

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Brunswick County Register of Deeds
Robert J. Robinson
Inst #53622 Book 1399 Page 260
08/28/2000 10:11:16am Rec# 51914

Remove
Certain
Tracts

**AMENDMENT OF DECLARATION OF RESTRICTIVE COVENANTS
FOR OYSTER HARBOUR SUBDIVISION**

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision in Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereto;

WITNESSETH:

THAT WHEREAS, the Declarant of Oyster Harbour Subdivision (herein "DECLARANT") filed a Declarations of Restrictive Covenants of Oyster Harbour Subdivision in Book 1357 at Page 1087 and 1097 (herein "RESTRICTIONS") of the Brunswick County Registry; and

WHEREAS, said RESTRICTIONS provided that the DECLARANT reserves the right to amend the RESTRICTIONS from time to time without joinder of any other person; and

WHEREAS, the DECLARANT deems it expedient to amend said RESTRICTIONS by withdrawing certain of the property subject to said RESTRICTIONS from the restrictive covenants contained therein;

NOW, THEREFORE, the undersigned DECLARANT does hereby amend said RESTRICTIONS by withdrawing the following described property from the restrictive covenants set forth in the RESTRICTIONS recorded in Book 1357 at Page 1087 and 1097 of the

Brunswick County Registry:

BEGINNING at an existing iron pipe located in the eastern right of way of Martin Lane, SW said iron pipe being located as follows: From the northeast corner of Lot 50 of Brunswick Villas Subdivision as shown on a map entitled map of Brunswick Villas and recorded in Map Book 1 at Page 15A of the Brunswick County Registry, runs

PREPARED BY: FRINK, FOY & YOUNT, P.A.

RET Melanie-ACF
TOTAL 10 REV 38 TC# 38
REC# 24 CK AMT 534 CK# 534
CASH REF BY AS

thence north 56 degrees 44 minutes 46 seconds east 603.38 feet to an existing iron pipe, THE PLACE AND POINT OF BEGINNING, from said place and point of Beginning thus located runs thence north 25 degrees 48 minutes 50 seconds east 108.16 feet to an iron pipe; runs thence north 82 degrees 38 minutes 02 seconds east 159.08 feet to an iron pipe; runs thence south 00 degrees 34 minutes 58 seconds west 74.89 feet to an iron pipe; runs thence south 76 degrees 58 minutes 36 seconds west 99.95 feet to an iron pipe; runs thence south 77 degrees 73 minutes 33 seconds west 96.99 feet to the place and point of Beginning according to a map of survey by Hobbs Surveying Company, Inc.

IN WITNESS WHEREOF, the undersigned DECLARANT has hereunto set its hand and seal this the 17th day of August, 2000.

OYSTER HARBOUR, LLC

BY: [Signature] (SEAL)
MANAGER

STATE OF NORTH CAROLINA

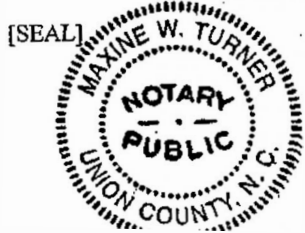
COUNTY OF ~~BRUNSWICK~~ Union

I, a notary public of the county and state aforesaid, certify that WILLIAM G. ALLEN personally came before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official stamp or seal, this 17th day of August, 2000.

[Signature]
NOTARY PUBLIC

My Commission Expires: 6-20-2003



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Forgoing (or annexed) Certificate(s) of MAXINE W TURNER

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 28th Day of August, 2000
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds

Amendment
To 1402

SUPPLEMENT AND AMENDMENT TO
DECLARATION OF RESTRICTIVE COVENANTS

OF Brunswick County Register of Deeds
Robert J. Robinson
OYSTER HARBOUR Inst #95318 Book 1525 Page 86
11/28/2001 01:20:12pm Rec# 91305

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision of Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereunto:

WITNESSETH:

WHEREAS, the Declarant of Oyster Harbour Subdivision (hereinafter "DECLARANT") has previously filed a Declaration of Restrictive Covenants of Oyster Harbour Subdivision in Book 1357 at Page 1097 in the Office of the Register of Deeds of Brunswick County, North Carolina together with subsequent amendments thereto (the original filing and all subsequent amendments or supplemental filings hereinafter referred to as "RESTRICTIONS"); and

WHEREAS, said RESTRICTIONS provide that the DECLARANT reserves the right to amend the RESTRICTIONS from time to time without joinder of any other person; and

WHEREAS, the DECLARANT deems it necessary to amend said RESTRICTIONS in the following manner:

PROPERTY SUBJECT TO THESE RESTRICTIONS AND THE DECLARATION AND ADDITIONS THERETO

Pursuant to paragraph 2, subparagraph C of the Amendment to Declaration of Restrictive Covenants of Oyster Harbour as recorded in Book 1403 at Page 1, et seq in the Office of the Register of Deeds of Brunswick County, North Carolina, DECLARANT hereby makes additions to the existing property subject to the Declaration of Restrictive Covenants of Oyster Harbour Subdivision as recorded in Book 1357 at Page 1097 and the Declaration of Covenants, Conditions and Restrictions of Oyster Harbour Subdivision as recorded in Book 1357 at Page 1087 each in the Office of the Register of Deeds of Brunswick County, North Carolina, together with all supplements and amendments filed thereto. The real property which is to be held, transferred, sold and conveyed and occupied subject to these restrictions and the Declaration together with all supplements and amendments thereto is located in Brunswick County, North Carolina and shown on Maps recorded in Map Cabinet 23 at Pages 154 through 158 and 170 through 173 and Map Cabinet 24 at Pages 292 and 293.

GENERAL USE RESTRICTIONS

WHEREAS, DECLARANT has previously recorded general use restrictions as set forth in the Amendment to Declaration of Restrictive Covenants of Oyster Harbour recorded in Book 1403 at Page 1 et seq in the Office of the Register of Deeds of Brunswick County, North Carolina; and

WHEREAS, DECLARANT has determined that certain clarifications need to be made in regard to paragraph number 2 of said restrictions.

NOW THEREFORE, in order to make certain clarifications and due to the configuration of the lands involved, paragraph number 2 of General Use Restrictions as found on page 2 of the Amendment to Declaration of Restrictive Covenants of Oyster Harbour as recorded in Book 1403 at Page 1 et seq Brunswick County Registry is deleted in its entirety and the following substituted in its place:

RET Tom Heller
TOTAL 145 REV TC# 388
REC# CK AMT 24 CK# 2105
CASH REF BY 30

2. Each single-family dwelling shall have an enclosed, heated living area (exclusive of open porches, garages, and other unheated spaces) not less than Two Thousand Four Hundred (2,400) square feet if fronting on the waterfront and One Thousand Eight Hundred (1,800) square feet otherwise. "Waterfront" property shall consist of Lots 18 through 28, 50 through 54, 62 through 69, 117, 118, 119 and 93 and each of these lots shall be required to meet the 2,400 square feet requirement. All other lots shall be required to meet the 1,800 square feet requirement. The design, location, and construction of all improvements on each lot (regardless of when such improvements are made) and landscaping of each lot must be approved in advance by the Architectural Review Committee of Oyster Harbour of the Oyster Harbour Homeowners Association, Inc. (hereinafter referred to as the "COMMITTEE"), which COMMITTEE is established pursuant to the DECLARATION.

DEPARTMENT OF THE ARMY, CORPS OF ENGINEERS RESTRICTIONS

The Department of the Army, Corps of Engineers has issued a Permit, Action ID #200100451 for the development of this subdivision. As mitigation for wetland impacts authorized by that permit, the developer is required to prohibit the development within the conservation areas shown on that map recorded in Map Cabinet 25 at Page 107 in the Office of the Register of Deeds of Brunswick County, North Carolina. Accordingly, all conservation areas shown and delineated on the aforescribed plat shall be left in their natural state. No building or site improvements shall be permitted within the conservation areas; however, piers, walkways, and other structures erected on pilings are permitted, provided the pilings do not result in fill as defined by regulation or statute. No fill may be placed in any conservation area, nor may any excavation be performed in any conservation area. Provided however, the Corps of Engineers has agreed to allow drain lines to be installed across the conservation area located on lots 86 and 87. Notwithstanding any other provisions contained herein, this paragraph may not be amended, deleted, or revised without the written consent of the Department of the Army, Corps of Engineers.

UTILITY EASEMENTS LOCATED WITHIN THE SUBDIVISION

WHEREAS, the recorded plats of the subdivision state that "there is a fifteen (15) foot wide utility easement inside and along the front property lines of all lots. There is a seven and one half (7.5) foot wide utility easement along all side and rear property lines. There is a fifteen (15) foot utility and drainage easement along the inside of the subdivision boundaries"; and

WHEREAS, DECLARANT has further reserved a seven and one half (7.5) foot wide easement along the side and rear property lines of all lots and a fifteen (15) foot wide easement along the front property lines of all lots and a fifteen (15) foot wide easement along the rear lines of certain lots within the subdivision all as set forth in the Amendment to Declaration of Restrictive Covenants of Oyster Harbour referenced above (General Use Restrictions, paragraph number 16).

In order to clarify the use and location of the aforescribed easements and to allow each lot to be best utilized by its owner, DECLARANT states as follows:

1. All easements referenced on the recorded plats of Oyster Harbour Subdivision are reserved by the DECLARANT and are for the use and benefit of the DECLARANT, the lot owners and their heirs and assigns. Where deemed necessary or appropriate, and at the sole discretion of the DECLARANT, the DECLARANT may reduce the size of any of the easements described in the recorded subdivision plats. Provided however, any reduction shall not prevent the use of the easement for its described purpose nor shall it violate any state, county or federal regulation. Any modification to any easement described in the recorded plats of Oyster Harbour subdivision shall be made by properly recording the modification in the Office of the Register of Deeds of Brunswick County, North Carolina.

T. Heller
NET 17 TC# 35
TOTAL REV
REC# CK AMT 17 CK#
CASH DEF BY PH

X storm water
permit X

**AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS
FOR OYSTER HARBOUR**

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision of Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereunto:

WITNESSETH:

WHEREAS, the Declarant of Oyster Harbour Subdivision (hereinafter DECLARANT) has previously filed a Declaration of Restrictive Covenants of Oyster Harbour Subdivision recorded at Book 1357 at Page 1097 in the office of the Register of Deeds of Brunswick County, North Carolina, together with subsequent amendments thereto (the "Restrictions"); and

WHEREAS, said Restrictions provide that the DECLARANT reserves the right to amend the Restrictions from time to time without joinder or any other person;

NOW, THEREFORE, DECLARANT hereby amends the Restrictions by adding the following:

The Department of the Army Corps of Engineers has issued a permit, Action ID Numbers 200300407 & 200200360 for the development of the subdivision. As mitigation for wetland impacts authorized by that permit, the developer is required to prohibit the development within certain conservation areas as shown on the map recorded in Map Cabinet 25 at Page 284 & 285, Map Cabinet 26 at Page 79, Map Cabinet 26 at Page 82, Map Cabinet 28 at Pages 90-92, and Map Cabinet 28 at Page 75 in the office of the Register of Deeds of Brunswick County, North Carolina. Accordingly, all conservation areas shown and delineated on the aforescribed plats shall be left in their natural state and no building or site improvement shall be permitted within the conservation areas. Prohibited activities within the conservation area include, but are not limited to, construction or replacement of roads, walkways, buildings, signs or structures of any kind; filling, grading, excavating, leveling, or other activities that may alter the drainage patterns on the property; cutting, mowing, destroying, removing or damaging vegetation, disposal or storage of any debris, trash, garbage, or other waste material. Nor shall any action be

MINIMUM YARD REQUIREMENTS (DEPTH OF FRONT AND REAR YARDS,
WIDTH OF SIDE YARDS)

WHEREAS, the master plan of the Oyster Harbour Planned Unit Development as approved and filed with the Brunswick County Planning Department sets forth the setback requirement for the building line of each lot as:

Front: fifteen (15) feet
Rear: ten (10) feet
Side: five (5) feet; and

WHEREAS, DECLARANT deems it appropriate to clarify the setback requirements on corner lots located within the subdivision in compliance with the Brunswick County Zoning Ordinance.

IT IS HEREBY DECLARED THAT, on corner lots located within the subdivision the side building line adjacent to the street shall be a minimum of fifteen (15) feet from the street right-of-way.

THESE RESTRICTIONS RUN WITH THE LAND

The Declaration of Restrictive Covenants of Oyster Harbour and the Declaration of Covenants, Conditions and Restrictions of Oyster Harbour and Oyster Harbour Homeowners Association, Inc. together with all amendments and supplements thereto compose the general plan of development for the property herein described and run with the land and shall benefit and be binding on all parties and persons and their respective heirs, representatives, successors and assigns claiming title to any of the Property herein described for a period of thirty (30) years from the date these Restrictions are recorded, after which time said Restrictions shall be automatically extended for successive periods of ten (10) years, unless an instrument signed by a sixty-six percent (66%) majority of the then owners of the lots and the Declarant has been recorded agreeing to change said Restrictions in whole or in part. These Restrictions may be amended by the affirmative vote of the owners representing sixty-six percent (66%) of the lots and the Declarant at the time of the vote.

Except as herein amending, the Restrictive Covenants recorded in Book 1357 at Page 1097 together with supplements and amendments recorded thereafter each in the Office of the Register of Deeds of Brunswick County, North Carolina shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused this amended Declaration of Restriction Covenants of Oyster Harbour to be duly executed this 8th day of November 2001.

OYSTER HARBOUR, LLC

By: Will P. Bell
Manager

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

I, A Notary Public, in and for the county and state aforesaid do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC. A North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this 8th day of November, 2001.



Nancy J. Morrison
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate (s) of
STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of NANCY J MORRISON

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 28th Day of November, 2001
in the Book and Page shown on the First Page hereof.

Robert J. Robinson TEP
ROBERT J. ROBINSON, Register of Deeds

Amendment

SUPPLEMENT AND AMENDMENT TO
DECLARATION COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
OYSTER HARBOUR PLANNED COMMUNITY

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision of Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereunto:

WITNESSETH:

WHEREAS, the Declarant of Oyster Harbour Subdivision (hereinafter "DECLARANT") has previously filed a Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision in Book 1357 at Page 1097 in the Office of the Register of Deeds of Brunswick County, North Carolina together with subsequent amendmments thereto (the original filing and all subsequent amendments or supplemental filings hereinafter referred to as "RESTRICTIONS"); and

WHEREAS, said RESTRICTIONS provide that the DECLARANT reserves the right to amend the RESTRICTIONS from time to time without joinder of any other person; and

WHEREAS, the DECLARANT deems it necessary to amend said RESTRICTIONS in the following manner:

PROPERTY SUBJECT TO THESE RESTRICTIONS AND THE DECLARATION AND ADDITIONS THERETO

Pursuant to paragraph 2, subparagraph C of the Amendment to Declaration of Restrictive Covenants of Oyster Harbour as recorded in Book 1403 at Page 1, and Article III, Section 5 of the Declaration of Covenants, Conditions and Restriction, recorded in Book 1357 at Page 1087, each in the Office of the Register of Deeds of Brunswick County, North Carolina, DECLARANT hereby makes additions to the existing property subject to the Declaration of Restrictive Covenants of Oyster Harbour Subdivision as recorded in Book 1357 at Page 1097 and the Declaration of Covenants, Conditions and Restrictions of Oyster Harbour Subdivision as recorded in Book 1357 at Page 1087 each in the Office of the Register of Deeds of Brunswick County, North Carolina, together with all supplements and amendments filed thereto. The real property which is to be held, transferred, sold and conveyed and occupied subject to these restrictions and the Declaration together with all supplements and amendments thereto is located in Brunswick County, North Carolina and shown on Maps recorded in Map Cabinet 23 at Pages 154 through 158 and 170 through 173 and Map Cabinet 24 at pages 292 and 293.

Except as herein amended, the Covenants, Conditions, and Restrictions recorded in Book 1357 at Page 1087 together with supplements and amendmments recorded thereafter each in the Office of the Register of Deeds of Brunswick County, North Carolina shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused this amended Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour to be duly executed this 8th day of November 2001.

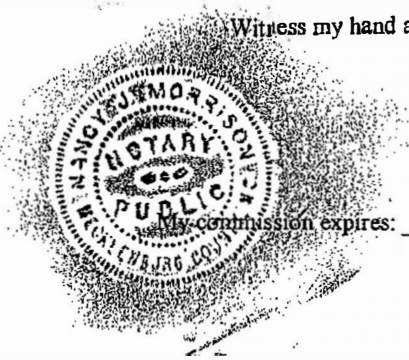
RET Tom Heller
TOTAL 10 REV. _____ TC# 38
REC# _____ CK AMT 24 CK# 2105
CASH _____ REF _____ BY ED

OYSTER HARBOUR, LLC
By: [Signature]
Manager

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

I, A Notary Public, in and for the county and state aforesaid do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC. A North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this 5th day of November, 2001.



Nancy J Morrison
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate (s) of
STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of NANCY J MORRISON

Notary(ies) Public is (are) Certified to be Correct.

This Instrument was filed for Registration on this 28th Day of November, 2001
in the Book and Page shown on the First Page hereof.

Robert J. Robinson
ROBERT J. ROBINSON, Register of Deeds

**AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS
FOR OYSTER HARBOUR**

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision of Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereunto:

WITNESSETH

WHEREAS, the Declarant of Oyster Harbour Subdivision (hereinafter DECLARANT) has previously filed a Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision recorded at Book 1357 at Page 1087 and a Declaration of Restrictive Covenants of Oyster Harbour Subdivision recorded at Book 1357 at Page 1097. Said documents having been amended and supplemented at Book 1363 at Page 1291, Book 1363 at Page 1293, Book 1399 at Page 260, Book 1402 at Page 1427, Book 1403 at Page 1, Book 1525 at Page 86 and Book 1525 at Page 90, each in the Office of the Register of Deeds of Brunswick County, North Carolina. (The original filing and all subsequent amendments and supplements filed thereafter are referred to as "Restrictions"); and

WHEREAS, said restrictions provide that the DECLARANT reserves the right to amend the restrictions from time to time without joinder of any other person; and

WHEREAS, the DECLARANT deems it necessary to amend said restrictions in the following manner: This amendment shall apply exclusively to Phase III of Oyster Harbour subdivision as recorded in Map Cabinet 24 at Pages 292-293 and any subsequent filings of Phase III recorded thereafter.

- 1 Each lot within the subdivision will maintain a thirty-foot wide vegetative buffer between all impervious areas and surface waters of the state.
- 2 All roof drains will terminate at least thirty feet from the mean high water mark of surface waters of the state.

EXCEPT as herein amended, the restrictive covenants referenced above shall remain in full force and effect.

RET Jon Heeler
TOTAL 17 REV. _____ TO# 38
REC# _____ CK AMT _____ CK# _____
CASH 00 DEF _____ PV 35

IN WITNESS WHEREOF, the DECLARANT has caused this amended Declaration of Restrictive Covenants to be duly executed this the 14th day of February, 2002.

OYSTER HARBOUR, LLC

By: William G. Allen
Manager

STATE OF NORTH CAROLINA
COUNTY OF Mecklenburg

I, a Notary Public, in and for the county and state aforesaid do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this 14th day of February, 2002.



Nancy J. Morrison
Notary Public

My commission expires: 9/24/05

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

NANCY J MORRISON

The Foregoing (or annexed) Certificate(s) of _____

Notary(ies) Public is (are) Certified to be Correct. This Instrument was filed for Registration on this 15th Day of February 2002 in the Book and page shown on the First Page hereof.

Robert J. Robinson
ROBERT J. ROBINSON, Register of Deeds

1st T. Heller
Language for
Phase V

11/11/13

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #170607 Book 1799 Page 1373
08/06/2003 12:40:47pm Rec# 156292

T. Heller
17 38
17-03 3430
JR

**AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS
FOR OYSTER HARBOUR**

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision of Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereunto:

WITNESSETH

WHEREAS, the Declarant of Oyster Harbour Subdivision (hereinafter DECLARANT) has previously filed a Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision recorded at Book 1357 at Page 1087 and a Declaration of Restrictive Covenants of Oyster Harbour Subdivision recorded at Book 1357 at Page 1097. Said documents having been amended and supplemented at Book 1363 at Page 1291, Book 1363 at Page 1293, Book 1399 at Page 260, Book 1402 at Page 1427, and by subsequent amendments, each in the Office of the Register of Deeds of Brunswick County, North Carolina. (The original filing and all subsequent amendments and supplements filed thereafter are referred to as "Restrictions"); and

WHEREAS, said restrictions provide that the DECLARANT reserves the right to amend the restrictions from time to time without joinder of any other person; and

WHEREAS, the DECLARANT deems it necessary to amend said restrictions in the following manner. This amendment shall apply exclusively to Phase V of Oyster Harbour subdivision as recorded in Map Cabinet 28 at Pages 29-31, in the Office of the Register of Deeds of Brunswick County, North Carolina and any subsequent filings of Phase V recorded thereafter.

- 1. Improvement and modification of each lot within Phase V of Oyster Harbour Subdivision shall be limited such that the total of impervious surface on said lot does not exceed five thousand (5,000) square feet.

EXCEPT as herein amended, the restrictive covenants referenced above shall remain in full force and effect.

IN WITNESS WHEREOF, the DECLARANT has caused this amended Declaration of Restrictive Covenants to be duly executed this the 4th day of August 2003.

OYSTER HARBOUR, LLC

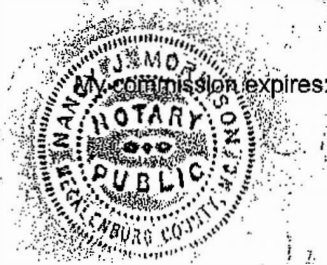
By: Will Pelt
Manager

STATE OF NORTH CAROLINA
COUNTY OF Mecklenburg

I, a Notary Public, in and for the county and state aforesaid do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this 4th day of August 2003.

Nancy Morrison
Notary Public



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of NANCY J. MORRISON

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 6th Day of August, 2003
in the Book and page shown on the First Page hereof.

Robert J. Robinson LG
ROBERT J. ROBINSON, Register of Deeds

taken by the permittee that will adversely impact the wetlands and other waters on the conservation property, except as specifically authorized by the aforescribed permit.

The conservation property shall not be conveyed to any third party without ten days' prior written notification to the Department of the Army Corps of Engineers, Wilmington District, Regulatory Section in writing, which writing shall reference the permit action ID number.

Any sale, lease or other conveyance of the conservation property shall include restriction on use of the property described hereinabove. Such restrictions shall include language providing for third party enforcement rights in favor of the Department of the Army Corps of Engineers.

These provisions shall not be modified or amended without the express permission of the Department of the Army Corps of Engineers.

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 200300407 & 200200360 and therefore may be enforced by the United States of America.

Except as herein amended, the Restrictive Covenants recorded in Book 1357 at Page 1097, together with all supplements and amendments recorded thereafter, each in the office of the Register of Deeds of Brunswick County, North Carolina, shall remain in full force and effect.

IN WITNESS WHEREOF, the DECLARANT has caused this Amendment to Declaration of Restrictive Covenants for Oyster Harbour to be duly executed this the 12th day of MARCH 2004.

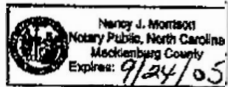
OYSTER HARBOUR, LLC

By: William G. Allen
Manager

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I, a Notary Public, in and for the county and state aforesaid, do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this 12th day of March, 2004.



Nancy J. Morrison
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

NANCY J MORRISON

The Foregoing (or annexed) Certificate(s) of _____

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 18th Day of March 2004
in the Book and page shown on the First Page hereof.

Robert J. Robinson LG
ROBERT J. ROBINSON, Register of Deeds

*Prohibits
Rise Bluff from
buying one lot and
All having Access to
everything*

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #220501 Book 1980 Page 94
07/16/2004 12:54:42pm Rec# 97594

RET G. T. Hall
TOTAL 7 REV TC# 38
REC# CK AMT 158 CK# 4253
CASH REF 11 BY 09

**AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS
FOR OYSTER HARBOUR**

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision of Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereto:

WITNESSETH

WHEREAS, the Declarant of Oyster Harbour Subdivision (hereinafter DECLARANT) has previously filed a Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision recorded at Book 1357 at Page 1087 and Page 1097, together with Amendments thereto recorded at later dates; and

WHEREAS, said restrictions provide that the DECLARANT reserves the right to add additional property to be subject to the afore described restrictions nowtherefore, DECLARANT hereby states and declares that is and has been made a part of the Oyster Harbour Subdivision and is subject to all Covenants, Conditions, and Restrictions of said subdivision as recorded in the office of the Register of Deeds of Brunswick County, North Carolina.

WHEREAS it is the desire and intent of the declarant to safeguard the use and enjoyment of the amenities, common areas and roadways within the subdivision for the use of others of said subdivision.

NOWHEREFORE hereby amends and supplements the declaration by adding the following:

The conveyance of percentage interest of lots within Oyster Harbour Subdivision for the purpose of attempting to create a right of use for owners of lots or other tracts of land outside of Oyster Harbour Subdivision is prohibited.

Any attempt to promote the sale of other subdivisions or tracts of land outside Oyster Harbour Subdivision by authorizing the use of Oyster Harbour Subdivision amenities, roadways, and common areas to third parties as guests or invitees is strictly prohibited.



Any violation of the above referenced prohibition shall result in the forfeiture of the use of amenities, common areas, & roadways within Oyster Harbour Subdivision. The Board of Directors of the Oyster Harbour Homeowners Association shall have the right to promulgate any rules and regulations deemed necessary to enforce these prohibitions.

IN WITNESS WHEREOF, the DECLARANT has caused this amendment of the Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision to be executed this the ____ day of November 2003.



OYSTER HARBOUR, LLC

By: William G. Allen
Manager

STATE OF NORTH CAROLINA
COUNTY OF Union

I, a Notary Public, in and for the county and state aforesaid do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this ____ day of November 2003.

Donna M. Prince
Notary Public

My commission expires: 10-01-2007

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of DONNA M PRINCE

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 16th Day of July 2004
in the Book and page shown on the First Page hereof.

Robert J. Robinson
ROBERT J. ROBINSON, Register of Deeds

*Phase I
reference
properties to bring
However does not bring
Phase I properly*

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #220502 Book 1980 Page 96
07/16/2004 12:55:04pm Rec# 197594

RET Robert J. Robinson
TOTAL 17 REV TC# 58
2 REC# CK AMT 158 CK# 4253
CASH REF 11 BY DR

**AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS
FOR OYSTER HARBOUR**

KNOW ALL MEN BY THESE PRESENTS, the undersigned Declarant of Oyster Harbour Subdivision of Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereto:

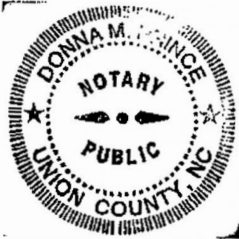
WITNESSETH

WHEREAS, the Declarant of Oyster Harbour Subdivision (hereinafter DECLARANT) has previously filed a Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision recorded at Book 1357 at Page 1087 and Page 1097, together with Amendments thereto recorded at later dates; and

WHEREAS, said restrictions provide that the DECLARANT reserves the right to add additional property to be subject to the afore described restrictions nowtherefore, DECLARANT hereby states and declares that is and has been made a part of the Oyster Harbour Subdivision and is subject to all Covenants, Conditions, and Restrictions of said subdivision as recorded in the office of the Register of Deeds of Brunswick County, North Carolina.

All of Phases I, II, III, IV, & V of Oyster Harbour Subdivision as recorded in Plats of Survey referencing the same in the office of the Register of Deeds of Brunswick County, North Carolina. All property is setforth on the above described plats of survey shall be held, transferred, and sold in conveyed and occupied subject to the Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision as recorded in the office of the Register of Deeds of Brunswick County, North Carolina

IN WITNESS WHEREOF, the DECLARANT has caused this amendment of the Declaration of Covenants, Conditions, and Restrictions of Oyster Harbour Subdivision to be executed this the _____ day of November 2003.



OYSTER HARBOUR, LLC

By: William G. Allen
Manager

STATE OF NORTH CAROLINA
COUNTY OF Union

I, a Notary Public, in and for the county and state aforesaid do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this _____ day of November 2003.

Donna M. Prince
Notary Public

My commission expires: 10-01-2007

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of DONNA M PRINCE

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 16th Day of July, 2004
in the Book and page shown on the First Page hereof.

Robert J. Robinson
ROBERT J. ROBINSON, Register of Deeds

Brunswick County Register of Deeds
Robert J. Robinson
Inst #235496 Book 2032 Page 1113
10/26/2004 04:37:20pm Rec# 209457

Amendments
1402 / 1

RET TenHeller
TOTAL 32 REV TC# 38
7 REC# CKAMT CK#
CASH REF BY RJ

**AMENDMENT OF DECLARATION
OF
RESTRICTIVE COVENANTS
OF
OYSTER HARBOUR SUBDIVISION**

KNOW ALL MEN BY THESE PRESENTS, the undersigned DECLARANT of Oyster Harbour Subdivision located in Lockwood Folly Township, Brunswick County, North Carolina, does hereby adopt and declare the following actions by setting its hand and seal hereto:

WITNESSETH:

WHEREAS, the DECLARANT of Oyster Harbour Planned Community, also known as Oyster Harbour Subdivision has previously filed a Declaration of Covenants, Conditions and Restrictions as set forth in Deed Book 1357 at Page 1087 and a Declaration of Restrictive Covenants of Oyster Harbour Subdivision as set forth in Deed Book 1357 at Page 1097 each in the office of the Register of Deeds of Brunswick County, North Carolina; and

WHEREAS, subsequent thereto a number of amendments to said declaration have been filed in the Brunswick County Registry, including, but not limited to, the "Amendment of Declaration, Covenants, Conditions, and Restrictions for Oyster Harbour Planned Community recorded in Deed Book 1402 at Page 1427, 1363 at Page 1291, 1363 at Page 1293, 1525 at Page 90, 1525 at Page 86 and 1552 at Page 1191; and

WHEREAS, the DECLARANT deems it in the best interest of the lot owners and the aforementioned subdivision to amend, modify and supplement the previously recorded Declarations and Amendments thereto.

NOW THEREFORE, the undersigned DECLARANT does hereby amend and supplement the previously recorded Declaration of Covenants, Conditions, and Restrictions as recorded in Deed Book 1357 at Page 1087 and the Declaration of Covenants recorded in Deed Book 1357 at Page 1097 together with all supplements and amendments made thereto as follows:

1. The terms "Oyster Harbour Planned Community" and "Oyster Harbour Subdivision" and "Oyster Harbour" have been used interchangeably in the amendments to the original Declaration as recorded in Deed Book 1357 at Page 1087 and 1357 at Page 1097 each in the Office of the Register of Deeds of Brunswick County, North Carolina. Each recorded amendment, including, but not limited to those amendments as set forth above shall refer to and be considered amendments of the Declarations of Covenants, Conditions and Restrictions of Oyster Harbour Subdivision recorded in Deed Book 1357 at Page 1087 and the Declaration of Restrictive Covenants of Oyster Harbour Subdivision as recorded in Deed Book 1357 at Page 1097 each in the Office of the Register of Deeds of Brunswick County, North Carolina.
2. Each amendment as referenced above, where in conflict with the original Declarations or with previously filed amendments, shall supercede previously filed documents where contradiction exists. All other terms, conditions, covenants, and restrictions as set forth in previously filed documents shall remain in full force and effect.
3. The presence at any duly called meeting of the Oyster Harbour Homeowners Association of members entitled to cast, or of proxies entitled to cast, 10% of the votes that may be cast for election shall constitute a quorum. In the event business cannot be conducted because a quorum does not exist, that meeting may be adjourned to a later date by the affirmative vote of a majority

of those present in person or by proxy. The quorum requirement at the next meeting (the date to which the meeting was adjourned) shall be one-half of the quorum requirements applicable to the meeting adjourned for lack of a quorum. This provision shall continue to reduce the quorum by fifty percent (50%) from that required at the previous meeting, as previously reduced, until such time that the quorum is present and business can be conducted.

4. The Amendment of Declaration of Covenants, Conditions, and Restrictions for Oyster Harbour Planned Community Article 3, subsection 3.7.2 as found on Page 8 and recorded at Book 1402, Page 1434 in the Office of the Register of Deeds of Brunswick County, North Carolina is hereby amended by adding the following sentence:

This easement shall be for the purpose of installing and maintaining material and equipment, ditching and roadways or cart paths as necessary to maintain access for said maintenance over, under and across the above described locations.

5. The Amendment of Declaration of Covenants, Conditions, and Restrictions for Oyster Harbour Planned Community Article 4, subsection 4.2.1(1) as found on page 9 of said declaration recorded in Book 1402 at Page 1435 in the Office of the Register of Deeds of Brunswick County, North Carolina is hereby deleted and the following substituted in its place and stead:

The operating, administrative, legal and marketing expenses of the Association;

6. Article 4, paragraph 4.2.3 of the above described Declaration recorded in Book 1402 at Page 1435 in the Office of the Register of Deeds of Brunswick County, North Carolina is hereby deleted in its entirety and the following substituted in its place and stead:

The annual assessment payable by each lot owner shall be \$395.00 per lot per calendar year. The annual assessment shall be due and payable on January 31 of each year. This assessment shall be deferred as to any lot purchased by a builder from the DECLARANT with the intent to build a house for resale to the public at large. This assessment will be payable as to any lot

purchased by a builder who purchases a lot from any person or any entity other than the DECLARANT or for the purpose of building a custom home under contract with the ultimate residence. This assessment will be prorated on a calendar year based on the date title to each lot for which assessment is payable is transferred to the lot owner.

7. Article 4 or the Amendment of Declaration of Covenants, Conditions and Restrictions for Oyster Harbour Planned Community, subparagraph 4.2.4 as recorded in Book 1402 at Page 1435 in the Office of the Register of Deeds of Brunswick County, North Carolina is hereby deleted in its entirety and the following substituted in its place and stead:

The annual assessment may be increased or decreased by the Executive Board without a vote of the membership to an amount not more than ten percent (10%) in excess of the annual assessment for the previous year. A majority vote of those present or voting by proxy at the annual meeting or a duly called special meeting of the Association shall be required to and shall have the authority to approve and increase or decrease any yearly assessment if the increase or decrease exceeds the assessment for the previous year by more than ten percent (10%).

8. Article 5, section 5.3 of the Amendment of Declaration of Covenants, Conditions and Restrictions for Oyster Harbour Planned Community as found in Book 1402 at Page 1440 in the Office of the Register of Deeds of Brunswick County, North Carolina is hereby modified and amended by adding as an additional sentence the following:

The executive board may be increased from three (3) to five (5) or seven (7) members by affirmative vote of two-thirds or more of the voting members at any duly called special or annual meeting of the Oyster Harbour Homeowners Association.

9. Article 4, section 4.3 of the Amendment of Declaration of Covenants, Conditions and Restrictions for Oyster Harbour Planned Community recorded in Book 1402 at Page 1436 in the Office of the Register Deeds of Brunswick

County, North Carolina is hereby deleted and the following substituted in its place and stead:

Special Assessments

In addition to the assessments specified hereinabove the Association may levy special assessments for the purpose of supplementing the annual assessment if the same are inadequate to pay the reasonable maintenance expenses and operating costs of the Association as described in section 4.2 hereof, provided that any such special assessment shall have the assent of a majority of those members voting that are present or voting by proxy at a duly called meeting of the Association.

10. Article 7, Architectural Control, paragraph 7.1; that portion of 7.1 beginning with the first full sentence on page 16 of the Amendment of Declaration of Covenants, Conditions and Restrictions for Oyster Harbour Planned Community and being recorded in Book 1402 at Page 1442 in the Office of the Register of Deeds of Brunswick County, North Carolina is deleted in its entirety and the following is substituted in its place and stead:

The Committee will require a fee in an amount to be determined by the Architectural Review Committee to review house plans for each lot owner wishing to build. Their review process may be subcontracted out at the discretion of the committee.

11. Article 7, paragraph 7.5 of the Amendment of Declaration of Covenants, Conditions and Restrictions for Oyster Harbour Planned Community recorded in Book 1402 at Page 1442 in the Office of the Register of Deeds of Brunswick County, North Carolina is deleted in its entirety and the following substituted in its place and stead;

With a set of plans, a refundable road repair bond, in an amount to be set from time to time by the Architectural Review Committee must be posted with the Association. If the road shoulders and road have not been damaged during construction, the bond will be refunded.

12. Article 10, paragraph 10.3 of the Amendment of Declaration of Covenants, Conditions and Restrictions for Oyster Harbour Planned Community as recorded in Book 1402, at Page 1444 in the Office of the Register of Deeds of Brunswick County, North Carolina is hereby supplemented and amended by adding the following sentence:

As a matter of clarification, "dues equal to those paid by Association members" shall mean those dues to be paid by the members of the Association at the time of the filing of the Amendment of Declaration of Covenants, Conditions and Restrictions for Oyster Harbour Planned Community said Declaration being recorded in Book 1402 at Page 1427 in the Office of the Register of Deeds of Brunswick County, North Carolina. This paragraph is not meant to limit the use of the recreational facilities by the owners of other land adjacent to the planned community under such terms as the DECLARANT or the Association may deem appropriate.

IN WITNESS WHEREOF, the DECLARANT has caused this amendment of Declaration of Covenants, Conditions and Restrictions of Oyster Harbour Subdivision to be duly executed this the 25th day of October 2004.

OYSTER HARBOUR, LLC

By:



Manager

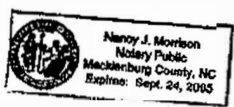
STATE OF NORTH CAROLINA
COUNTY OF Mecklenburg

I, a Notary Public, in and for the county and state aforesaid do hereby certify that WILLIAM G. ALLEN personally appeared before me this day and acknowledged that he is the Manager of OYSTER HARBOUR, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the LLC, the foregoing instrument was signed by him.

Witness my hand and official seal this 25th day of October, 2004.

Nancy J. Morrison
Notary Public

My commission expires: 9/29/05



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

NANCY J. MORRISON

The Foregoing (or annexed) Certificate(s) of _____

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 26th Day of October, 2004
in the Book and page shown on the First Page hereof.

Robert J. Robinson KA
ROBERT J. ROBINSON, Register of Deeds