

Prepared by: John A. McLendon, Jr., Attorney
Schell Bray Aycock Abel & Livingston P.L.L.C.

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #68510 Book 1438Page 1329
03/01/2001 11:44:22am Rec# 66412

NORTH CAROLINA - BRUNSWICK COUNTY

**Amendment to Master Declaration of
Covenants, Conditions, Restrictions and Easements
for SeaScape at Holden Plantation
Annexing Marina Village Homesites**

THIS AMENDMENT TO MASTER DECLARATION is made as of February 28,
2001, by **SeaScape at Holden Plantation, Inc.**, a North Carolina corporation ("Declarant").

WITNESSETH:

WHEREAS, Declarant is the owner of certain property located in Brunswick County,
North Carolina, and more particularly described as follows:

Being all of the property shown on those plats of survey for the **Marina Village
of SeaScape at Holden Plantation**, recorded in **Map Cabinet** 24,
Pages 37, 38 and 39, Brunswick County Registry (said
property is hereinafter referred to as the "Property").

WHEREAS, Declarant is the Declarant under that Master Declaration of Covenants,
Conditions, Restrictions and Easements recorded in Book 1347, Page 274, Brunswick County
Registry, as amended (the "Master Declaration");

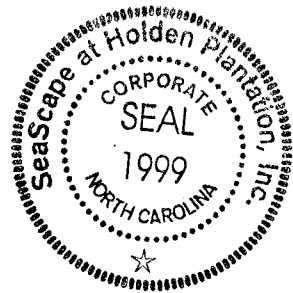
WHEREAS, Article VIII, Section 1 of the Master Declaration provides that the
Declarant may annex additional land into the Development on or before December 31, 2020,
without consent of other owners within the Development, by the recordation of an amendment
thereto; and

WHEREAS, Declarant wishes to annex the Property into the Development by
recordation of this Amendment.

NOW, THEREFORE, Declarant hereby declares that the Property is annexed into the
Development and shall be held, sold and conveyed subject to the covenants, conditions,
restrictions and easements contained in the Master Declaration.

NET Doug Bayley
TOTAL 12 - REV _____ TC# 38
REC# _____ CK AMT 38 - CK# 9581
CASH _____ REF _____ BY JS

IN WITNESS WHEREOF, Declarant has caused this instrument to be duly executed as of the day and year first above written.



SeaScape at Holden Plantation, Inc.

By: *Mark A. Saunders*
Mark A. Saunders, President

NORTH CAROLINA

BRUNSWICK COUNTY

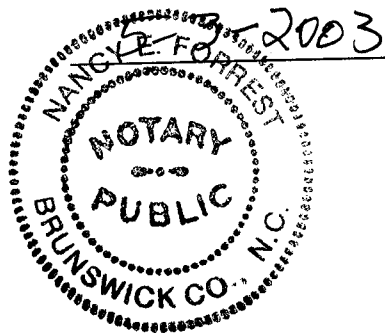
I, *Nancy E. Forrest*, a Notary Public of said County and State, certify that MARK A. SAUNDERS personally came before me this day and acknowledged that he is President of **SeaScape at Holden Plantation, Inc.**, a corporation, and that he, as President, being authorized to do so, executed the foregoing on behalf of the corporation.

WITNESS my hand and official seal, this the *28th* day of *February*, *2001*.

(Notary Seal)

Nancy E. Forrest
Notary Public

My Commission Expires:



Branch Banking and Trust Company, as holder of promissory notes secured by deeds of trust on the property described in this Amendment to Master Declaration, said deeds of trust being recorded in Book 1293, Page 373 and Book 1340, Page 179, Brunswick County Registry, and the undersigned substitute trustee under said deeds of trust, join in the execution hereof for the purpose of subordinating and subjecting said deeds of trust to this Amendment to Master Declaration.

BRANCH BANKING AND TRUST COMPANY

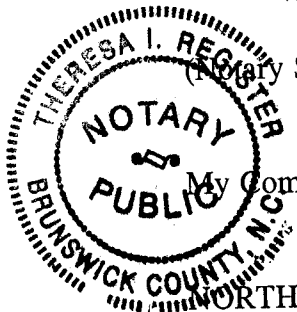
By: [Signature]
Assistant Vice President

[Signature]
Substitute Trustee

NORTH CAROLINA - BRUNSWICK COUNTY

I, Theresa I. Register, a Notary Public of said County and State, certify that Robert F. Cox, Jr. personally came before me this day and acknowledged that he/she is an ~~Assistant~~ Vice President of BRANCH BANKING AND TRUST COMPANY, a corporation, and that he/she as ~~Assistant~~ Vice President, being authorized to do so, executed the foregoing on behalf of the corporation.

WITNESS my hand and official seal, this 28th day of February, 2001.



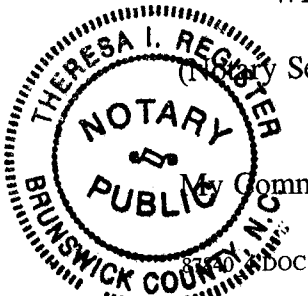
(Seal)

Theresa I. Register
Notary Public

NORTH CAROLINA - BRUNSWICK COUNTY

I, Theresa I. Register, a Notary Public of said County and State, certify that Robert F. Cox, Jr., Substitute Trustee, personally appeared before me this day and acknowledged the execution of the foregoing instrument.

WITNESS my hand and official seal, this 28th day of February, 2001.



(Seal)

Theresa I. Register
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of NANCY E FORREST, THERESA I REGISTER

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 1st Day of March, 2001
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds