

**AMENDMENT TO
BROOKWOOD AREA
HOMES ASSOCIATION DECLARATION**

THIS AMENDMENT ("Amendment") is made and entered into as of April 18, 2004 by and among the persons who have executed this document in their capacities as owners of record of the lots described below (collectively the "Owners") and BrookWood Development Company, L.C., as the developer of the lots described below (the "Developer").

WITNESSETH:

WHEREAS, the Developer is the developer of the residential area in the City of Overland Park, Johnson County, Kansas, commonly known as "BrookWood"; and


WHEREAS, the Developer has previously executed a certain document entitled Brookwood Area Homes Association Declaration and caused such document to be recorded in the Office of the Register of Deeds of Johnson County, Kansas (the "Recording Office") as Instrument No. 2937796 in Book 6018 at Page 565, as supplemented and amended by the following instruments recorded in the Recording Office:

<u>Instrument No.</u>	<u>Book</u>	<u>Page</u>
3029534	6293	163
3404946	7775	724
3445231	7959	583
3517143	8371	231
3754007	9695	941

(such declaration, as so amended and supplemented, is hereinafter called the "Declaration"); and

4. Upon each and every transfer of title for value to any of the Lots, the following shall apply:

(i) if the transfer of title is from the Developer to a builder, a one-time fee of \$400.00 shall be payable by the builder to the Homes Association, for use as part of the general funds of the Homes Association. After payment of such one-time fee, the builder shall be exempt from annual assessments on such Lot, unless and until a residence constructed thereon is sold to a third party or is occupied for residential use; and

 (ii) if the transfer of title is from any Owner (other than the Developer) to another party, an initiation fee equal to the then current per Lot annual assessment for one year shall be payable by the new Owner to the Homes Association, for use as part of the general funds of the Homes Association. Such initiation fee shall be in addition to the annual assessment otherwise payable to the Homes Association with respect to such Lot.

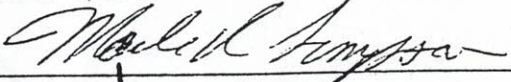
B. Pursuant to Section 1 of Article X of the Declaration, this Amendment shall become effective as an amendment of the Declaration and binding upon all of the Lots upon (a) the execution hereof by the owners of record of at least two-thirds (2/3rds) of the Lots, (b) the execution hereof by the Developer, and (c) the recordation hereof in the Recording Office.

C. The execution of this Amendment may occur in counterparts with only one copy of the main body hereof being recorded together with the various signature and acknowledgment pages from such counterparts.

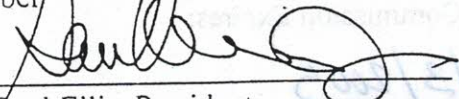
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed.

THE DEVELOPER:

BROOKWOOD DEVELOPMENT
COMPANY, L.C.

By: 
Mark R. Simpson, Member

By: SAUL ELLIS AND COMPANY, INC.,
Member

By: 
Saul Ellis, President