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FIRST AMENDMENT TO RESTRICTIVE COVENANTS

FOR

RUFFIN'S RIVER LANDING SUBDIVISION

This first amendment to restrictive covenants for Ruffin's River Landing Subdivision is made and executed on 11th June, 2007, by The W. R. Brown, Sr. Family, LLC, a North Carolina Limited Liability Company ("The Declarant");

W I T N E S S E T H :

WHEREAS, the undersigned declared a Declaration of Covenants, Conditions, Restrictions and Easements for Ruffin's River Landing Subdivision dated 26 September 2006 as recorded in Deed Book 2478, Page 110 of the Brunswick County Registry pertaining to the property therein described ("The Declaration");

WHEREAS, Article X, Section Three to the Declaration allows Declarant to amend the Declaration ("so long as the amendment has no material adverse effect upon the substantive rights of any other owner. No amendment required by any governmental authority, or to correct obvious typographical or drafting errors or inconsistencies, shall be deemed material");

WHEREAS, it is reasonable and necessary to amend the Declaration to correct the stormwater project number and to add a provision thereto concerning stormwater management as required by governmental authority;

WHEREAS, it is also desirable to amend the Declaration to clarify certain requirements pertaining to Conservation/Wetland areas as required by governmental authorities;

PREPARED BY: BAXLEYSMITHWICK PLLC, ATTORNEYS

P. O. Box 36, Shallotte, NC 28459



NOW, THEREFORE in consideration of the premises, the Declarant does hereby adopt the following amendments to the Declaration:

1. Article I ("Definitions and General Provisions") Section 1 (q) is hereby amended to correct the development name.

(q) "Declaration" shall mean this Declaration of Covenants, Conditions, Restrictions and Easements for Ruffin's River Landing, and all amendments hereto and supplemental declarations made in accordance with the provisions hereof and recorded in the Brunswick County Registry.

2. Article I ("Definitions and General Provisions, Section 5. Permit Requirements") is hereby amended to correct the Stormwater Management Permit number as follows:

Section 5. Permit Requirements. The Development and the use thereof are subject to all applicable permits and approvals, including without limitations Stormwater Management Permit No. SW8 060325, as renewed or modified from time to time, and all applicable laws, ordinances, rules, regulations and other governmental requirements.

3. Article I ("Definitions and General Provisions") is hereby amended to add a new Section 6, Entitled "Conservation/Wetland Areas.

Section 6. Conservation/Wetland Areas: The areas shown on the recorded plat of the Development as more fully described in the subdivision plat of Ruffin's River Landing dated 24 June 2005, prepared by Martin R. Stoughton, PLS, duly recorded in Map Cabinet 36, Pages 15-19 of the Brunswick County Registry as Conservation/Wetland areas shall be maintained in perpetuity in their natural or mitigated condition. No person or entity shall perform any of the following activities on such conservation/wetland areas:

- a. fill, grade, excavate or perform any other land disturbing activities,
- b. cut, mow, burn, remove or harm any vegetation,
- c. construct or place any roads, trails, walkways, buildings, mobile homes, signs, utility poles or towers, or any other permanent or temporary structures,
- d. drain or otherwise disrupt or alter the hydrology or drainage ways of the conservation area,
- e. dump or store soil, trash, or other waste,
- f. graze or water animals, or use for any agriculture or horticultural purpose,



This covenant is intended to ensure continued compliance with the mitigation condition of a Clean Water Act authorization issued by the United States of America, U. S. Army Corps of Engineers, Wilmington District, Action ID, and therefore may be enforced by the United States of America. This covenant is to run with the land, and shall be binding on the Owner, and all parties claiming under it.

4. Article IX ("Stormwater Regulations") is hereby amended to correct the stormwater management permit number in the preamble of said article as follows:

The following covenants are intended to ensure ongoing compliance with State Stormwater Management Permit Number SW8 060325 as issued by the Division of Water Quality under NCAC 2H.1000.

5. Article IX("Stormwater Regulations") is hereby further amended to add the following Section 10 thereto:

Section 10. Each designated curb outlet swale or 100' vegetated area shown on the approved plan must be maintained at a minimum of 100' long, maintain 5:1 (H:V) side slopes or flatter, have a longitudinal slope no steeper than 5%, carry the flow from a 10 year storm in a non-erosive manner, maintain a dense vegetated cover, and be located in either a dedicated common area or a recorded drainage easement.

As hereby amended by this first amendment, the Declaration of Covenants, Conditions, Restrictions and Easements for Ruffin's River Landing Subdivision is hereby fully ratified and confirmed.

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

THE W. R. BROWN, SR., FAMILY, LLC

By:
William R. Brown, Jr.
Member/Manager

By:
Gerald L. Brown
Member/Manager

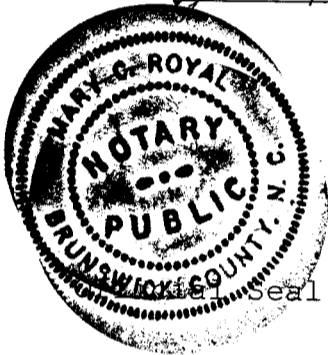


STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

I certify that the following persons personally appeared before me this day and acknowledged to me that they voluntarily signed the foregoing document for the purposes stated therein and in the capacity indicated: **WILLIAM R. BROWN, JR. and GERALD L. BROWN, as Member/Managers of THE W. R. BROWN, SR. FAMILY, LLC,** a North Carolina Limited Liability Company, as and for the act of the Company.

Date: June 11, 2007



Mary C Royal
(Notary's Signature)

Notary's Printed or Typed Name:
MARY C ROYAL

My Commission Expires: June 17, 2007