

This instrument prepared by: Re: Book 1643, Page 467
DOUGLAS S. YATES
Attorney at Law
227 Parkway
Sevierville, TN 37862

DECLARATION OF ANNEXATION
GATLINBURG FALLS RESORT - A PLANNED UNIT DEVELOPMENT

THIS Declaration, made as of the 16th day of May, 2003, by Gatlinburg Falls, LLC (hereinafter referred to as the "Declarant")

W I T N E S S E T H:

WHEREAS, Gatlinburg Falls, LLC, in the Declarant under a certain Declaration of Covenants, Conditions, Restrictions and Easements for Gatlinburg Falls Resort, A Planned Unit Development (hereinafter referred to as "Restrictions"), as such regime is established by instrument of record at Inst. Book 1643, Page 467, Sevier County Register of Deeds Office; and

WHEREAS, pursuant to the Restrictions, the Declarant reserved the right to annex additional property to become a part of Gatlinburg Falls Resort, A Planned Unit Development; and

WHEREAS, Article XIII of the Restrictions provides that a "Declaration of Annexation" may be recorded to submit additional property to the Restrictions; and

WHEREAS, a new plat for Gatlinburg Falls has been recorded at Large Map 5, Page 7, in the Sevier County Register of Deeds Office, such plat depicting Sites 1 through 85 of Gatlinburg Falls, a Planned Unit Development. In the event of any conflict between the sites depicted upon Large Map 5, Page 7 and Large Map 4, Page 154, the description at Large Map 5, Page 7 shall control; and

WHEREAS, the Declarant is adding that portion of property purchased from Jack A. Arthur, Jr., as more particularly described in Warranty Deed Book 308, Page 915, and is reserving the right to

plat additional units upon that property as well as the right to plat additional units upon a certain 2.99 acre tract depicted on the original plat of record at Large Map 4, Page 154, together with any rights the Declarant may have to re-plat units or add units as detailed in the original Declaration of Restrictions, as more particularly set forth in Instrument Book 1643, Page 567.

NOW THEREFORE, in consideration of one dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, the Declarant states as follows:

1. The Declarant does hereby annex that property more particularly described at Large Map 5, Page 1, in the Sevier County Register of Deeds Office, into Gatlinburg Falls Resort, A Planned United Development, as such development is established pursuant to the Restrictions of record at Inst. Book 1643, Page 467. The 2.99 acre tract shown upon Large Map 4, Page 154, and that tract of property formerly owned by Jack A. Arthur (Warranty Deed 308, Page 915) shall have additional units plotted, such additional units to be approved by the Gatlinburg Planning Commission, and no portion of land in these two parcels shall be considered Common Area until formally deeded to the Association. The provisions of the "Whereas" clauses above are incorporated herein by reference. Units included in the 2.99 acre parcel may be used for a rental or sales office if approved by the Gatlinburg Planning Commission or City of Gatlinburg Rules and Regulations.
2. That the definitions contained in Article II of the Restrictions shall apply to Large Map 5, Page

7, in the same manner as the definitions apply to the original 8.96 acre parcel governed by the Restrictions.

3. That the Units and Common Area described at Large Map 5, Page 7, shall have the same rights and responsibilities as those Units and Common Area shown on the original 8.96 acre parcel.
4. That the real estate annexed pursuant to this Instrument shall be considered a part of Gatlinburg Falls Resort, A Planned Unit Development, to the same extent as if it had been included with the 8.96 acre parcel originally restricted.
5. The parcels annexed hereby shall not be considered a "Project Parcel" under the original Restrictions, but shall be considered a part of the overall subdivision created as Gatlinburg Falls Resort, A Planned Unit Development.
6. That the Restrictions of record at Inst. Book 1643, Page 467, shall apply to the property annexed herein to the same force and effect as they apply to the 8.96 acre parcel originally restricted.

IN WITNESS WHEREOF, Declarant has executed this Declaration as of the day first above written.

GATLINBURG FALLS, LLC.



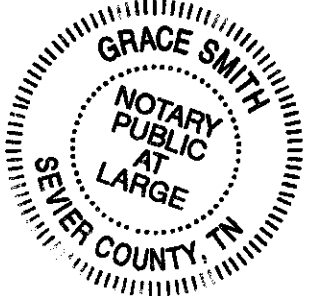
BY: Richard A. Strauss
ITS: Managing Member

STATE OF TN
COUNTY OF Sevier

Personally appeared before me, Richard Strauss of GATLINBURG FALLS, L.L.C., the maker, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledge that he is the managing member of the maker or a constituent of the maker, and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 16 day of May, 2003.

Grace Smith
Notary Public
My Commission Expires: 10-22-05



gat falls annex 4/03

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4 PGS : AL - RESTRICTIONS	
CHRISTY BATCH: 17709	
07/03/2003 ~ 10:52 AM	
VALUE	
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	0.00
DP FEE	20.00
REGISTER'S FEE	2.00
TOTAL AMOUNT	22.00

STATE OF TENNESSEE, SEVIER COUNTY
SHERRY ROBERTSON HUSKEY
REGISTER OF DEEDS