

DECLARATION OF ANNEXATION
FOR
RIVER DOWNS SECTION TWO

RIVER DOWNS HOMEOWNERS' ASSOCIATION

THIS DECLARATION OF ANNEXATION is made this ___ day of _____, 1994 by RIVER DOWNS PARTNERSHIP, a Maryland general partnership (the "Declarant").

R E C I T A L S:

A. Declarant is the owner of certain real property located in Carroll County, Maryland, more particularly described in Exhibit A, attached hereto and incorporated herein.

B. Declarant imposed certain mutually beneficial restrictions under a general plan of improvement for the benefit of all owners of a certain portion of that real property described on Exhibit A (said portion being hereinafter referred to as "River Downs Section One"), all as set forth in a Declaration of Covenants, Conditions and Restrictions for River Downs Homeowners' Association dated November 8, 1993, and recorded among the Land Records of Carroll County, Maryland, in Book 1527, Page 784 (the "Original Declaration").

C. In the Original Declaration, Declarant expressly reserved the right to annex Additional Property (as defined therein) and to provide that all of the covenants, conditions and restrictions of the Original Declaration apply to the annexed Additional Property in the same manner as if said annexed Additional Property were originally included in the Original Declaration.

NOW, THEREFORE, Declarant hereby amends and supplements the Original Declaration as follows:

1. Declarant does hereby extend the Original Declaration to encumber and bind on all of that portion of the Additional Property containing approximately 69.3246 acres and shown as River Downs Section Two on the River Downs Section Two Subdivision Plats, recorded or intended to be recorded among the Plat Records of Carroll County, Maryland, and as described on Exhibit B attached hereto (the "Annexed Property, Section Two") and does hereby incorporate the Annexed Property, Section Two into the Homeowners' Association as established by the Original Declaration.

2. Declarant declares that all of the land and improvements contained in the Annexed Property, Section Two are and shall be held, transferred, sold, conveyed, leased and occupied and

used subject to the covenants, restrictions, conditions, easements, charges, liens, and provisions set forth under the Original Declaration as now or hereafter amended, all of which are hereby incorporated by reference as though fully set out herein.

3. Pursuant to Article V of the Original Declaration, the allocation of assessments to be paid by Owners (as defined in the Original Declaration) of any Lot (as defined in the Original Declaration) in River Downs Section One or in the Annexed Property, Section Two shall apply, subject to any future amendment or annexation.

4. Except as expressly modified herein, all of the terms and conditions of the Original Declaration shall remain in full force and effect, and in the case of any conflict of provisions hereof, shall be deemed controlling.

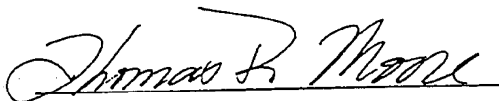
IN WITNESS WHEREOF, the Declarant has caused this instrument to properly executed the day and year first above written.

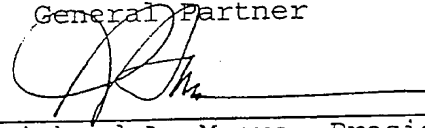
WITNESS:

DECLARANT:

RIVER DOWNS PARTNERSHIP,
a Maryland general partnership
By: Gaylord River Downs Limited
Partnership, General Partner

By: Gaylord Brooks
Investment Co., Inc.,
General Partner



By:  (SEAL)
Richard A. Moore, President

- Exhibit A - Legal Description of all real property owned by Declarant (excluding property owned by River Downs Golf Course Limited Partnership)
- Exhibit B - Legal Description of Property made subject to the Declaration by this Declaration of Annexation (Section Two of River Downs)

ACKNOWLEDGEMENT

STATE OF MARYLAND, COUNTY/CITY OF BALTIMORE; TO WIT:

I HEREBY CERTIFY that on this ___ day of September, 1994, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Richard A. Moore, who acknowledged himself to be the President of Gaylord Brooks Investment Co., Inc.,

the General Partner of Gaylord River Downs Limited Partnership, the General Partner of River Downs Partnership, the Declarant, and he acknowledged that he executed the foregoing on behalf of the said Partnership for the purposes therein contained and he acknowledged the same to be the lawful act and deed of the aforesaid Partnership.

AS WITNESS my hand and Notarial Seal the day and year first above written.

Notary Public

My Commission expires: _____

ATTORNEY CERTIFICATION

I hereby certify that I am an attorney duly admitted to practice law in the State of Maryland and in good standing and that this instrument was prepared under my supervision.

Priscilla C. Caskey

EXHIBIT A

Legal Description of All Real Property Owned by Declarant
(Excluding River Downs Golf Course Limited Partnership Property)

BEING all that real property located in Carroll County, Maryland, granted and conveyed unto River Downs Partnership, a Maryland general partnership and described in the following three Deeds:

(i) Deed dated October 14, 1988, and recorded among the Land Records of Carroll County, Maryland, in Liber L.W.S. No. 1113, Folio 863, from Equitable Bank, NA, Personal Representative of the Estate of John McC. Mowbray, and Jack S. Griswold to River Downs Partnership;

(ii) Deed dated September 1, 1989, and recorded among the Land Records of Carroll County, Maryland, in Liber L.W.S. No. 1166, Folio 501, from James H. Morton, June E. Morton, Mary L. Stevens and Caroline R. Kummer, unto River Downs Partnership; and

(iii) Deed dated March 19, 1990, and recorded among the Land Records of Carroll County, Maryland, in Liber L.W.S. No. 1202, Folio 673, from James Peltzer and Barbara Peltzer, his wife, unto River Downs Partnership.

Excluding however the following property therefrom:

All those lots of ground situate in CARROLL COUNTY, State of Maryland, and described as follows, that is to say:

BEING KNOWN AND DESIGNATED as Parcels C and I as shown on Plats entitled "SECTION ONE (A CLUSTER SUBDIVISION) RIVER DOWNS" consisting of six sheets and recorded among the Land Records of Carroll County in Plat Book L.W.S. No. 37, folios 69 through 74.

TOGETHER with the easements for the construction, use and maintenance of a golf course, club house and maintenance facility, as shown on Plats entitled "SPECIAL PURPOSE PLAT OF GOLF COURSE EASEMENTS FOR (A CLUSTER SUBDIVISION) RIVER DOWNS" consisting of four sheets and recorded among the Land Records of Carroll County in Plat Book LWS No. 36, folios 75 through 78. The easements for the club house and maintenance facility being more specifically described by the metes and bounds descriptions marked exhibits "A-1" and "A-2" respectively which are attached hereto and made a part hereof. Together, also, with all the rights, terms, conditions, etc., contained in a certain DECLARATION OF GOLF EASEMENT executed by the Declarant on the 8th day of November, 1993 and recorded or intended to be recorded among the Land Records of Carroll County immediately prior hereto.

EXHIBIT B

Legal Description of Real Property
Made Subject to the Declaration of Covenants, Conditions and
Restrictions For River Downs Homeowners' Association
by this Declaration of Annexation
for River Downs Section Two

All that property shown as being Section Two and on those
plats entitled "Section Two (A Cluster Subdivision) River Downs"
and recorded or intended to be recorded among the Plat Records of
Carroll County, Maryland.

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