

**VIRGINIA LAND RECORD COVER SHEET
FORM A - COVER SHEET CONTENT**

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO
TAX EXEMPT? VIRGINIA/FEDERAL LAW
☐ Grantor: _____
☐ Grantee: _____
Consideration: \$0.00
Existing Debt: \$0.00
Actual Value/Assumed: \$0.00

PRIOR INSTRUMENT UNDER § 58.1-803(D):

Original Principal: \$0.00
Fair Market Value Increase: \$0.00

Original Book Number: 1841 Original Page Number: 1106 Original Instrument Number: _____

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%

BUSINESS / NAME

1 ☒ Grantor: INNSBROOK OWNERS ASSOCIATION INC
2 ☒ Grantor: INNSBROOK
1 ☒ Grantee: N/A
_____ ☐ Grantee: _____

GRANTEE ADDRESS

Name: N/A
Address: N/A N/A
City: N/A State: VA Zip Code: N/

Book Number: 1841 Page Number: 1106 Instrument Number: _____

Parcel Identification Number (PIN): 748-761-5174 Tax Map Number: 748-761-5174

Short Property Description: 4.606 ACRES SECTION A
INNSBROOK

Current Property Address: 4198 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060

Instrument Prepared By: HIRSCHLER FLEISCHER Recording Paid By: HIRSCHLER FLEISCHER

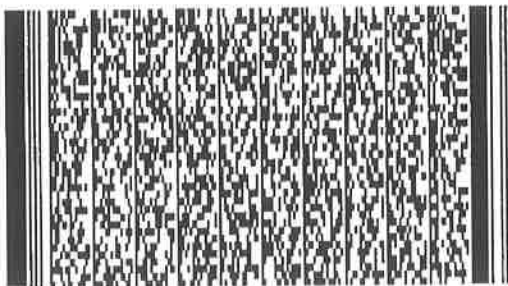
Recording Returned To: HIRSCHLER FLEISCHER

Address: P.O. BOX 500
City: RICHMOND State: VA Zip Code: 23218

RECORDED IN
COUNTY OF HENRICO, VA
HEIDI S. BARSHINGER
CLERK OF CIRCUIT COURT
FILED Jan 31, 2017
AT 12:10 pm
BOOK 05581
START PAGE 1309
END PAGE 1333
INSTRUMENT #
201700003329
WAP

(Area Above Reserved For Deed Stamp Only)

BS581PG1309



**VIRGINIA LAND RECORD COVER SHEET
FORM B - ADDITIONAL GRANTORS/GRANTEES**

BK558 | PG | 310

Instrument Date: 1/30/2017

Instrument Type: AMEND

Number of Parcels: 33 Number of Pages: 7

[] City ☒ County

HENRICO

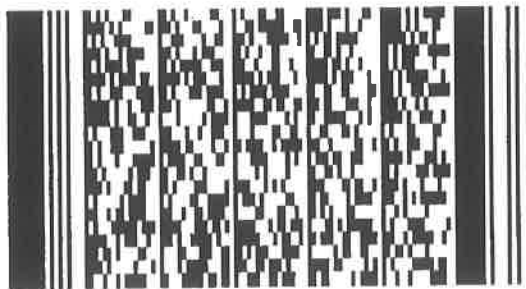
GRANTOR BUSINESS / NAME

3 ☒ Grantor: INNSBROOK NORTH
[] Grantor: _____
[] Grantor: _____
[] Grantor: _____
[] Grantor: _____
[] Grantor: _____
[] Grantor: _____

GRANTEE BUSINESS / NAME

[] Grantee: _____
[] Grantee: _____
[] Grantee: _____
[] Grantee: _____
[] Grantee: _____
[] Grantee: _____
[] Grantee: _____

(Area Above Reserved For Deed Stamp Only)



BK5581PG1311

VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

Instrument Date: 1/30/2017

Instrument Type: AMEND

Number of Parcels: 33 Number of Pages: 7

[] City ☒ County

HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: [] City ☒ County

Percentage In This Jurisdiction: 100%

Book Number: 1841 Page Number: 1106

Instrument Number:

Parcel Identification Number (PIN): 751-767-7532

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 751-767-7532

Short Property Description: 8.702 ACRES SECTION A
INNSBROOK

Current Property Address: 4701 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: [] City ☒ County

Percentage In This Jurisdiction: 100%

Book Number: 1841 Page Number: 1106

Instrument Number:

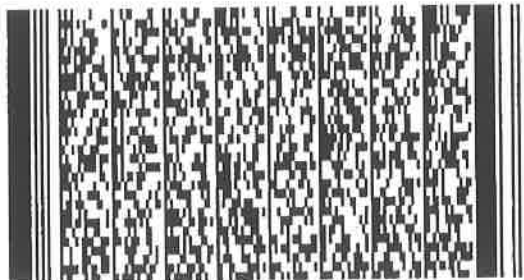
Parcel Identification Number (PIN): 748-761-4306

Tax Map Number: 748-761-4306

Short Property Description: 1.613 ACRES SECTION J
INNSBROOK

Current Property Address: 4020 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7

[☐] City ☒ County

HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: [☐] City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 748-761-1507

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 748-761-1507

Short Property Description: .446 ACRE SECTION J
INNSBROOK

Current Property Address: 4040 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: [☐] City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

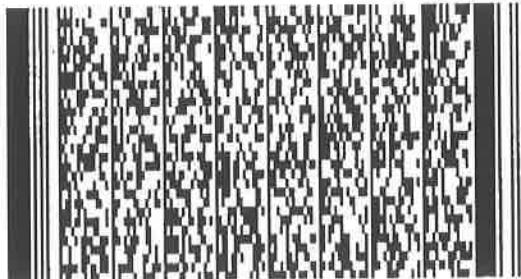
Parcel Identification Number (PIN): 747-760-9391

Tax Map Number: 747-760-9391

Short Property Description: 9.617 ACRES SECTION J
INNSBROOK

Current Property Address: 4040 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET
FORM C – ADDITIONAL PARCELS

BK5581PG1313

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 747-761-8924

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 747-761-8924

Short Property Description: 4.7911 ACRES SECTION J
INNSBROOK

Current Property Address: 4050 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

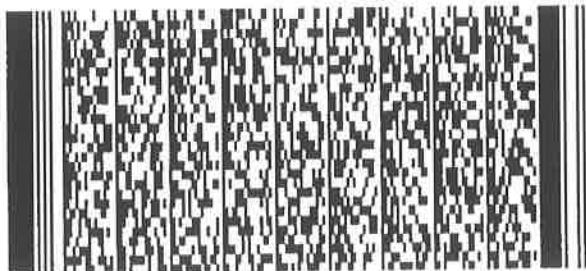
Parcel Identification Number (PIN): 748-760-7489

Tax Map Number: 748-760-7489

Short Property Description: 1.616 ACRES SECTION A
INNSBROOK

Current Property Address: 4051 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



BK 5581 PG 1314

VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 747-761-9253

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 747-761-9253

Short Property Description: 3.080 ACRES SECTION A AND E
INNSBROOK

Current Property Address: 4100 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

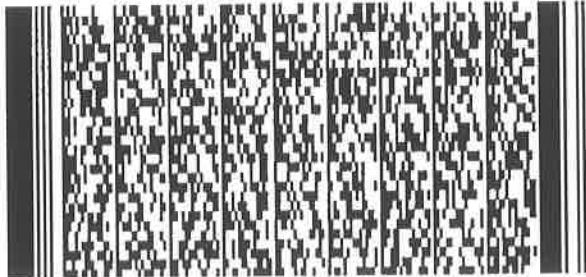
Parcel Identification Number (PIN): 749-761-0226

Tax Map Number: 749-761-0226

Short Property Description: 4.487 ACRES SECTION A AND I
INNSBROOK

Current Property Address: 4101 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET
FORM C - ADDITIONAL PARCELS

BK558 | PG | 3 | 5

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 748-761-5133

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 748-761-5133

Short Property Description: 1.646 ACRES SECTION A AND J
INNSBROOK

Current Property Address: 4120 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

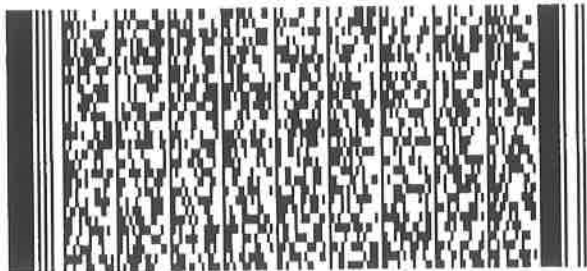
Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 749-761-0971

Tax Map Number: 749-761-0971

Short Property Description: 6.168 ACRES SECTION A
INNSBROOK

Current Property Address: 4121 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 749-763-1305

Tax Map Number: 749-763-1305

Short Property Description: 4.351 ACRES SECTION A
INNSBROOK

Current Property Address: 4224 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 749-763-5749

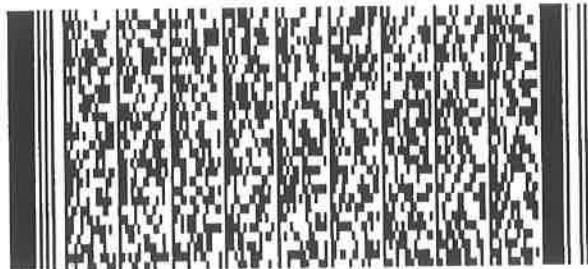
Tax Map Number: 749-763-5749

Short Property Description: 7.881 ACRES SECTION A AND H
INNSBROOK

Current Property Address: 4300 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060

BK 5581 PG 1316

(Area Above Reserved For Deed Stamp Only)



VIRGINIA LAND RECORD COVER SHEET
FORM C - ADDITIONAL PARCELS

BK 5581 PG 1317

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 749-763-9316

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 749-763-9316

Short Property Description: 5.592 ACRES SECTION A
INNSBROOK

Current Property Address: 4305 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

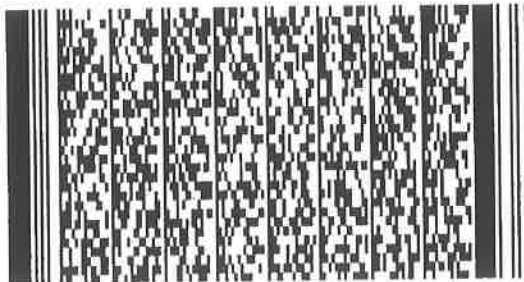
Parcel Identification Number (PIN): 750-763-1842

Tax Map Number: 750-763-1842

Short Property Description: 3.25 ACRES SECTION A
INNSBROOK

Current Property Address: 4309 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

BK5581PG1318

FORM C – ADDITIONAL PARCELS

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County

HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 750-763-2683

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 750-763-2683

Short Property Description: 2.361 ACRES SECTION H
INNSBROOK

Current Property Address: 4319 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

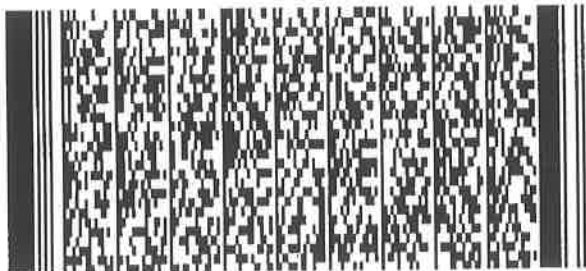
Parcel Identification Number (PIN): 750-763-4872

Tax Map Number: 750-763-4872

Short Property Description: 1.611 ACRES SECTION H
INNSBROOK

Current Property Address: 4335 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET
FORM C - ADDITIONAL PARCELS

BK 5581 PG 1319

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number:

Parcel Identification Number (PIN): 750-763-4612

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 750-763-4612

Short Property Description: 491 ACRE SECTION H
INNSBROOK

Current Property Address: 4399 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number:

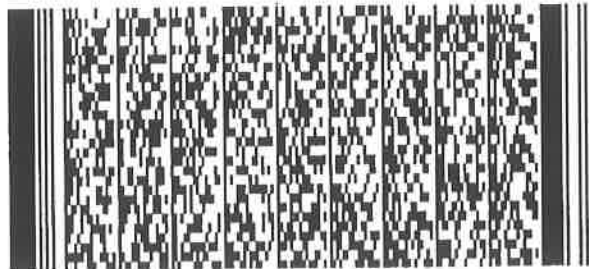
Parcel Identification Number (PIN): 749-763-8998

Tax Map Number: 749-763-8998

Short Property Description: 4.233 ACRES SECTION H
INNSBROOK

Current Property Address: 4400 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET
FORM C - ADDITIONAL PARCELS

BK 5581 PG 1320

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 750-763-7063

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 750-763-7063

Short Property Description: 5.956 ACRES SECTION H
INNSBROOK

Current Property Address: 4405 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

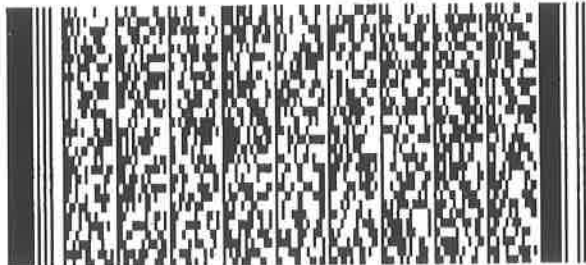
Parcel Identification Number (PIN): 750-764-5700

Tax Map Number: 750-764-5700

Short Property Description: 1.369 ACRES SECTION H
INNSBROOK

Current Property Address: 4419 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

BK 558 | PG | 321

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 750-764-4113

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 750-764-4113

Short Property Description: 2.01 ACRES SECTION H
INNSBROOK

Current Property Address: 4431 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

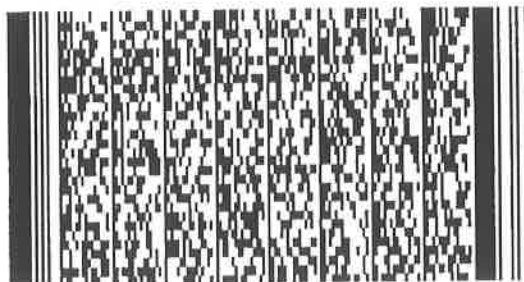
Parcel Identification Number (PIN): 750-764-8232

Tax Map Number: 750-764-8232

Short Property Description: 6.391 ACRES SECTION H
INNSBROOK

Current Property Address: 4461 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

BK 5581 PG 1322

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 750-764-1645

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 750-764-1645

Short Property Description: 5.054 ACRES SECTION H
INNSBROOK

Current Property Address: 4470 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

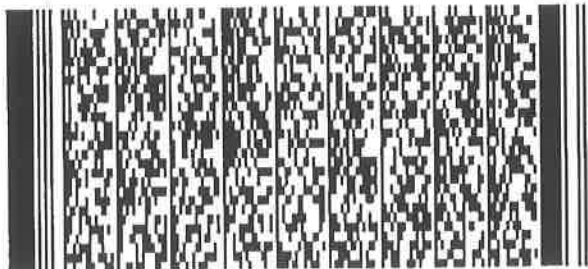
Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 750-764-0695

Tax Map Number: 750-764-0695

Short Property Description: 6.958 ACRES SECTION H
INNSBROOK

Current Property Address: 4480 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

BK 558 | PG 1323

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 750-764-4575

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 750-764-4575

Short Property Description: 1.906 ACRES SECTION H
INNSBROOK

Current Property Address: 4490 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

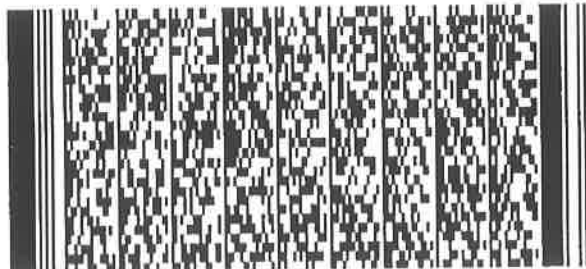
Parcel Identification Number (PIN): 750-764-9584

Tax Map Number: 750-764-9584

Short Property Description: 5.34 ACRES SECTION H
INNSBROOK

Current Property Address: 4501 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number:

Parcel Identification Number (PIN): 750-765-5718

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 750-765-5718

Short Property Description: 5.712 ACRES SECTION H
INNSBROOK

Current Property Address: 4510 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number:

Parcel Identification Number (PIN): 750-765-9452

Tax Map Number: 750-765-9452

Short Property Description: 6.332 ACRES SECTION K
INNSBROOK

Current Property Address: 4551 COX ROAD
City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number:

Parcel Identification Number (PIN): 750-765-4697

Tax Map Number: 750-765-4697

Short Property Description: 8.551 ACRES SECTION M
INNSBROOK

Current Property Address: 4600 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number:

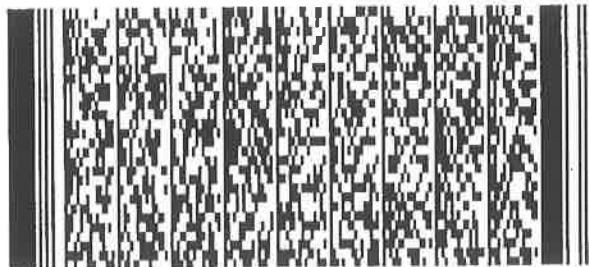
Parcel Identification Number (PIN): 750-766-3162

Tax Map Number: 750-766-3162

Short Property Description: 10.116 ACRES SECTION M
INNSBROOK

Current Property Address: 4650 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



VIRGINIA LAND RECORD COVER SHEET

FORM C - ADDITIONAL PARCELS

14
BK 5581 PG 1326

Instrument Date: 1/30/2017
Instrument Type: AMEND
Number of Parcels: 33 Number of Pages: 7
☐ City ☒ County
HENRICO

PARCELS IDENTIFICATION OR TAX MAP

Prior Recording At: ☐ City ☒ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 752-767-4970

(Area Above Reserved For Deed Stamp Only)

Tax Map Number: 752-767-4970

Short Property Description: 6.612 ACRES SECTION B
INNSBROOK NORTH

Current Property Address: 4801 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060

Prior Recording At: ☐ City ☐ County

Percentage In This Jurisdiction: 100%
Book Number: 1841 Page Number: 1106
Instrument Number: _____

Parcel Identification Number (PIN): 751-768-9518

Tax Map Number: 751-768-9518

Short Property Description: 9.497 ACRES SECTION B
INNSBROOK NORTH

Current Property Address: 4840 COX ROAD

City: GLEN ALLEN State: VA Zip Code: 23060



BK 5581 PG 1327

THIS DOCUMENT PREPARED BY:

HIRSCHLER FLEISCHER
2100 E. CARY STREET (23223)
POST OFFICE BOX 500
RICHMOND, VIRGINIA 23218-0500

GPIN NOS.: 748-761-5174, 751-767-7532 and others

SECOND AMENDMENT TO AMENDED AND RESTATED INNSBROOK PROTECTIVE COVENANTS

THIS SECOND AMENDMENT TO AMENDED AND RESTATED INNSBROOK PROTECTIVE COVENANTS (this "**Amendment**") is made as of the 31st day of January, 2017, by the **INNSBROOK OWNERS ASSOCIATION, INC.**, a Virginia non-stock corporation (the "**Association**").

RECITALS

A. Pursuant to those certain Innsbrook Protective Covenants dated September 25, 1981, and recorded in the Clerk's Office, Circuit Court, Henrico County, Virginia (the "**Clerk's Office**"), on October 9, 1981, in Deed Book 1841, page 1106, The Innsbrook Corporation, a Virginia corporation (the "**Original Declarant**") encumbered certain real property located in Henrico County, Virginia more particularly described therein to the provisions of such Innsbrook Protective Covenants. Additional property has been encumbered by twenty(20) notices of addition and/or amendments to the Innsbrook Protective Covenants recorded in the Clerk's Office. The foregoing Innsbrook Protective Covenants, together with all recorded amendments thereto, are referred to herein as the "**Original Covenants**". The real estate that is encumbered by the Covenants is referred to in the aggregate herein as the "**Park**".

B. By Assignment of Development and Declarant's Rights dated December 27, 1999, and recorded in the Clerk's Office on February 22, 2000, in Deed Book 2981, page 1244, the Original Declarant assigned its rights as declarant under the Original Covenants to Innsbrook North Associates, a Virginia general partnership ("**Innsbrook North**").

C. By Assignment of Development and Declarant's Rights dated December 22, 2008, and recorded in the Clerk's Office on February 12, 2009, in Deed Book 4603, page 2337, Innsbrook North assigned its rights as declarant under the Original Covenants to Sidney J. Gunst, Jr. ("**Gunst**").

D. By Assignment of Development and Declarant's Rights dated as of January 4, 2009, and recorded in the Clerk's Office on February 12, 2009, in Deed Book 4603, page 2348, Gunst assigned his rights as declarant under the Original Covenants to the Association (the "**Gunst Assignment**").

E. In the Gunst Assignment, certain declarant's rights assigned by Gunst were described in Section 5 of the Gunst Assignment as the "**Delegated Rights**". The Delegated Rights included, among other things, the right to grant exceptions to any provisions contained in

the Original Covenants, as set forth in Section 9.08 of the Original Covenants, together with other specific approval rights by the declarant. The Gunst Assignment further provides that the Delegated Rights will be exercised by the Innsbrook Architectural Review Committee ("ARC"), to the extent and on the conditions set forth in the Gunst Assignment.

F. The Association amended and restated the Original Covenants in their entirety by Amended and Restated Innsbrook Protective Covenants dated May 12, 2011, recorded in the Clerk's Office on May 13, 2011, in Deed Book 4875, page 2149. The Amended and Restated Innsbrook Protective Covenants were amended by a certain First Amendment to Amended and Restated Innsbrook Protective Covenants dated May 16, 2014, and recorded in the Clerk's Office in Deed Book 5259, page 2519 (the "**First Amendment**"). The Original Covenants, as amended and restated by the foregoing Amended and Restated Innsbrook Protective Covenants and by the First Amendment, are referred to herein as the "**Covenants**."

G. In order to continue to maintain the economic viability of the Park, and to continue to attract local and national businesses to the Park as Owners and tenants, the Association encourages new and innovative development of property within the Park under the Henrico County Urban Mixed Use zoning classification. Accordingly, the Association desires to provide for the cost of the additional facilities and services that such new development will place on the Operating Budget and the Annual Capital Reserve Fund of the Association in order that the Park may continue to be maintained in the future as a high-quality urban mixed-use community.

H. The ARC currently limits the amount of impervious surface area for each property based on the results of the Innsbrook Storm Water Management Plan (the "**Storm Water Plan**"), but that restriction will be lifted in order to fulfill the full potential of Innsbrook as an urban mixed-use community by the provision of funding under this Amendment to create future water quality projects that will insure all Owners the opportunity to fully develop or re-develop their Sites under a rezoning to urban mixed-use density.

I. Pursuant to Section 7.02 of the Covenants, the Covenants, or any provision thereof, may be terminated, extended, modified or amended, as to the whole of the property encumbered by the Covenants or any portion thereof, with the written consent of the Owners of at least fifty one percent (51%) of the property encumbered by the Covenants, based on the number of acres of land owned as compared to the total acres of land subject to the Covenants, both calculated to the nearest square foot.

J. At a regularly scheduled meeting of the ownership of the Association held at 4521 Highwoods Parkway, Glen Allen, Virginia 23060, on December 6, 2016 (the "**Ratification Date**"), this Amendment was approved by Owners listed on **Schedule A** attached hereto and made a part hereof, such Owners owning five hundred twenty-nine acres of land in the Park, constituting eighty-two percent (82%) of the property subject to the Covenants, which totals six hundred forty-three (643) acres, both calculated to the nearest square foot.

K. Capitalized terms used herein and not defined herein shall have the same meanings ascribed to such terms in the Covenants.

AMENDMENT

The Covenants are hereby amended to add the following provisions:

1. **Endowment Fund.** The Association shall create an endowment fund (the "**Endowment**") to be used for water quality improvement projects, infrastructure improvement projects, and such other projects as determined necessary by the Board of Directors (the "**Board**") in order for the Park to remain a high quality urban mixed-use community. The Endowment shall be separate from the annual capital reserve fund (the "**Annual Capital Reserve Fund**") that is funded by annual assessments as part of the annual operating budget (the "**Operating Budget**") of the Association. The Operating Budget and the Annual Capital Reserve Fund shall continue to be used for annual and/or short-term operating and capital improvement projects within the Park. The first priority for the Endowment shall be to provide funding for water quality improvement projects, infrastructure improvement projects, and such other projects as the Board believes necessary or desirable in order to maintain the water quality of the lake system in the Park (whether such projects are within the lake system, other Common Area or on any Site or Sites within the Park); however, the Board shall have the authority to utilize the Endowment to supplement the Capital Reserve Fund and/or the Operating Budget should the Board determine that (i) such supplementary support is necessary to accomplish the objectives of this Amendment, and (ii) such supplementary support will not be to the detriment of the water quality requirement herein.

2. **Funding Mechanism.** The Association hereby grants the Board the authority to (i) establish a schedule of one-time payments for all new developments or re-development of previously developed Sites within the Park that are rezoned to a higher density level subsequent to the Ratification Date (referred to herein as "**New Development**"), and (ii) establish the event or circumstances which shall determine when payments shall be made to the Endowment (the "**Payment Schedule**"). New Development shall exclude (a) any Sites developed with zoning approved by Henrico County prior to the Ratification Date, and (b) any Sites for which a rezoning request was filed with Henrico County prior to the Ratification Date. The Payment Schedule shall be equally applied to all New Development on a universal basis. The event or circumstances which shall determine when payments shall be made to the Endowment shall in no event be later than ten (10) days after either (a) the first draw on a construction loan obtained for such New Development, or (b) thirty (30) days after the commencement of New Development construction on a Site (excluding site work or building demolition) in the event there is no construction loan for such New Development. The Board may modify the Payment Schedule from time to time based on the reasonable expectation of future capital needs resulting from the extent, nature and timing of New Development within the Park. Disbursements from the Endowment by the Board shall be made as reasonably determined by the Board from time to time. The Payment Schedule for New Development may be established on a different basis for each type of property, however, the Payment Schedule shall be applied consistently within each property type in the Park. For example, apartment projects may be assessed on the basis of the number of apartment units, condominium projects on the basis of condominium units, hotels on the basis of room keys, and office and retail properties on the basis of square footage, provided that all New Development projects within any project type designated by the Board are assessed on the same basis as other New Development projects within that project type. Endowment

payments that are required of an Owner of a Site under New Development shall constitute assessments for purposes of Sections 8.07 and 8.08 of the Covenants, and are enforceable against any such Owner in the same manner as any general or special assessment would be enforceable against such Owner.

3. **Effective Date.** The requirement that any Owner undertaking New Development make a payment into the Endowment shall be effective as of the date this Amendment has been approved by the Owners of at least fifty-one percent (51%) of the property that is encumbered by the Covenants and this Amendment has been recorded in the Clerk's Office.


4. **Ratification.** The Covenants remain unchanged and in full force and effect, except as modified by this Amendment, and the Association ratifies and confirms the same.

[SIGNATURE PAGE TO FOLLOW]

BK 5581 PG 1331

WITNESS the following signature:


INNSBROOK OWNERS ASSOCIATION, INC.,
a Virginia corporation

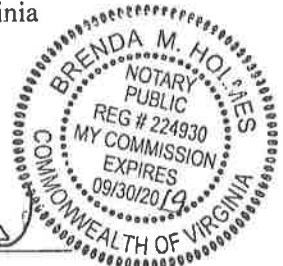
By: 
Paul W. Kreckman, President

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Richmond, to-wit:

The foregoing instrument was acknowledged before me this 31st day of January, 2017,
by Paul W. Kreckman, President of the Innsbrook Owners Association, Inc., a Virginia
corporation, on behalf of said corporation.

My commission expires: 9-30-19
Registration No. 224930


Notary Public



SCHEDULE A

INNSBROOK OWNERS ASSOCIATION, INC.

December 6, 2016

<u>Members Present by Proxy or In Person</u>	<u>Voting Totals</u>
--	----------------------

Dominion Power	63	
Capital One Services, Inc.	68	
Wells Fargo Bank Services, Inc.		65
Comonwealth Partners, Inc.	84	
Highwoods Realty Limited Partnership		170
Atack Lakepointe, LLC		10
4600 Cox Road II, LLC		9
FSPInnsbrook	26	
The Wilton Companies		7
Virginia Bankers Association	2	
Innslake Partnership	4	
Cedar Inns, LLC	3	
LP Martin & Company		2
Old Dominion Co-Op	4	
WAM Associates	4	
Allegiance, LLC	5	

643 Votes/acreage
 526 votes for amendment
 82% voted either by proxy or in person

GPIN Numbers

748-761-4306
748-761-1507
747-760-9391
747-761-8924
748-760-7489
747-761-9253
749-761-0226
748-761-5133
749-761-0971
749-763-1305
749-763-5749
749-763-9316
750-763-1842
750-763-2683
750-763-4872
750-763-4612
749-763-8998
750-763-7063
750-764-5700
750-764-4113
750-764-8232
750-764-1645
750-764-0695
750-764-4575
750-764-9584
750-765-5718
750-765-9452
750-765-4697
750-766-3162
752-767-4970
751-768-9518

INSTRUMENT # 201700003329
RECORDED IN THE CLERK'S OFFICE OF
HENRICO COUNTY ON
JANUARY 31, 2017 AT 12:10PM

HEIDI S. BARSHINGER, CLERK
RECORDED BY: WAP