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**MASTER DECLARATION OF COVENANTS, CONDITIONS,
EASEMENTS AND RESTRICTIONS
FOR VALLEY RIDGE AT HEARTLAND CROSSING, SECTION I**

NOT TO BE USED FOR TAXATION
SUBJECT TO FINAL ACCEPTANCE
FOR TRANSFER

THIS MASTER DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR VALLEY RIDGE AT HEARTLAND CROSSING, SECTION I (the "Declaration"), is made this 16 day of May, 2000, by CEDAR RUN LIMITED, INC., an Indiana corporation, ("Declarant"), and

WITNESSES:

WHEREAS, C. P. Morgan Communities, L.P., an Indiana Limited Partnership ("C. P. Morgan"), is the owner of real property described in Exhibit "A" attached hereto and by reference is made a part hereof, said real property being subdivided and known as Valley Ridge at Heartland Crossing, Section I, as described on the final plat ("Plat") thereof recorded under Instrument No. 2000-0101557 in the records of the Recorder of Marion County, Indiana, together with any additions thereto as hereinafter provided, and being referred to herein collectively as the "Real Estate" or the "Community"; and

WHEREAS, Declarant has heretofore recorded a Master Declaration of Covenants, Conditions, Easements and Restrictions of Heartland Crossing ("Master Declaration") under Instrument No. 1998-0223236 in the records of the Recorder of Marion County, Indiana, containing mutual and beneficial covenants, conditions and charges to be imposed upon the Community as more particularly described therein; and,

WHEREAS, pursuant to the Master Declaration, Declarant contemplated that the Master Declaration would be recorded for the purpose of annexing the Real Estate as provided for therein and to set forth (1) specific and particular restrictions affecting the Community; (2) restrictions to be imposed by a Supplemental Declaration, for the purpose, among other things, of specifying the services to be provided Owners in the Community by the Community Association (as therein defined); (3) Community Assessments for such services; (4) assessments levied and collected by the Community Association (as defined in the Master Declaration) for Common Expenses of the Association; and, (5) such other matters as may be peculiar to the Community in relation to other properties now or hereafter subject to the Master Declaration; and

WHEREAS, Declarant sold and conveyed the Real Estate to C. P. Morgan and before doing so desired to subject the Real Estate to and to impose upon the Real Estate, within the platted areas of the Community, mutual and beneficial covenants, conditions, restrictions, and charges by provisions of the Master Declaration, and to benefit and complement the Lots and lands in the Community and the future owners thereof under a general plan or scheme of improvement; and

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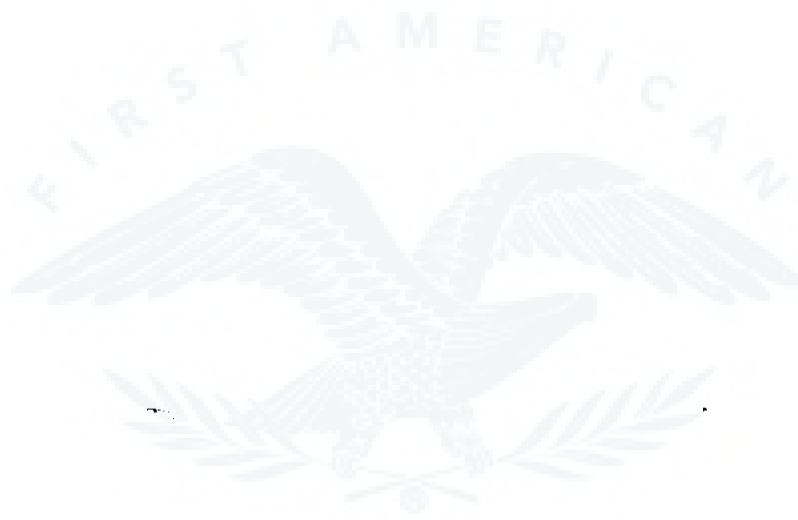
Inst # 2000-0101558

WHEREAS, the Declarant has formed (or intends to form) a Community Association (as defined herein) for the purpose of carrying out the powers and duties aforesaid.

NOW, THEREFORE, Declarant and C. P. Morgan, pursuant to the Master Declaration, as amended herein, hereby declare that all of the platted Lots and lands located within the Community described in Exhibit "A", as they become platted, are held and shall be held, conveyed, hypothecated or encumbered, leased, rented, used, occupied and improved, subject to the Master Declaration and this Declaration, all of which are declared and agreed to be in furtherance of a plan for the improvement and sale of said Lots and lands in the Community, and are established and agreed upon for the purpose of enhancing and protecting the value, desirability and attractiveness of the Community as a whole and of each of said Lots situated therein. This Declaration shall run with the land and shall be binding upon Declarant and upon the parties having or acquiring any right, title or interest, legal or equitable, in and to the Real Estate or any part or parts thereof, and shall inure to the benefit of successors in title to the Real Estate.

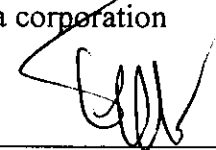
Declarant and C. P. Morgan hereby amend the Master Declaration as it applies only to this Community by deleting the following Architectural Guidelines listed in Exhibit "C" of the Master Declaration:

15. Exterior Dusk/Dawn Lights
17. Air Cooling Units



IN WITNESS WHEREOF, the undersigned Declarant and C. P. Morgan have executed this Declaration as of the date first above-written.

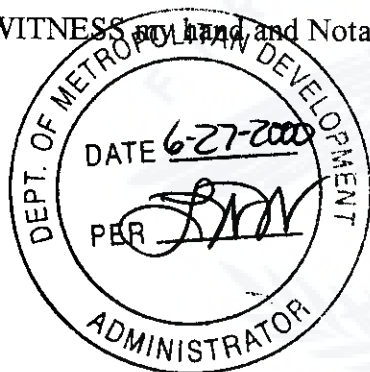
Declarant
CEDAR RUN LIMITED, INC.
an Indiana corporation


By: 
Timmy J. Shrout, President

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public in and for said County and State, personally appeared Timmy J. Shrout, President of Cedar Run Limited, Inc., who, acting for and on behalf of said corporation, acknowledged the execution of the foregoing Master Declaration of Covenants, Conditions, Easements, and Restrictions for Valley Ridge at Heartland Crossing, Section I, and who, having been duly sworn, stated that any representations contained therein are true.

WITNESS my hand and Notarial Seal this 16 day of May, 2000.




Signature

Printed _____ Notary Public

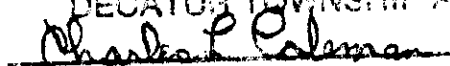


DONNA L. WHEELER, Notary Public
My Commission Expires: 11-19-2001
Residing in Marion County

My Commission Expires:

My County of Residence:

APPROVED THIS 27th
DAY OF JUNE 2000

DECATUR TOWNSHIP ASSESSOR
 DRAFTSMAN

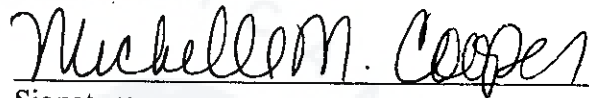
C. P. MORGAN COMMUNITIES, L.P.
an Indiana Limited Partnership

By: 
Mark W. Boyce, Vice President

STATE OF INDIANA)
COUNTY OF HAMILTON) SS:

Before me, a Notary Public in and for said County and State, personally appeared Mark W. Boyce, Vice President of C. P. Morgan Communities, L.P., who, acting for and on behalf of said C. P. Morgan Communities, L.P., acknowledged the execution of the foregoing Master Declaration of Covenants, Conditions, Easements, and Restrictions for Valley Ridge at Heartland Crossing, Section I, and who, having been duly sworn, stated that any representations contained therein are true.

WITNESS my hand and Notarial Seal this 16th day of May, 2000.


Signature

MICHELLE M. COOPER
Printed Notary Public

My Commission Expires:
6-17-2001

My County of Residence:
Marion

Land Description : Valley Ridge at Heartland Crossing Section 1

A part of the Southwest Quarter and the Southeast Quarter of Section 21, Township 14 North, Range 2 East of the Second Principal Meridian in Decatur Township, Marion County, Indiana, being described as follows:

Commencing at the southwest corner of said Southwest Quarter; thence North 00 degrees 17 minutes 51 seconds East (basis of bearings: Indiana State Plane Coordinate System - East Zone) along the west line thereof a distance of 1,679.35 feet to the southwest corner of Heartland Boulevard as described in Grant of Right of Way recorded as Instrument No. 1997-0079923, Office of the Marion County Recorder); thence continuing North 00 degrees 17 minutes 51 seconds East along the west line of said Southwest Quarter a distance of 116.71 feet to the northwest corner of said Heartland Boulevard, said corner being on a non-tangent curve to the left having a radius of 1460.00 feet, the radius point of which bears North 20 degrees 12 minutes 47 seconds East; thence along the north line of said Heartland Boulevard the following five courses; easterly along said curve an arc distance of 152.73 feet to a point bearing South 14 degrees 13 minutes 10 seconds West from said radius point; thence South 75 degrees 46 minutes 50 seconds East a distance of 284.55 feet; thence South 82 degrees 44 minutes 17 seconds East a distance of 112.16 feet to the point of curvature of a curve to the left having a radius of 25.00 feet, the radius point of which bears North 07 degrees 15 minutes 43 seconds East; thence northeasterly along said curve an arc distance of 33.39 feet to a non-tangent line; thence South 67 degrees 27 minutes 12 seconds East a distance of 50.03 feet to the **Point of Beginning** (said point also being on the south line of The Colony at Heartland Crossing Section 7 recorded as Instrument No. 990157973, in the Office of the Marion County, Recorder, (the next fourteen described courses being along said south line and the east line thereof); thence North 20 degrees 43 minutes 51 seconds East a distance of 126.47 feet to the point of curvature of a curve to the right having a radius of 15.00 feet, the radius point of which bears South 69 degrees 16 minutes 09 seconds East; thence northerly and easterly along said curve an arc distance of 24.35 feet to a point bearing North 23 degrees 45 minutes 00 seconds East from said radius point; thence South 66 degrees 15 minutes 00 seconds East a distance of 39.43 feet; thence South 23 degrees 45 minutes 00 seconds West a distance of 100.00 feet; thence South 66 degrees 15 minutes 00 seconds East a distance of 362.95 feet; thence South 89 degrees 08 minutes 59 seconds East a distance of 140.50 feet; thence North 63 degrees 58 minutes 13 seconds East a distance of 140.62 feet; thence North 36 degrees 55 minutes 10 seconds East a distance of 125.24 feet; thence North 31 degrees 25 minutes 00 seconds East a distance of 155.45 feet; thence North 10 degrees 59 minutes 26 seconds East a distance of 134.53 feet; thence North 06 degrees 05 minutes 23 seconds West a distance of 123.34 feet; thence North 23 degrees 10 minutes 12 seconds West a distance of 123.34 feet; thence North 35 degrees 33 minutes 14 seconds West a distance of 193.37 feet; thence North 01 degrees 04 minutes 55 seconds West a distance of 139.30 feet; thence North 88 degrees 55 minutes 05 seconds East a distance of 207.53 feet to the point of curvature of a curve to the right having a radius of 325.00 feet, the radius point of which bears South 01 degrees 04 minutes 55 seconds East; thence easterly along said curve an arc distance of 104.99 feet to a point bearing North 17 degrees 25 minutes 40 seconds East from said radius point; thence South 17 degrees 25 minutes 40 seconds West a distance of 120.00 feet; thence South 60 degrees 50 minutes 55 seconds East a distance of 83.31 feet; thence South 37 degrees 24 minutes 05 seconds East a distance of 83.31 feet; thence South 17 degrees 32 minutes 27 seconds East a distance of 92.90 feet; thence North 74 degrees 25 minutes 00 seconds East a distance of 120.00 feet; thence South 15 degrees 35 minutes 00 seconds East a distance of 181.77 feet to the point of curvature of a curve to the right having a radius of 625.00 feet, the radius point of which bears South 74 degrees 25 minutes 00 seconds West; thence southerly along said curve an arc distance of 30.81 feet to a point bearing North 77 degrees 14 minutes

Exhibit "A"

Page 1 of 3

28 seconds East from said radius point; thence North 77 degrees 14 minutes 28 seconds East a distance of 60.00 feet to the point of curvature of a curve to the right having a radius of 685.00 feet, the radius point of which bears South 77 degrees 14 minutes 28 seconds West; thence southerly along said curve an arc distance of 209.10 feet to the point of reverse curvature of a curve having a radius of 15.00 feet, the radius point of which bears South 85 degrees 16 minutes 09 seconds East; thence southeasterly an arc distance of 22.66 feet to a point of compound curvature of a curve having a radius of 465.00 feet, the radius point of which bears North 08 degrees 11 minutes 41 seconds East; thence easterly along said curve an arc distance of 78.03 feet to a point bearing South 01 degrees 25 minutes 12 seconds East from said radius point; thence North 88 degrees 34 minutes 48 seconds East a distance of 254.82 feet to the point of curvature of a curve to the left having a radius of 465.00 feet, the radius point of which bears North 01 degrees 25 minutes 12 seconds West; thence easterly along said curve an arc distance of 188.45 feet to a point bearing South 24 degrees 38 minutes 27 seconds East from said radius point; thence South 24 degrees 38 minutes 27 seconds East a distance of 60.00 feet to the point of curvature of a curve to the right having a radius of 525.00 feet, the radius point of which bears North 24 degrees 38 minutes 27 seconds West; thence westerly along said curve an arc distance of 72.43 feet to a point bearing South 16 degrees 44 minutes 09 seconds East from said radius point; thence South 16 degrees 44 minutes 09 seconds East a distance of 102.52 feet; thence South 37 degrees 25 minutes 45 seconds East a distance of 145.57 feet; thence South 40 degrees 43 minutes 00 seconds East a distance of 225.23 feet; thence South 42 degrees 18 minutes 55 seconds East a distance of 226.42 feet; thence South 52 degrees 21 minutes 18 seconds East a distance of 192.50 feet; thence South 80 degrees 57 minutes 51 seconds East a distance of 91.47 feet; thence South 67 degrees 53 minutes 00 seconds East a distance of 123.00 feet; thence North 22 degrees 07 minutes 00 seconds East a distance of 120.00 feet; thence South 67 degrees 53 minutes 00 seconds East a distance of 22.83 feet to the point of curvature of a curve to the right having a radius of 15.00 feet, the radius point of which bears South 22 degrees 07 minutes 00 seconds West; thence southeasterly along said curve an arc distance of 23.56 feet to a point bearing South 67 degrees 53 minutes 00 seconds East from said radius point; thence South 22 degrees 07 minutes 00 seconds West a distance of 233.01 feet to the point of curvature of a curve to the left having a radius of 137.66 feet, the radius point of which bears South 67 degrees 53 minutes 00 seconds East; thence southerly along said curve an arc distance of 56.55 feet to a point bearing South 88 degrees 34 minutes 48 seconds West from said radius point; thence South 01 degrees 25 minutes 12 seconds East a distance of 5.60 feet to the point of curvature of a curve to the right having a radius of 25.00 feet, the radius point of which bears South 88 degrees 34 minutes 48 seconds West; thence southwesterly and westerly along said curve an arc distance of 39.27 feet to a point bearing South 01 degrees 24 minutes 50 seconds East from said radius point; thence South 88 degrees 34 minutes 28 seconds West a distance of 6.26 feet; thence South 82 degrees 01 minutes 11 seconds West a distance of 100.54 feet to the north line of said Heartland Boulevard as described in Grant of Right-of-way Instrument Number 1997-0079923 (the next fourteen described courses being along said north line); thence South 88 degrees 34 minutes 48 seconds West a distance of 1047.68 feet to the point of curvature of a curve to the right having a radius of 1160.00 feet, the radius point of which bears North 01 degrees 25 minutes 12 seconds West; thence westerly along said curve an arc distance of 211.48 feet to a point bearing South 09 degrees 01 minutes 32 seconds West from said radius point; thence North 64 degrees 41 minutes 01 seconds West a distance of 49.91 feet to the point of curvature of a curve to the right having a radius of 1147.00 feet, the radius point of which bears North 11 degrees 25 minutes 10 seconds East; thence northwesterly along said curve an arc distance of 104.40 feet to a point of compound curvature of a curve to the right having a radius of 25.00 feet, the radius point of which bears North 16 degrees 38 minutes 05 seconds East; thence northwesterly along said curve an arc distance of 40.61 feet to a point bearing North 70 degrees 18

minutes 00 seconds West from said radius point; thence North 69 degrees 34 minutes 30 seconds West a distance of 77.01 feet to the point of curvature of a curve to the right having a radius of 25.00 feet, the radius point of which bears North 70 degrees 18 minutes 00 seconds West; thence westerly along said curve an arc distance of 38.67 feet to a point bearing South 18 degrees 20 minutes 06 seconds West from said radius point; thence North 71 degrees 39 minutes 54 seconds West a distance of 107.05 feet to the point of curvature of a curve to the right having a radius of 1160.00 feet, the radius point of which bears North 28 degrees 17 minutes 53 seconds East; thence northwesterly along said curve an arc distance of 452.36 feet to a point bearing South 50 degrees 38 minutes 29 seconds West from said radius point; thence North 39 degrees 21 minutes 31 seconds West a distance of 274.78 feet to the point of curvature of a curve to the left having a radius of 790.00 feet, the radius point of which bears South 50 degrees 38 minutes 29 seconds West; thence northwesterly along said curve an arc distance of 206.64 feet to a point bearing North 35 degrees 39 minutes 17 seconds East from said radius point; thence North 41 degrees 22 minutes 26 seconds West a distance of 51.05 feet to the point of curvature of a curve to the left having a radius of 803.00 feet, the radius point of which bears South 32 degrees 06 minutes 11 seconds West; thence northwesterly along said curve an arc distance of 110.86 feet to the point of reverse curvature of a curve to the right having a radius of 25.00 feet, the radius point of which bears North 24 degrees 11 minutes 35 seconds East; thence northwesterly along said curve an arc distance of 37.76 feet to the **Point of Beginning**. Containing 44.966 acres, more or less.

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May 8, 2000 DEC

