

**MODIFICATION OF SECOND AMENDMENT TO DECLARATION AND
BYLAWS CREATING AND ESTABLISHING A PLAN FOR CONDOMINIUM
OWNERSHIP UNDER CHAPTER 5311 OF THE OHIO REVISED CODE FOR
STONINGTON WOODS CONDOMINIUM**

WITNESSETH:

WHEREAS, Southgate Company Limited Partnership, an Ohio Limited Partnership, "Declarant", caused to be filed Declaration and Bylaws Creating and Establishing a Plan for Condominium Ownership under Chapter 5311 of the Ohio Revised Code for Stonington Woods Condominium. Said Declaration was filed with the Licking County Recorder's Office on June 9, 1997 and recorded in Official Records Vol. 911 p. 297; and

WHEREAS, "Declarant", caused to be filed the First Amendment to Declaration and Bylaws Creating and Establishing a Plan for Condominium Ownership under Chapter 5311 of the Ohio Revised Code for Stonington Woods Condominium. Said Declaration was filed with the Licking County Recorder's Office on August 12, 1997 and recorded in Official Records Volume 930, page 385; and

WHEREAS, "Declarant" caused to be filed a Modification of the First Amendment to correct an inaccurate survey call in the legal description. This instrument was filed on June 5, 1998 and recorded with the Licking County Recorder's Office as Instrument No. 199806050021096; and

WHEREAS, "Declarant", caused to be filed a Second Amendment to Declaration and Bylaws Creating and Establishing a Plan for Condominium Ownership under Chapter 5311 of the Ohio Revised Code for Stonington Woods Condominium. Said Declaration was filed with the Licking County Recorder's Office on June 9, 1998 and recorded as Instrument No. 199806090021387; and

WHEREAS, Drawings depicting Stonington Woods Condominium Phase III were filed simultaneously with the Second Amendment, filed with the Licking County Recorder's Office on June 9, 1998 and recorded as Instrument No. 199806090021387; and

WHEREAS, "Declarant" has learned that the location of the ingress/egress area for unit numbers 108, 110, 120 and 122 showed an inaccurate access to Phase II of the Stonington Woods Condominium; and

NOW THEREFORE, The proper drawing depicting the location of this ingress/egress area for the above mentioned units is attached hereto and marked as Exhibit "A".

54-216672-00-000

IN WITNESS WHEREOF, the undersigned has executed this instrument
this 6th day of August, 1998.

Signed and acknowledged
in the presence of:

[Signature]
Witness
Print: Robert E. O'Neill

Jenny Snedegar
Witness
Print: Jenny Snedegar

SOUTHGATE COMPANY LIMITED
PARTNERSHIP, an Ohio limited
partnership

By: SOUTHGATE CORPORATION, an
Ohio corporation, General Partner of
Southgate Company Limited Partnership

By: [Signature]
Larry Parr, Vice President

State of Ohio
County of Licking, ss:

This instrument was acknowledged before me by Larry Parr, the Vice
President of Southgate Corporation, an Ohio corporation and General Partner of
Southgate Company Limited Partnership, an Ohio Limited partnership, on its
behalf, this 6th day of August, 1998.



[Signature]
Notary Public

MARTHA J. MORRISON
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES AUG. 9, 2000

This instrument was prepared by Havens, Willis, Erney, Skrobot & Fisher, 250 East
Broad Street, Suite 1500, Columbus, Ohio 43215.

TRANSFER NOT NECESSARY

Date August 7 1998
George W. Buchanan
Licking County Auditor CZ

10:53 AM 08/06/98

CARDINAL\c:\My Documents\word\WILLIS\Southgate Corporation\Third Amendment to Declaration

SECOND AMENDMENT **STONINGTON WOODS CONDOMINIUM PHASE III** Being a part of Section 3, Township-2, Range-12, United States Military Lands, City of Newark, Licking County, Ohio

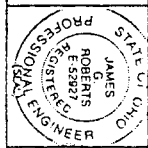
Survey by George L. Hume
 of 45, pg 178

SOUTH TERRACE AVENUE (60' R/W)
 Plat Book 13, Page 209

LEGEND

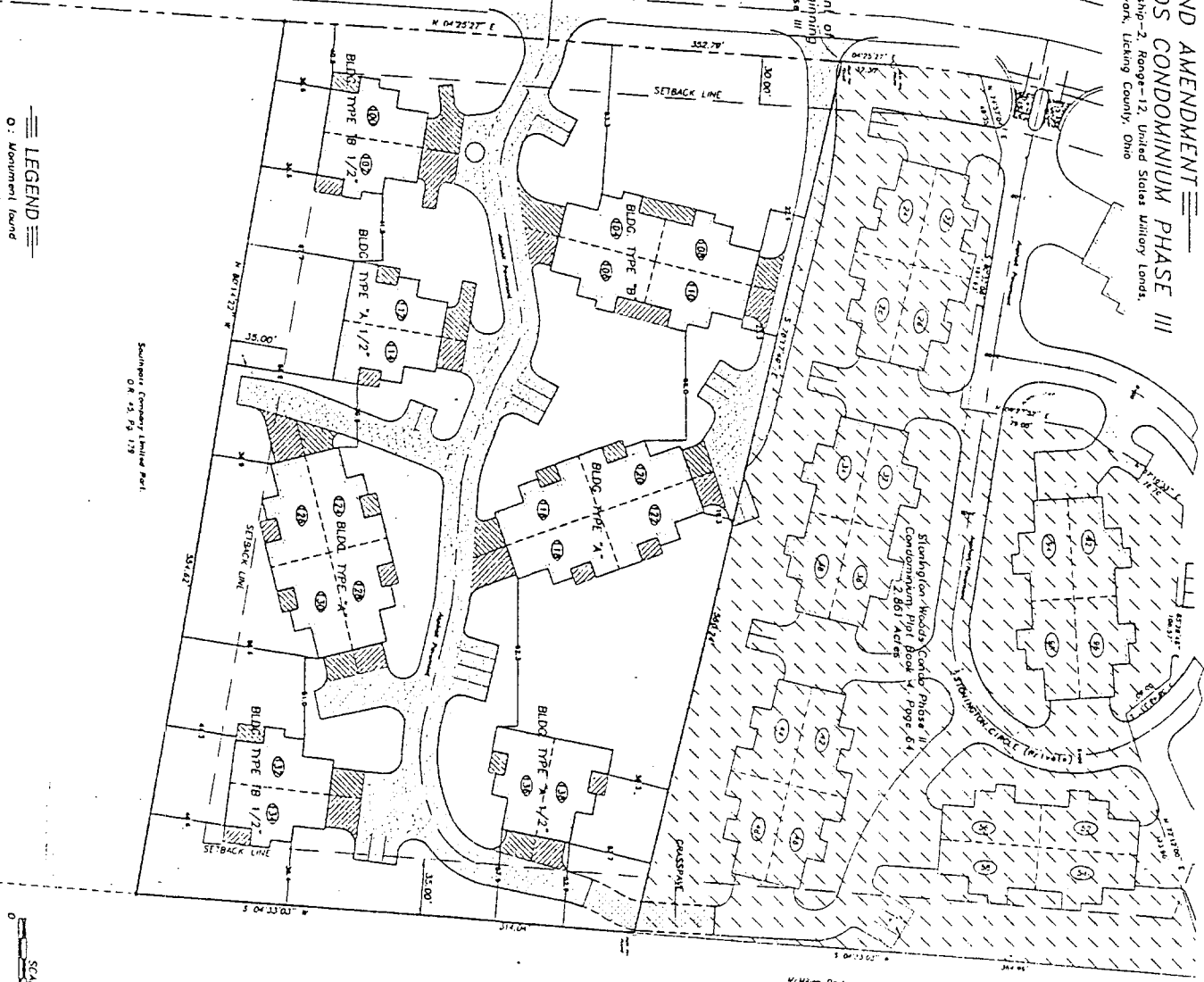
- : Monument found
- : Iron pin set 5/8"x30" rebar with red ID cap - JKH PS/6878
- ▨: Designates limited common area
- ▨: Designates limited common area as areas not designated as limited common areas or as units or common area

"WE DO HEREBY CERTIFY THAT THIS DRAWING ACCURATELY REPRESENTS THE RECORDS OF THE LICKING COUNTY PLAT BOOK 13, PAGE 209, AND THAT THERE ARE NO ENCUMBRANCES ON ANY ADJACENT PLACES AND NO SUCH AS PROPOSED."



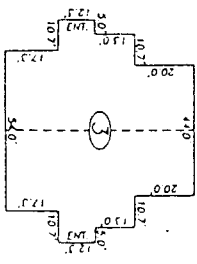
James C. Roberts
 James C. Roberts P.E. 52827
 Kevin T. Blake
 Kevin T. Blake P.E. 7830

JOHNS HENDERSON & ASSOCIATES INC.
 CIVIL ENGINEERS AND SURVEYORS
 38 GRAND STREET
 NEWARK, OHIO 43055
 TEL (614) 244-5251
 FAX (614) 244-5256

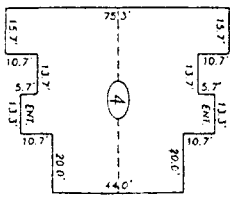


Minimum Setback
 20' 30' 36'
 10 3.85 Acres

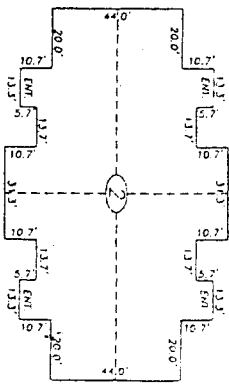
SCALE 1"=50'
 0 50' 100'



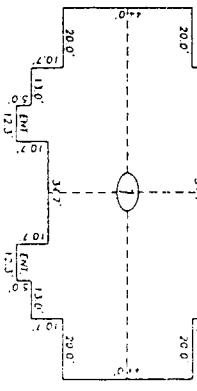
BUILDING TYPE "B 1/2"
 TYPICAL DETAIL



BUILDING TYPE "A 1/2"
 TYPICAL DETAIL



BUILDING TYPE "A"
 TYPICAL DETAIL



BUILDING TYPE "B"
 TYPICAL DETAIL

**ROBERT WISE
LICKING COUNTY RECORDER
NEWARK, OHIO 43055**

PLAT

A plat instrument has been recorded in
book number 4, page number 99.

Plat Name: Stonington Woods Condo Phase III

Legal Description: Newark

Restrictions: yes

Date: 8-10-98