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FOR REGISTRATION REGISTER OF DEEDS
REBECCA P. SMITH
NEW HANOVER COUNTY, NC
2006 FEB 15 02:15:59 PM
BK:4979 PG:915-920 FEE:\$26.00

STATE OF NORTH CAROLINA

INSTRUMENT # 2006008683

COUNTY OF NEW HANOVER

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
PARKSIDE AT MAYFAIRE, SECTION TWO**

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PARKSIDE AT MAYFAIRE, SECTION TWO, (the "Amendment") is made the 10th day of February, 2006, by PARKSIDE AT MAYFAIRE HOMEOWNERS' ASSOCIATION, INC., a North Carolina non-profit corporation, (the "Association"), for the purposes hereinafter stated, and is joined in and consented to by Tri-Coast Properties, LLC, a North Carolina limited liability company (the "Declarant").

WITNESSETH:

THAT, WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Parkside at Mayfaire, Section Two, was recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, in Book 4872 at Page 2330 on July 5, 2005, (the "Declaration") by the Declarant; and

WHEREAS, the Association was created pursuant to the Declaration for the purpose of carrying out the duties and responsibilities of the Association as set out in the Declaration; and

WHEREAS, Article X of the Declaration entitled "General Provisions" establishes in Section 6 the procedure for amendment of the Declaration by the Membership; and

WHEREAS, pursuant to Article X Section 6 of the Declaration a meeting of the membership of the Association was held at 6:30 o'clock p.m., on February 2, 2006, at which meeting not less than 2/3rds of the Lot Owners voted to amend the Declaration to add the following additional section to Article X and to authorize the undersigned officer of the Association to execute this Amendment and to record it in the Office of the Register of Deeds of New Hanover County.

NOW, THEREFORE, the Association by and through its duly authorized officer hereby amends the Declaration of Covenants, Conditions and Restrictions for Parkside at Mayfaire, Section Two, recorded in Book 4872 at Page 2330 of the New Hanover County Registry on July 5, 2005, as follows:

1. An additional section is hereby added to Article X as follows:

Section 9. Developed Heated Square Footage. All Property and Additional Property in the Development shall be encumbered by the restriction that the aggregate heated square footage of all of the homes and other buildings within the boundaries of the real property described in that certain deed to Tri-Coast Properties, LLC, recorded in Book 4054 at Page 599 of the New Hanover County Registry shall not exceed 350,600 square feet.

2. Except as amended hereby, all of the terms, conditions and provisions of the Declaration remain their full force and affect and are hereby ratified.

RETURN TO: ALLEN, MACDONALD & DAVIS

IN WITNESS WHEREOF, the Association and Declarant have caused this Amendment to the Declaration to be executed by their duly authorized officers as on the day and year first above written.

Parkside at Mayfaire Homeowners' Association, Inc.,

BY: [Signature]
President

Tri-Coast Properties, LLC, a North Carolina limited liability company

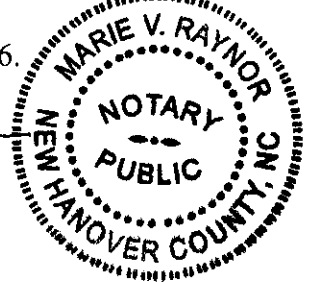
BY: [Signature]
Manager

STATE OF NORTH CAROLINA
COUNTY OF New Hanover

I, Marie V. Raynor, a Notary Public in and for said County and State, do hereby certify that James E. Wallace Jr. personally came before me this day and acknowledged that he is a manager of Tri-Coast Properties, LLC, a limited liability company which is a the limited liability company described in and which executed the foregoing instrument; that he executed said instrument in the limited liability company name by subscribing his name thereto.

WITNESS my hand and notarial seal, this the 10th day of February, 2006.

Marie V. Raynor
Notary Public



My commission expires: 6-13-2010

Pursuant to Section 10.4 of the Master Declaration, Master Declarant hereby consents to the foregoing First Amendment to Declaration of Covenants, Conditions and Restrictions For Parkside at Mayfaire Section Two; provided, however, such consent shall not create any duty, liability or obligation to, for or on the part of Master Declarant or the Master Association except as otherwise provided in the Master Declaration, and consent to the terms hereof shall not be deemed to constitute a waiver of the right to withhold approval as to any subsequent amendments hereto.

MAYFAIRE I, LLC (SEAL)

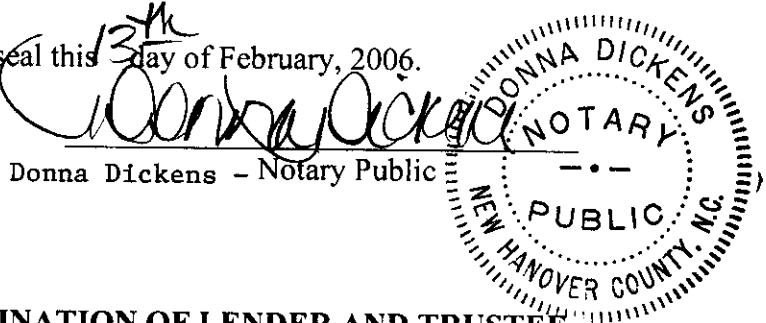
By: Mayfaire Management Company, LLC, Its Manager (SEAL)

By: [Signature] (SEAL)
Name: Jeffrey L. Zimmer
Title: Manager

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Donna Dickens, a Notary Public of New Hanover Carolina, do hereby certify that Jeffrey L. Zimmer personally appeared before me this day and acknowledged that he is a Manager of Mayfaire Management Company, LLC, a North Carolina limited liability company ("Mayfaire Management"), itself a Manager of Mayfaire I, LLC, a North Carolina limited liability company ("Mayfaire I"), and that he, as such Manager, being authorized to do so, executed the foregoing on behalf of Mayfaire Management, itself acting in its capacity as a Manager of Mayfaire I.

Witness my hand and official stamp or seal this 13th day of February, 2006.



My Commission Expires: 06/24/2008

CONSENT, JOINDER AND SUBORDINATION OF LENDER AND TRUSTEE

REGIONS BANK, an Alabama banking corporation, ("Lender") owner and holder of a note secured by that certain deed of trust (the "deed of trust") recorded in Book 4054 at Page 614 of the New Hanover County Registry and JOHN S. WHITLEY, Trustee, under said deed of trust hereby agree that they have consented to the terms and provisions of the attached First Amendment To Declaration Of Covenants, Conditions And Restrictions For Parkside At Mayfaire, Section Two, (the "Amendment") and that the lien of the deed of trust is hereby subordinated to the lien of the Declaration.

IN WITNESS WHEREOF, the undersigned have duly executed these presents as of the day of February, 2006.

LENDER:

REGIONS BANK, an Alabama banking corporation

By: J M [Signature]
Vice President

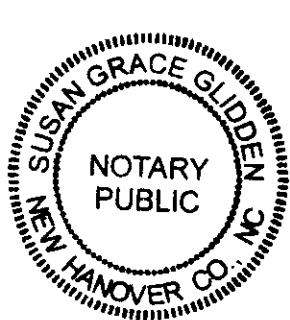
TRUSTEE:

By: J S Whitley [Signature]
JOHN S. WHITLEY

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Susan Grace Glidden, a Notary Public, certify that J. Allen Clayton personally appeared before me, and acknowledged that he/she is Senior Vice President of REGIONS BANK, an Alabama banking corporation, and that he/she as SVP, being authorized to do so, executed the foregoing on behalf of the corporation.

WITNESS my hand and notarial seal, this the 10 day of February, 2006.



Susan Grace Glidden [Signature]
Notary Public

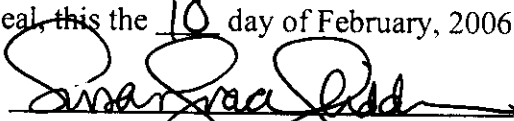
EV 9-5-10

My Commission Expires:

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

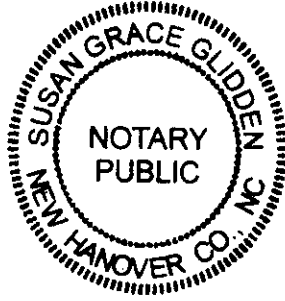
I, Susan Grace Glidden, a Notary Public, certify that JOHN S. WHITLEY, Trustee, personally appeared before me, and that he as Trustee being authorized to do so, executed the foregoing.

WITNESS my hand and notarial seal, this the 10 day of February, 2006.


Notary Public

My Commission Expires:

9-5-10



Mayfaire Community Association, Inc. (the "Master Association") hereby consents to the foregoing First Amendment to Declaration of Covenants, Conditions and Restrictions for Parkside at Mayfaire, Section Two; provided, however, such consent shall not create any duty, liability or obligation to, for or on the part of the Master Association, and consent to the terms hereof shall not be deemed to constitute a waiver of the right to withhold approval as to any subsequent amendments.

MAYFAIRE COMMUNITY ASSOCIATION,
INC., a North Carolina non-profit corporation

By: Robert Beller
Name: Robert Beller
Title: Secretary

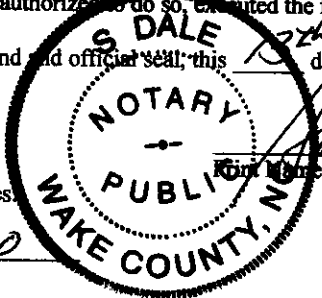
STATE OF NORTH CAROLINA

COUNTY OF WAKE

I, S. Dale, a Notary Public, certify that ROBERT G. BELLER personally came before me this day and acknowledged that he is SECY of MAYFAIRE COMMUNITY ASSOCIATION, INC., a North Carolina non-profit corporation, and that he as SECY being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal, this 12th day of FEB, 2006.

My commission expires 11-07-2010 S. DALE, Notary Public





REBECCA P. SMITH
REGISTER OF DEEDS, NEW HANOVER
216 NORTH SECOND STREET

WILMINGTON, NC 28401

Filed For Registration: 02/15/2006 02:15:59 PM
Book: RE 4979 Page: 915-920
Document No.: 2006008683
AMEND 6 PGS \$26.00
Recorder: PHELPS, MICAH

State of North Carolina, County of New Hanover

**YELLOW PROBATE SHEET IS A VITAL PART OF YOUR RECORDED DOCUMENT.
PLEASE RETAIN WITH ORIGINAL DOCUMENT AND SUBMIT FOR RE-RECORDING.**

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