

FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.

DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS

CLERK OF THE
CIRCUIT COURT
SEP 21 4 15 PM '94

9797. 710

**FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.
DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS**

THIS FIRST AMENDMENT TO HILLANTRAE HOMEOWNERS ASSOCIATION, INC. DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS ("First Amendment") is made by PARKER MEADOWS ASSOCIATES LIMITED PARTNERSHIP, a Maryland limited partnership, (the "Declarant"), and PULTE HOME CORPORATION, a body corporate, ("Pulte"), PORTEN SULLIVAN CORPORATION, a Maryland corporation ("Porten"), RICHMOND AMERICAN HOMES OF MARYLAND, INC., a Maryland corporation ("Richmond"), JOY & MORGAN DEVELOPERS, INC., a Maryland corporation ("Joy"), and THOMAS F. KELLEY, Trustee for Crestar Bank, a Virginia banking corporation (the "Trustee").

RECITALS

1. A certain "Hillantrae Homeowners Association, Inc. Declaration of Covenants, Easements and Restrictions" governing the land and premises described therein was recorded in the Land Records of Prince George's County on July 15, 1994 at Liber 9682 folio 313 (the "Declaration").

2. Pulte, Porten, Richmond and Joy are the owners and contract purchasers of a portion of the Lots and have previously taken fee simple title to some of the Lots and join herein for the purpose of consenting to the terms of this First Amendment.

3. Trustee, is one of the trustees for Crestar Bank, a Virginia banking corporation, under the terms of a certain Amended and Restated Deed of Trust dated June 29, 1992 and recorded June 30, 1992 at Liber No. 8364 folio 893 among the Land Records of Prince George's County, Maryland and joins herein for the purpose of subordinating the lien and effect of the Amended and Restated Deed of Trust to this First Amendment and for no other purposes and expressly retaining the lien and effect of such Amended and Restated Deed of Trust, but subject to the terms and conditions of this First Amendment.

4. The parties wish to amend the Declaration as set forth herein.

5. Under Section 14.01 of the Declaration, the Declaration may be amended by an instrument executed and acknowledged by sixty-seven percent (67%) of each class of the then Members, which instrument shall be recorded among the Land Records for the jurisdiction in which the Declaration is recorded.

6. The Declarant, Pulte, Porten, Richmond and Joy

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constitute at least sixty-seven percent (67%) of each class of the then Members and thereby are authorized and empowered to execute and acknowledge this First Amendment.

NOW, THEREFORE, the parties agree as follows:

1. The foregoing recitals are incorporated in the body of this First Amendment by reference.
2. This First Amendment is incorporated into the Declaration as if set forth therein. All other terms and conditions of the Declaration not specifically amended herein shall remain in full force and effect.
3. Defined terms used in the Declaration shall have the same meaning herein.
4. Section 7.05 of the Declaration is deleted in its entirety and replaced with the following provision:

7.05. Maximum Annual Maintenance Assessment.
The Board of Directors shall have the authority to set a maximum annual maintenance assessment as follows:

Until January 1 of the year following the conveyance of the first Lot to a Class A Member, the maximum annual maintenance assessment for each Lot to which Class A membership is appurtenant shall not exceed the sum of Three Hundred Sixty and No/100 Dollars (~~\$360.00~~) per year. The annual maintenance assessment shall be levied at a uniform rate for each of the Lots to which Class A membership is appurtenant. The actual sums assessed annually by the Association may be less than the maximum stated herein. The maximum annual maintenance assessment for Lots owned by the Declarant and the Participating Builders is subject to the provisions of Section 7.08.

[SIGNATURE PAGES FOLLOW]

9/9/1. 1/2

FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.
DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS

IN WITNESS WHEREOF, the undersigned executes this document
as of the 9th day of SEPTEMBER, 1994.

ATTEST:

PARKER MEADOWS ASSOCIATES LIMITED
PARTNERSHIP, a Maryland limited
partnership

By:

PARKER MEADOWS, INC., a
Maryland corporation, sole general
partner

[Signature]

By: [Signature] (SEAL)
Peter K. Yeskel,
President

STATE OF Maryland
COUNTY OF Montgomery

I HEREBY CERTIFY that on this 9th day of
September, 1994, before me, the subscriber, a Notary
Public in and for State and County aforesaid, personally
appeared Peter K. Yeskel, President of PARKER MEADOWS INC., a
Maryland Corporation, which is the general partner of PARKER
MEADOWS ASSOCIATES LIMITED PARTNERSHIP, who is personally well
known to me to be the person named in the foregoing document,
and by virtue of the authority vested in him acknowledged the
same to be the act and deed of PARKER MEADOWS INC. as general
partner of PARKER MEADOWS ASSOCIATES LIMITED PARTNERSHIP and
that he executed the same for the purposes contained therein.

WITNESS my hand and notarial seal the day and year first
above written.

[Signature]
Notary Public

GAIL E. BAYER

My Commission Expires: NOTARY PUBLIC STATE OF MARYLAND
~~My Commission Expires May 31, 1998~~

7771.143
FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.
DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS

IN WITNESS WHEREOF, the undersigned executes this document
as of the 2nd day of September, 1994.

ATTEST:

PULTE HOME CORPORATION, a body
corporate

Laura Mahrenholz

By: Carol Fitzgerald (SEAL)
Carol Fitzgerald
President, Chesapeake Operation and
Attorney-In-Fact

STATE OF Maryland
COUNTY OF Howard

I HEREBY CERTIFY that on this 2nd day of
September, 1994, before me, the subscriber, a Notary
Public in and for the State and County aforesaid, personally
appeared CAROL FITZGERALD, President, Chesapeake Operation and
Attorney-In-Fact of PULTE HOME CORPORATION, a body corporate,
who is personally well known to me to be the person named in
the foregoing document, and by virtue of the authority vested
in her acknowledged the same to be the act and deed of Pulte
Home Corporation, and that she executed the same for the
purposes contained therein.

WITNESS my hand and notarial seal the day and year first
above written.

Billie L. Hall
Notary Public
BILLIE L. HALL

My Commission Expires: NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 3, 1997

4771.714

FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.
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IN WITNESS WHEREOF, the undersigned executes this document
as of the _____ day of _____, 1994.

ATTEST:

PORTEN SULLIVAN CORPORATION,
a Maryland corporation

[Signature]

By: [Signature] (SEAL)
Ronald Garshag, President

STATE OF Maryland
COUNTY OF Montgomery

I HEREBY CERTIFY that on this 2nd day of
September, 1994, before me, the subscriber, a Notary
Public in and for the State and County aforesaid, personally
appeared Ronald Garshag of PORTEN SULLIVAN CORPORATION, its
President, who is personally well known to me to be the person
named in the foregoing document, and by virtue of the authority
vested in him acknowledged the same to be the act and deed of
PORTEN SULLIVAN CORPORATION and that he executed the same for
the purposes contained therein.

WITNESS my hand and notarial seal the day and year first
above written.

[Signature]
Notary Public

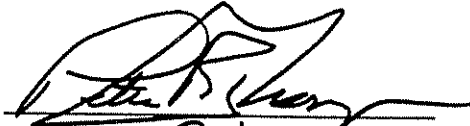
My Commission Expires: 8/1/96

7171-715
FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.
DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS

IN WITNESS WHEREOF, the undersigned executes this document
as of the _____ day of _____, 1994.

ATTEST:

RICHMOND AMERICAN HOMES OF MARYLAND,
Inc., a Maryland corporation

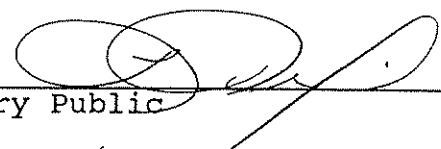

Not. Sec.

By:  (SEAL)
Thomas J. Pellerito,
President

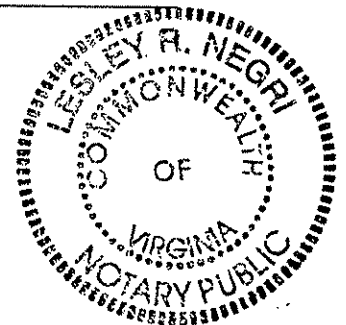
STATE OF Virginia
COUNTY OF Stafford

I HEREBY CERTIFY that on this 6th day of
September, 1994, before me, the subscriber, a Notary
Public in and for the State and County aforesaid, personally
appeared Thomas J. Pellerito, President of RICHMOND AMERICAN
HOMES OF MARYLAND, INC. who is personally well known to me to
be the person named in the foregoing document, and by virtue of
the authority vested in him acknowledged the same to be the act
and deed of RICHMOND AMERICAN HOMES OF MARYLAND, INC. and that
he executed the same for the purposes contained therein.

WITNESS my hand and notarial seal the day and year first
above written.


Notary Public

My Commission Expires: 11-30-94



FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.
DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS

IN WITNESS WHEREOF, the undersigned executes this document
as of the 1st day of Sept, 1994.

ATTEST:

JOY & MORGAN DEVELOPERS, INC.,
a Maryland corporation

[Signature]

By: [Signature] (SEAL)
Michael A. Joy,
President

STATE OF Maryland
COUNTY OF Charles

I HEREBY CERTIFY that on this 1st day of
September, 1994, before me, the subscriber, a Notary
Public in and for the State and County aforesaid, personally
appeared Michael A. Joy, President of JOY & MORGAN DEVELOPERS,
INC., who is personally well known to me to be the person named
in the foregoing document, and by virtue of the authority
vested in him acknowledged the same to be the act and deed of
JOY & MORGAN DEVELOPERS, INC. and that he executed the same for
the purposes contained therein.

WITNESS my hand and notarial seal the day and year first
above written.

[Signature]
Notary Public

My Commission Expires:

July 1, 1996

FIRST AMENDMENT TO
HILLANTRAE HOMEOWNERS ASSOCIATION, INC.
DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS

IN WITNESS WHEREOF, the undersigned executes this document
as of the 2ND day of SEPTEMBER, 1994.

Thomas F. Kelley, Trustee (SEAL)
THOMAS F. KELLEY, Trustee

COMMONWEALTH OF Virginia
COUNTY/CITY OF Fairfax

I HEREBY CERTIFY that on this 2ND day of
September 30, 1994, before me, the subscriber, a Notary
Public in and for the State and County aforesaid, personally
appeared THOMAS F. KELLEY, Trustee for Crestar Bank, a Virginia
banking corporation, who is personally well known to me to be
the person named in the foregoing document, and that he
executed the same for the purposes contained therein.

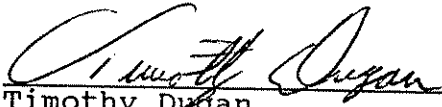
WITNESS my hand and notarial seal the day and year first
above written.

Tammy Lynn Bernbaum
Notary Public

My Commission Expires: September 30, 1997

ATTORNEY CERTIFICATION

I HEREBY CERTIFY that the foregoing instrument has been prepared by, or under the supervision of, the undersigned Maryland attorney or by a party to this instrument.



Timothy Dugan

After recordation, please return to:

Wilkes, Artis, Hedrick & Lane
Chartered
3 Bethesda Metro Center, Suite 800
Bethesda, Maryland 20814-5329
Attention: Timothy Dugan and Richard K. Reed

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