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Filed 2/08/2011; Oklahoma County

**SECOND SUPPLEMENTAL DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR REGENCY POINTE,
A RESIDENTIAL COMMUNITY TO THE CITY OF OKLAHOMA CITY,
OKLAHOMA COUNTY, OKLAHOMA**

**THE SAME BEING AN ADDITION TO THE CITY OF OKLAHOMA CITY,
OKLAHOMA COUNTY, STATE OF OKLAHOMA, BEING A PART OF THE NORTHEAST
QUARTER OF SECTION ONE (1), TOWNSHIP THIRTEEN (13) NORTH, RANGE FOUR (4)
WEST OF THE INDIAN MERIDIAN, ACCORDING TO THE RECORDED PLAT(S) THERETO.**

THIS SECOND SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS (the "Second Supplemental Declaration") is made this 7th day of February, 2011, by 164th Partners LLC, an Oklahoma limited liability company (the "Declarant").

Section 1 - Purpose of Supplemental Declaration.

The Declarant is the Declarant of Regency Pointe and is the sole owner of the real property contained within and made a part of Regency Pointe Section 3, which is a platted addition recorded at Plat Book 68, Page 83 with the Oklahoma County Clerk and more particularly described at Exhibit "A" attached hereto. The Declarant intends by the recording of this Second Supplemental Declaration to subject, add and annex Regency Pointe Section 3 to the Declaration of Covenants, Conditions and Restrictions for Regency Pointe Sec. 1, Oklahoma City, Oklahoma County, Oklahoma filed in Book 9440 at Page 1570 on August 26, 2004 with the Oklahoma County Clerk for Regency Pointe Sec. 1, Oklahoma City, Oklahoma County, Oklahoma, as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Regency Pointe Section 1 to the City of Oklahoma City, Oklahoma County, Oklahoma filed in Book 9521 at Page 851 on November 9, 2004 with the Oklahoma County Clerk, as amended by that certain First Supplemental Declaration of Covenants Conditions, and Restrictions for Regency Pointe, a Residential community to the City of Oklahoma City, Oklahoma County, Oklahoma, filed in Book 10430 at Page 1564 on March 28, 2007 with the Oklahoma County Clerk (the Declaration and Supplemental Declarations are hereby referred to jointly as the "Declarations"), including any additional amendments and supplements thereto. Terms bearing initial capital; letters, unless defined herein, shall have the meaning ascribed to

them in the Declaration. The Declarant executes and adopts this Second Supplemental Declaration pursuant to authority granted and reserved within the Declarations.

Section 2 - Supplemental Declarations.

Addition, Annexation, and Subjection of Regency Pointe Section 3. Pursuant to the authority and right reserved and granted within the Declarations at Article VIII and elsewhere, the Declarant hereby subjects the real property within Regency Pointe Section 3 to the Declarations and any amendments and supplemental declarations thereto. The Declarant adopts the Declarations and any amendments and supplemental declarations thereto in their totality and subjects and impresses each of them against all real property contained within Regency Pointe Section 3 with the intent that each covenant shall touch, concern, and run with the real property contained in Regency Pointe Section 3 from the date of recording this Second Supplemental Declaration, including that all Owners of Lots shall be members of the Association.

Section 3 - Modification of Declarations.

3.1 With respect to the Regency Pointe Section 3 and subsequent sections of Regency Pointe, Section 2.3 (A)(i) of the Declarations is hereby modified to read as follows:

"(i) one Residential Dwelling, together with a garage accommodating a minimum of three (3) vehicles;"

3.2 The address for Architectural Review Committee, as set forth in Section 3.3 of the Declarations, is hereby replaced with the following address: 3000 S. Berry Road, Suite 120, Norman, Oklahoma 73072.

Section 4 - Additional Declarations.

All other terms and provisions, including but not limited to covenants, conditions, restrictions, definitions, and exhibits found within the Declarations and any amendments and supplemental declarations thereto are hereby incorporated by reference as if each were fully set out within this Second Supplemental Declaration. All such terms and provisions, unless expressly and specifically modified by this Second Supplemental Declaration, shall remain in effect as first recorded in the Declarations as amended, Declarant hereby reaffirming the same.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Second Supplemental Declaration effective the date and year first written above.

164th Partners, LLC

By: Jade Noles, Manager