICH TIME SAID COVENANTS SHALL CONTINUE IN FORCE AND EFFECT UNTIL AN INSTRUMENT SIGNED BY 2/3 MAJORITY OF THE THEN OWNERS OF THE LOTS HAVE BEEN RECORDED AGREEING TO CHANGE SAID COVENANTS IN THEIR ENTIRETY OR IN PART. EACH LOT SHALL HAVE ONE VOTE AS LONG AS THE DEVELOPER, J.D. RUTHERFORD, OWNS MORE THAN 50 PERCENT OF THE LOTS. THE DEVELOPER MAY AMEND THESE COVENANTS WITHOUT THE CONSENT OF THE OTHER LOT OWNERS.
 26. IT IS INTENDED THAT OWNERS OF LOTS 4, 5, AND 6 HAVE FULL USE OF THE EXISTING LAKE PERIMETER, THEREFORE LOT OWNERS CAN ONLY FENCE WITHIN TWENTY (20) FEET OF HIGH WATER ELEVATION AT EASTERN PROPERTY LINE.
 27. IT IS INTENDED THAT OWNERS OF ALL LOTS 1, 2, 3, 4, 5, 6, & 7 MAKE EVERY EFFORT TO PRESERVE EXISTING TREES AND THAT ALL BUILDING ELEVATIONS ARE DESIGNED TO FIT THE EXISTING TOPOGRAPHY AS MUCH AS POSSIBLE.

CMAB

NOTES:

1. MINIMUM SETBACKS ARE AS FOLLOWS:
 - A. 50' FRONT YARD
 - B. 15' SIDE YARD
 - C. 50' REAR YARD
2. A 10 FEET WIDE UTILITY EASEMENT IS REQUIRED ON ALL STREET FRONTAGE. A 5 FEET WIDE UTILITY EASEMENT IS REQUIRED ALONG EACH SIDE OF EACH LOT LINE AND A 10' U/E ALONG ALL REAR LOT LINES.
3. WATER SERVICE PROVIDED BY DAYS WATER ASSC. SEWER SERVICE BY INDIVIDUAL SEPTIC TANKS.
4. THIS PROPERTY IS NOT LOCATED IN HUD IDENTIFIED SPECIAL FLOOD HAZARD AREA ACCORDING TO FEMA MAP NO. 28033C0105 D, DATED MAY, 1990.
5. IRON PINS ARE SET ON ALL PROPERTY CORNERS.
6. NO ACCESS TO HORN LAKE ROAD WILL BE PERMITTED FOR LOT'S 1 AND 2.

OWNER'S CERTIFICATE
 I, Joseph W. Rutherford, OWNER OR AUTHORIZED REPRESENTATIVE OF THE OWNER OF THE PROPERTY, HEREBY ADOPT THIS AS MY PLAN OF SUBDIVISION AND DEDICATE THE RIGHT-OF-WAY FOR THE ROADS AS SHOWN ON THE PLAT OF THE SUBDIVISION TO THE PUBLIC USE FOREVER AND RESERVE FOR THE PUBLIC UTILITIES THE UTILITY EASEMENTS AS SHOWN ON THE PLAT. I CERTIFY THAT I AM THE OWNER IN FEE SIMPLE OF THE PROPERTY AND THAT NO TAXES HAVE BECOME DUE AND PAYABLE. THIS THE 29th DAY OF July, 1998

Joseph W. Rutherford
 OWNER OR AUTHORIZED REPRESENTATIVE

NOTARY'S CERTIFICATE
 STATE OF MISSISSIPPI, COUNTY OF DESOTO

PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY IN AND FOR THE SAID COUNTY AND STATE, ON THE 29th DAY OF July, 1998, Joseph W. Rutherford WHOSE NAME IS Joseph W. Rutherford WHO ACKNOWLEDGED HE EXECUTED THE ABOVE AND FOREGOING INSTRUMENT AND THAT FOR AND ON BEHALF OF THE SAID BANK AND AS ITS AGENT AND DEED HE/SHE EXECUTED THE ABOVE AND FOREGOING INSTRUMENT AFTER FIRST HAVING BEEN DULY AUTHORIZED BY SAID BANK SO TO DO.

Joseph W. Rutherford
 NOTARY PUBLIC
 MY COMMISSION EXPIRES: 11/30/02



DESOTO COUNTY PLANNING COMMISSION
 APPROVED BY THE DESOTO COUNTY PLANNING COMMISSION ON THIS THE 29th DAY OF July, 1998

W. E. Davis
 SECRETARY

DESOTO COUNTY BOARD OF SUPERVISORS
 APPROVED BY THE BOARD OF SUPERVISORS OF DESOTO COUNTY, MISSISSIPPI, THIS THE 29th DAY OF July, 1998

W. E. Davis Clancy Child Jimmy Lewis
 CLERK FOR THE BOARD PRESIDENT

STATE OF MISSISSIPPI
 COUNTY OF DESOTO

I HEREBY CERTIFY THAT THE SUBDIVISION PLAT SHOWN HEREON WAS FILED FOR RECORD IN MY OFFICE AT 1:30 O'CLOCK P.M. ON THE 1st DAY OF February, 1999 AND WAS IMMEDIATELY ENTERED UPON THE PROPER INDEXES AND DULY RECORDED IN PLAT BOOK 65, PAGE 18

W. E. Davis Clancy Child
 CHANCERY CLERK

CERTIFICATE OF ENGINEER

THIS IS TO CERTIFY THAT I HAVE DRAWN THIS SUBDIVISION PLAT AND THE PLAT OF SAME IS ACCURATELY DRAWN FROM INFORMATION FROM A GRADING SURVEY BY ME.

Ben J. Smith
 ENGINEER

MORTGAGEE'S CERTIFICATE

Bank of Mississippi, MORTGAGEE OF THE PROPERTY HEREON, HEREBY ADOPT THIS AS OUR PLAN OF SUBDIVISION AND DEDICATE THE RIGHT-OF-WAY FOR THE ROADS AS SHOWN ON THE PLAT OF THE SUBDIVISION TO THE PUBLIC USE FOREVER AND RESERVE FOR THE PUBLIC UTILITIES THE UTILITY EASEMENTS AS SHOWN ON THE PLAT. I CERTIFY THAT I AM THE MORTGAGEE IN FEE SIMPLE OF THE PROPERTY AND THAT NO TAXES HAVE BECOME DUE AND PAYABLE. THIS THE 29th DAY OF July, 1998

W. E. Davis Clancy Child
 TITLE SIGNATURE OF MORTGAGEE
Bank of Mississippi

NOTARY'S CERTIFICATE
 STATE OF MISSISSIPPI, COUNTY OF DESOTO

PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY IN AND FOR THE SAID COUNTY AND STATE, ON THE 29th DAY OF July, 1998, W. E. Davis WHOSE NAME IS W. E. Davis WHO ACKNOWLEDGED THAT HE/SHE IS W. E. Davis WHOSE NAME IS W. E. Davis AND THAT FOR AND ON BEHALF OF THE SAID BANK AND AS ITS AGENT AND DEED HE/SHE EXECUTED THE ABOVE AND FOREGOING INSTRUMENT AFTER FIRST HAVING BEEN DULY AUTHORIZED BY SAID BANK SO TO DO.

W. E. Davis
 NOTARY PUBLIC
 MY COMMISSION EXPIRES: 11/30/02



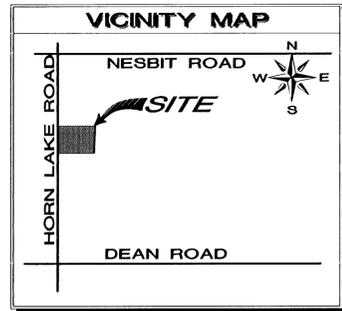
FINAL PLAT OF
 SECTION "A"
RUTHERFORD
PLACE SUBDIVISION
 SECTION 28, TOWNSHIP 2 SOUTH, RANGE 8 WEST
 DESOTO COUNTY, MISSISSIPPI

SCALE: 1" = 60'
 JULY, 1998

ZONING: AR
 TOTAL AREA: 3.69 ± ACRES
 TOTAL LOTS: 2

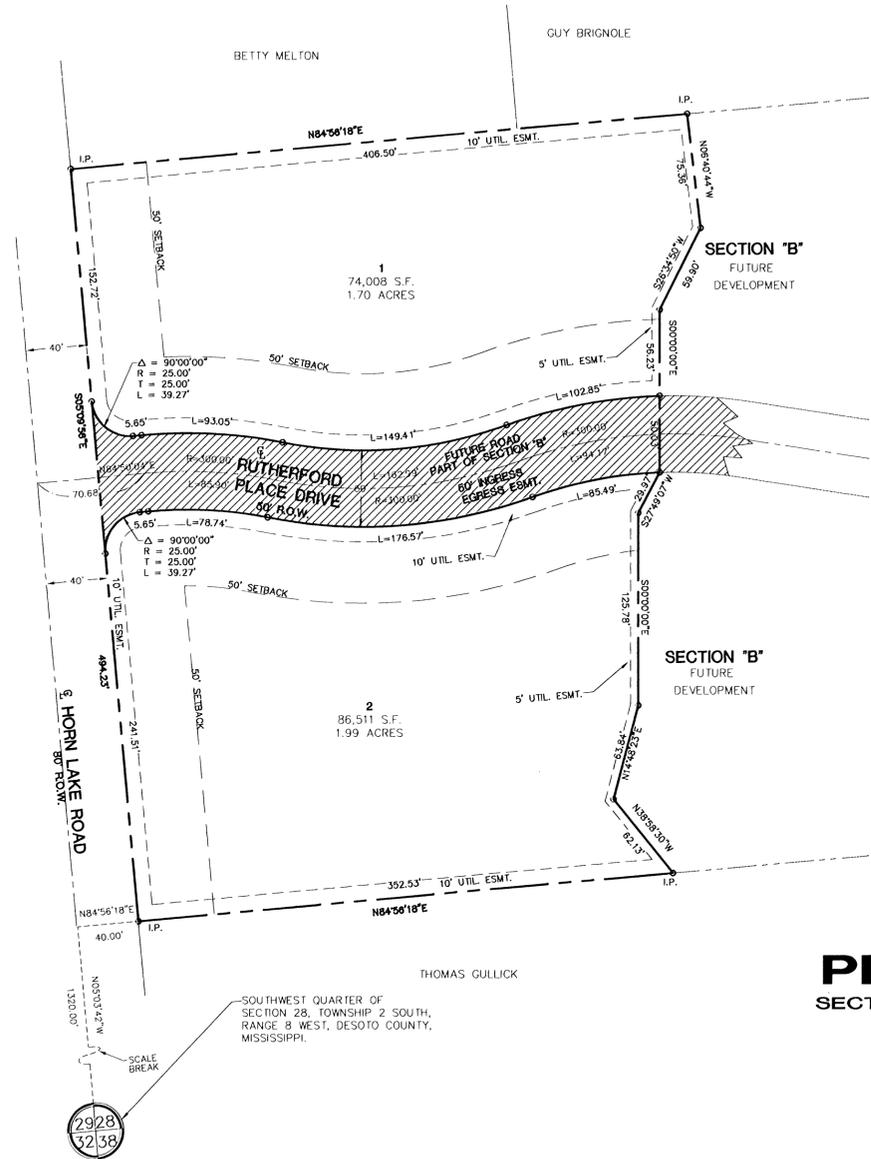
DEVELOPER
 J.D. RUTHERFORD
 1300 HORN LAKE ROAD SOUTH
 HERNANDO, MS 38632





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SES SMITH
ENGINEERING & SURVEYING
 INCORPORATED
352 COGDAN ROAD, SUITE B SOUTHAVEN, MISSISSIPPI 38871 (601) 343-3346 FAX (601) 343-0711