

**HIGHLANDS CREEK
HOMES ASSOCIATION DECLARATION
ADDITIONAL PHASES
(2nd and 3rd Plats)**

THIS DECLARATION is made as of the 23rd day of May, 2005, by Highlands Group, a Kansas partnership (the "Developer");

WITNESSETH:

WHEREAS, the Developer has executed and filed with the Office of the Register of Deeds of Johnson County, Kansas (the "Recording Office"), two additional plats of the subdivision known as "Highlands Creek" that replat part of an earlier plat; and

WHEREAS, such plats add the following lots to the subdivision (the "Additional Lots") and the following tract:

Tract B, HIGHLANDS CREEK, 2ND PLAT, a subdivision in the City of Leawood, Johnson County, Kansas.

Lots 34A, 49A and 72, HIGHLANDS CREEK, 3RD PLAT, a subdivision in the City of Leawood, Johnson County, Kansas.

WHEREAS, the Developer, as the owner of the Additional Lots, desires to subject the Additional Lots to the covenants, assessments, charges and other provisions contained in that certain Highlands Creek Homes Association Declaration, executed by the Developer and filed with the Recording Office as Instrument No. 3269166 in Book 7150 at Page 835 (the "Original Declaration").

NOW, THEREFORE, in consideration of the premises, the Developer, for itself and for its successors and assigns, and for its future grantees, hereby agrees and declares that all of the Additional Lots shall be, and they hereby are, subject to the covenants, assessments, charges and other provisions set forth in the Original Declaration. As contemplated in Article IX of the Original Declaration, this instrument shall have the effect of subjecting the Additional Lots to all of the provisions of the Original Declaration as though the Additional Lots had been originally described therein and subject to the provisions thereof.

Tract B of Highlands Creek, 2nd Plat is a "Common Area" under the Original Declaration.

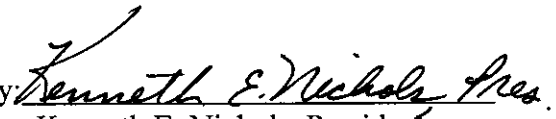
IN WITNESS WHEREOF, the Developer has caused this Declaration to be duly executed the day and year first above written.

HIGHLANDS GROUP,
a Kansas general partnership

By: CASEY-MATT, INC., a partner

By: 
Don D. Donahoo, President

By: N. W. REALTY, INC., a partner

By: 
Kenneth E. Nichols, President

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

BE IT REMEMBERED, That on this 23rd day of May, 2005, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came Don D. Donahoo, President of Casey-Matt, Inc., a Kansas corporation, and Kenneth E. Nichols, President of N. W. Realty, Inc., a Kansas corporation, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed, as such officers, the within instrument on behalf of said corporations, in their capacities as partners in and on behalf of Highlands Group, a Kansas general partnership, and such persons duly acknowledged the execution of the same to be the act and deed of said corporations and partnership.

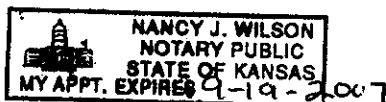
IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal the day and year last above written.

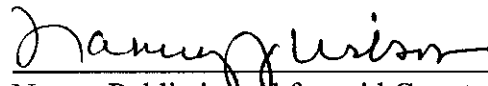
My Commission Expires:

9-19-2007

[SEAL]

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SNWOO 227927




Notary Public in and for said County and State

Print Name: Nancy J. Wilson

