

THIS DOCUMENT PREPARED BY:

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POST OFFICE BOX 500
RICHMOND, VIRGINIA 23218-0500

GPIN NOS.: 748-761-5133, 751-767-7532 and others

THIRD AMENDMENT TO AMENDED AND RESTATED INNSBROOK PROTECTIVE COVENANTS

THIS THIRD AMENDMENT TO AMENDED AND RESTATED INNSBROOK PROTECTIVE COVENANTS (this “**Amendment**”) is made as of the 14 day of May, 2024, 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-two (22) 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 Amended and Restated Innsbrook Protective Covenants were further amended by a certain Second Amendment to Amended and Restated Innsbrook Protective Covenants dated January 31, 2017, and recorded in the Clerk’s Office in Deed Book 5581, page 1328 (the “**Second Amendment**”). The Original Covenants, as amended and restated by the foregoing Amended and Restated Innsbrook Protective Covenants and by the First Amendment and Second Amendment, are referred to herein as the “**Covenants.**”

G. 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.

H. This Amendment was approved by written consent of the Owners listed on Schedule A attached hereto and made a part hereof, such Owners owning over three hundred forty-one (341) acres of land in the Park, constituting 52.6% of the property subject to the Covenants, which totals six hundred forty-three (648) acres. Copies of the written consents are attached hereto as Exhibit A.

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

AMENDMENT

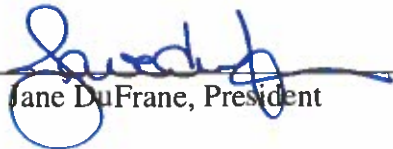
The Covenants are hereby amended to add the following provisions:

1. **Signage.** Notwithstanding anything to the contrary in Section 5.06(l) of the Covenants, signage that complies with Henrico County Urban Mixed Use zoning classification requirements shall be permitted on buildings of two or more stories that are 25,000 square feet in size or larger provided that such signage shall be of such type as approved by the Planning Commission of Henrico County, Virginia, shall satisfy all other applicable requirements in the Covenants, and shall be subject to approval by the ARC as further set forth in the Covenants.

2. **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.

WITNESS the following signature:

INNSBROOK OWNERS ASSOCIATION, INC.,
a Virginia corporation

By: 
Jane DuFrane, President

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

The foregoing instrument was acknowledged before me this 14th day of May, 2024, by Jane DuFrane, President of the Innsbrook Owners Association, Inc., a Virginia corporation, on behalf of said corporation.

My commission expires: 8/31/25
Registration No. 361545


Notary Public



SCHEDULE A

INNSBROOK OWNERS ASSOCIATION, INC.

<u>Members Present by Proxy or In Person</u>	<u>Voting Totals</u>
HIGHWOODS REALTY LP	103.09
VIRGINIA ELECTRIC & POWER	49.96
FSP INNSBROOK CORP	26.01
EASTERN GAS TRANSMISSION & STORAGE INC	22.83
NORTHLAND INNSBROOK LLC	21.97
HOP III Property Owner LLC ET AL	19.86
Sadler Road Land LLC	10.12
4501 HIGHWOODS PARKWAY LLC	8.80
4521 HIGHWOODS PARKWAY LLC	8.65
4600 COX ROAD II LLC	8.55
INNSBROOK APARTMENTS I LLC	7.98
FPLC RICHMOND SUB LLC	6.66
4551 COX ROAD II LLC	6.33
VA HOSPITAL & HEALTHCARE ASSOC	5.84
TOWNE BANK	5.30
REVA KAY INNSBROOK LLC	4.94
JKW HOLDINGS LLC	3.98
COX LLC	3.75
VA SOC OF PUB ACCOUNTANTS	3.25
COX HP LLC	3.08
INNSBROOK HOSPITALITY INC	2.91
RW CHESAPEAKE LLC	2.46
GRAY DOG/BLACK CAT LLC	2.45
ATAACK/HONDOS LLC	1.65
SADLER PLACE LLC	0.71

648 Votes/acreage

341.13 votes for amendment

52.6% voted either by proxy or in person

GPIN

750-764-5700
753-769-1014
752-769-9034
750-764-4113
750-763-4872
750-763-2683
750-763-7063
750-768-4929
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749-761-0226
746-761-6573
750-764-1645
750-764-0695
751-767-7532
750-768-8514
751-768-2072
752-768-1164
752-769-4240
751-769-4739
751-767-0759
753-769-2965
751-769-0332

EXHIBIT A
INNSBROOK OWNERS ASSOCIATION, INC. WRITTEN CONSENTS

14982286.1 012266.01642