

RECORD OF HIGH QUALITY DUE TO
CONDITION OF ORIGINAL DOCUMENT

BK 1166 PG 1107

After recording return to:
Constance P. Haywood, Esq.
Coker, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

1166 PG 1107
97 AUG 27 AM 10:47

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

Reference: Book 1143
Page 0147
Book 1159
Page 0788

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS SUPPLEMENTAL DECLARATION is made this 26 day of AUGUST,
1997, by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North
Carolina (hereinafter referred to as "Declarant").

WITNESSETH:

000000

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 0147, et seq., in the public
land records of Brunswick County, North Carolina as thereafter amended or supplemented (herein referred
to as the "Declaration"); and

WHEREAS, pursuant to the terms of Article 7 of the Declaration, the Declarant may submit certain
additional property described on Exhibit "B" of the Declaration to the terms of the Declaration and may
subject any portion of the Properties to additional covenants and easements; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property") (or if Declarant is not the owner of any portion of the Additional Property, the
owners thereof have consented to this Supplemental Declaration); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration
and to the additional covenants and easements contained in this Supplemental Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration,
Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the
Declaration and this Supplemental Declaration, which shall apply to such property in addition to the
provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and
mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the
Declaration, both of which shall run with the title to such property and shall be binding upon all persons
having any right, title, or any interest in such property, their respective heirs, legal representatives,
successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be

PAWPS\DATA\ARC\BALUBOR\BRUNSWICK\DECLS\SUPP\DECL.DOC

RET Sean Scanlon
TOTAL 18.00 REV TC#9397
REC# 17 CK AMT 18.00 CK# 699
CASH _____ REF _____ BY CS

binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

Article 1
DEFINITIONS

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

Article 2
NEIGHBORHOOD

The Neighborhood designation of the Additional Property described on Exhibit "A" shall be:

Seaside at Winding River Plantation

Article 3
PROPERTY RIGHTS AND LIMITATIONS

3.1 **General.** This Article sets forth additional rights and limitations with respect to the use of the property comprising the Seaside at Winding River Plantation Neighborhood, which shall be in addition to, and not lieu of, those rights and limitations in the Declaration, including but not limited to the use restrictions set forth in Article 10 of the Declaration.

3.2 **Beach, Intracoastal Waterway, and Beach and Intracoastal Waterway Pedestrian Access.** Each Owner acknowledges, understands and covenants to inform its lessees and all occupants of such Owner's Unit, that portions of Seaside at Winding River Plantation are located adjacent to public beach areas of the Atlantic Ocean or the Atlantic Intracoastal Waterway which are not owned by the Association or the Declarant and that an easement for public access to the beach areas and the Atlantic Intracoastal Waterway has been reserved across Seaside at Winding River Plantation as shown on that certain Final Plat of Survey for Seaside at Winding River, Holden Beach, North Carolina, recorded in Map Cabinet 18, Page 511, Brunswick County, North Carolina public land records (the "Plat"). Each Owner further acknowledges, understands and covenants to inform its lessees and all occupants of such Owner's Unit, that there may be certain inconveniences and loss of privacy associated with the ownership of Units adjacent to public beach areas, the Atlantic Intracoastal Waterway and public access easements resulting from the use of the beach, the Intracoastal Waterway, and the access easement by the Declarant, the Association, its Members, their families, lessees, invitees and guests, and the public. Each Owner, on its own behalf and on behalf of such Owner's family members, occupants, lessees, guests and invitees, acknowledges that neither the Association, the Board nor the Declarant shall in any way be held liable for any personal injury, illness or other loss or damage caused by the public's use and access to these facilities.

Members and their guests are entitled to enjoy and utilize the public beach, the Intracoastal Waterway and the beach access easement in accordance with any and all rules and regulations established by the Association and the United States Army Corps of Engineers, the State of North Carolina, the City of Holden Beach, and any other governmental authority having regulatory authority for these areas.

3.3 Beach Club. Upon construction, the facility known as the "Seaside Beach Club" (the "Beach Club") shall be owned, operated and maintained by the Association as Common Area for the primary use and benefit of the Members of the Association. The Board of Directors of the Association shall have the right and authority to adopt rules and regulations, implement and collect fees for use of the facilities comprising the Beach Club and to enforce any rules and regulations in accordance with the powers granted to the Board in the Declaration and this Supplemental Declaration.

Members of the Association shall have the right to park in the gated parking area located or to be located at the Beach Club, subject to any fees, rules or regulations imposed by the Board of Directors of the Association.

3.4 Intracoastal Recreation Area. The Intracoastal recreational area consisting of approximately 1.08 acres located along the Atlantic Intracoastal Waterway as shown on the Plat shall be maintained by the Association in accordance with the Declaration. The Board of Directors of the Association may adopt, implement and enforce any and all rules and regulations as it deems necessary or proper with respect to the use of the facilities of the Intracoastal recreational area.

3.5 Prohibition of Timeshares. No Unit shall be subjected to timesharing, fraction-sharing, or similar program whereby the right to exclusive use of the Unit rotates among participants in the program on a fixed or floating time schedule over a period of years.

3.6 Access Easement. The pathways and sidewalks located within the Neighborhood providing access to the beach area and the Intracoastal Waterway shall be utilized for pedestrian traffic only. No motorized or vehicular traffic shall be permitted within the pathways or sidewalks.

3.7 Design Guidelines. Each Owner hereby acknowledges that the Declarant and the ARB have adopted Design Guidelines which are applicable to all of Winding River Plantation as well as specific guidelines which are applicable only to the property within Seaside at Winding River Plantation. Any initial construction or modifications within Seaside at Winding River Plantation shall comply with the Governing Documents, which shall include, but are not limited, to these Design Guidelines, as they may be amended from time to time pursuant to the Declaration.

Article 4

AMENDMENT TO SUPPLEMENTAL DECLARATION

4.1 By Declarant. This Supplemental Declaration for the Seaside at Winding River Plantation Neighborhood may be amended by Declarant in accordance with Section 15.2(a) of Declaration.

4.2 By Members. In addition to the requirements of Section 15.2(b) of the Declaration with respect to amendment by Members, any amendment to this Supplemental Declaration shall also require the written consent or affirmative vote, or any combination thereof, of Members holding at least sixty-seven percent (67%) of the total Class "A" votes allocated to the Units within Seaside at Winding River Plantation.

RECORD OF HIGH QUALITY DUE TO
CONDITION OF ORIGINAL DOCUMENT

BK 1165 PG 1110

Article 5
DECLARATION

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: David L. Seckman [SEAL]
Its: V.P.



Sandra Warnick
ASST. Secretary

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Sandra Warnick personally came before me this day acknowledged that she is ASST. Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by me/her as its ASST. Secretary.

Witness my hand and official stamp or seal, this 27 day of AUGUST, 1997.

Stephen T. Albachten
Notary Public

My commission expires: MAY 14, 2001



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Stephen T. Albachten

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

This Instrument was filed for Registration on this 27 Day of August 1997 in the Book and Page shown on the First Page hereof.

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

RECORD OF POOR QUALITY DUE TO
CONDITION OF ORIGINAL DOCUMENT

BK1165 PG1111

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Re: Register of Deeds at
Brunswick County

MORTGAGES CONSENT

Branch Banking & Trust Company, ("BB&T") beneficiary under a Deed of Trust dated April 25, 1997, and recorded on April 25, 1997, in the Public Records at Book 1143, Page 148 (as amended from time to time, the "Security Deed"), for itself and its successors and assigns, consents to recordation of the foregoing Supplemental Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation (the "Declaration"), and BB&T agrees and acknowledges that, upon recordation of the Supplemental Declaration, the restrictive covenants contained in the Declaration and the Supplemental Declaration will run with the land which serves as security for the debt evidenced by the Security Deed and further agrees that any foreclosure or enforcement of any other remedy available to BB&T under the Security Deed will not render void or otherwise impair the validity of the Declaration or the Supplemental Declaration.

Dated: August 26, 1997.



BB&T: BRANCH BANKING & TRUST COMPANY

By: [Signature]
Title: Vice President

(CORPORATE SEAL)

ATTEST:
[Signature]
Secretary

I, a Notary Public of the County and State aforesaid, certify that Eunice Sanchez personally came before me this day acknowledged that he/she is Assistant Secretary of BRANCH BANKING & TRUST COMPANY, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 26th day of August, 1997.

[Signature]
Notary Public



My commission expires: 2.1.98

BK 1166 PG 1112

EXHIBIT "A"

Additional Property

Seaside at Winding River Plantation Neighborhood:

All those certain parcels, pieces or tracts of land lying, being and located in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, as more particularly set forth and described as follows:

TRACT 1 (comprised of Tract One and Tract Two):

Tract One

Commencing at monument HB-7 (NC grid coordinate N=60, 680, 100 E=2, 223, 872, 561. Thence N 76-58-04 E, 31.73 feet to the Point of Beginning. Said point being on the 80 foot right-of-way of Ocean View Boulevard East, where the right-of-way changes to 60 feet. Thence with the eastern boundary of R.H. Holden Subdivision (Map Book 4, Page 2) for 3 calls. (1) N2-28-10 E, 303.79 feet to a new rebar, in the southern right-of-way of Brunswick Avenue. (2) N 02-28-10 E 666.64 feet to the Atlantic Intracoastal Waterway right-of-way. (3) N 02-28-10 E, 155.23 feet to mean high water. Thence I call with the mean high water line N 84-03-14 E, 418.59 feet to the right of way of Ferry Road. Thence with the right of way of Ferry Road 2 calls. (1) S 01-56-36 W, 48.00 feet to the Atlantic Intracoastal Waterway right of way. (2) S 01-56-36 W, 1047.50 feet to the 60 foot right of way of Ocean View Boulevard East. Thence with said right of way S 79-06-01 W, 435.84 feet to change of said right-of-way from 60 feet to 80 feet. Thence N01-46-39E, 9.31 feet to the point of beginning. Containing 9.66 acres. Tract One includes the right of way of Brunswick Avenue and a portion of said tract is subject to the Atlantic Intracoastal Waterway right of way.

Tract Two

Commencing at monument HB-7 (NC grid coordinate N=60, 680, 100 E=2, 223, 872, 561. Thence N 76-58-04 E, 31.73 feet to a point, thence S 01-40-27 W, 71.59 feet to the point of beginning. Said point being on the 60 foot right of way of Ocean View Boulevard East. Thence with said right of way N 79-06-01 E, 435.54 feet, to the right of way of Ferry Road. Thence with the right of way of Ferry Road S 01-56-36 W, 295.50 feet to Mean High Water (location date 4-18-86). (Note: Tract Two extends to the mean high water line of the Atlantic Ocean. This location changes with the condition of the beach). Thence two calls with Mean High Water; (1) S 84-42-28 W, 212.15 feet. (2) S83-22-39 W, 218.99 feet to the boundary of R.H. Holden Subdivision (Map Book 4, Page 2). Thence with said boundary, N 02-28-10 E, 248.99 feet to the point of beginning. Containing 2.69 acres.

All hearings are based on N.C. grid N.A.D. 1927, distances are horizontal ground distances.

After recording return to:
Constance P. Haywood, Esq.
Cofar, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

Book Page
1182 1083

FILED
BRUNSWICK COUNTY NC
By.
11/12/97 4:08 PM
ROBERT J. ROBINSON
Register Of Deeds

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION
(Sections L and M)

THIS SUPPLEMENTAL DECLARATION is made this 12th day of November, 1997,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

Document #
0000107

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public
land records of Brunswick County, North Carolina (such instrument as supplemented and amended is
herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the
Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration,
Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the
Declaration and this Supplemental Declaration, which shall apply to such property in addition to the
provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and
mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the
Declaration, both of which shall run with the title to such property and shall be binding upon all persons
having any right, title, or any interest in such property, their respective heirs, legal representatives,
successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be

F:\WP5\DATA\RECORD\BLUEGREEN\SUPPLM.DEC

RET Bluegreen Carolina
TOTAL 14.00 REV JCER3381
REC# 17 CK AMT 24 CK#
CASH 2100 REF _____ BY SC

binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

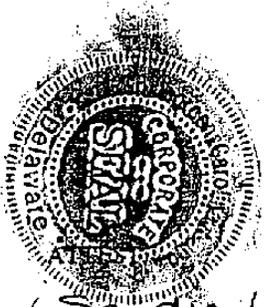
The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina



By: [Signature] [SEAL]

Its: [Signature]

[Signature] Sandra Warnck
Asst. Secretary

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that SANDRA WARNCK, personally came before me this day acknowledged that she is Asst. Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by her as its Asst. Secretary.

Witness my hand and official stamp or seal, this 12th day of November, 1997.

[Signature]
Notary Public

My commission expires: May 19, 2001



EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section L recorded on October 27, 1997, in Map Cabinet 19, Page 130, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section M recorded on October 27, 1997, in Map Cabinet 19, Pages 131-132, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Riverhouse Road recorded on October 27, 1997, in Map Cabinet 19, Page 129, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Register of Deeds at
Brunswick County

MORTGAGEE CONSENT

Branch Banking & Trust Company, ("BB&T") beneficiary under a Deed of Trust dated April 25, 1997, and recorded on April 25, 1997, in the Public Records at Book 1143, Page 148 (as amended from time to time, the "Security Deed"), for itself and its successors and assigns, consents to recordation of the foregoing Supplemental Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation (the "Declaration"), and BB&T agrees and acknowledges that, upon recordation of the Supplemental Declaration, the restrictive covenants contained in the Declaration and the Supplemental Declaration will run with the land which serves as security for the debt evidenced by the Security Deed and further agrees that any foreclosure or enforcement of any other remedy available to BB&T under the Security Deed will not render void or otherwise impair the validity of the Declaration or the Supplemental Declaration.

Dated: 11/12, 1997.

BB&T: BRANCH BANKING & TRUST COMPANY



ATTEST
[Signature]
Assistant Secretary

By: [Signature]
Title: Vice President

I, a Notary Public of the County and State aforesaid, certify that Vanna G. Mason III personally came before me this day acknowledged that he/she is Assistant Secretary of BRANCH BANKING & TRUST COMPANY, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.



Witness my hand and official stamp or seal, this 12th day of November, 1997.

Opal N. Knotts
Notary Public

My commission expires: 2.7.98

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The foregoing (or annexed) Certificate(s) of Opal N. Knotts
Stephen T. Albracht

Notary(ies) Public is (are) Certified to be Correct.
This instrument was filed for Registration on this 12th Day of November, 1997
in the Book and Page shown on the First Page hereof.

BK 1193 PG 1108

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

FILED FOR REGISTRATION
BOOK 1193 PAGE 1108

98 JAN -7 PM 2:21

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C. Deed Book 1143
Page 197

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Sections G, K and O)

THIS SUPPLEMENTAL DECLARATION is made this 7th day of January,
1998, by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North
Carolina (hereinafter referred to as "Declarant").

WITNESSETH: **000069**

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public
land records of Brunswick County, North Carolina (such instrument as supplemented and amended is
herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the
Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration,
Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the
Declaration and this Supplemental Declaration, which shall apply to such property in addition to the
provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and
mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the
Declaration, both of which shall run with the title to such property and shall be binding upon all persons
having any right, title, or any interest in such property, their respective heirs, legal representatives,
successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be

PAWP51\DATA\RED\BLUEGREEN\SUPPGKO.DEC

RET Jeanie Glenn
TOTAL 19 REV TC# 3487
REC# 04 CK AMT CK#
CASH REF BY GC

binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

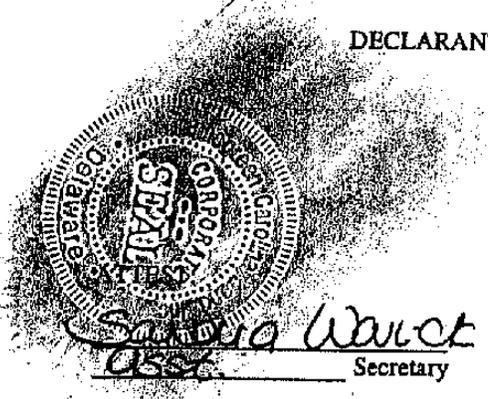
Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT:

BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: Richard L. Buckley [SEAL]
Its: Vice-President



Sandra Warnick
Secretary

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that SANDRA WARNICK personally came before me this day acknowledged that ~~he~~/she is Asst. Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by ~~him~~/her as its Asst. Secretary.

Witness my hand and official stamp or seal, this 7th day of JANUARY, 19 98.

Stephen T. Albachten
Notary Public

My commission expires: MAY 14, 2001



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Re: Register of Deeds at
Brunswick County

MORTGAGEE CONSENT

Branch Banking & Trust Company, ("BB&T") beneficiary under a Deed of Trust dated April 25, 1997, and recorded on April 25, 1997, in the Public Records at Book 1143, Page 148 (as amended from time to time, the "Security Deed"), for itself and its successors and assigns, consents to recordation of the foregoing Supplemental Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation (the "Declaration"), and BB&T agrees and acknowledges that, upon recordation of the Supplemental Declaration, the restrictive covenants contained in the Declaration and the Supplemental Declaration will run with the land which serves as security for the debt evidenced by the Security Deed and further agrees that any foreclosure or enforcement of any other remedy available to BB&T under the Security Deed will not render void or otherwise impair the validity of the Declaration or the Supplemental Declaration.

Dated: 1/7, 1998.

BB&T: BRANCH BANKING & TRUST COMPANY



[Signature]
Secretary

[Signature]

By: [Signature]
Title: Vice President

I, a Notary Public of the County and State aforesaid, certify that Brett A. Barnes, personally came before me this day acknowledged that he/she is Asst. Secretary of BRANCH BANKING & TRUST COMPANY, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President sealed with its corporate seal and attested by him/her as its Asst. Secretary.



In witness my hand and official stamp or seal, this 7th day of January, 1998.

[Signature]
Notary Public

My commission expires: 5-5-99

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Stephen T. Albachten
Eunice M. Sanchez

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 7 Day of January, 1998.

BK 1193 PG 1111

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section G recorded on January 8, 1998, 1998, in Map Cabinet 19, Pages 251-252, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section K recorded on January 7, 1998, in Map Cabinet 19, Page 253, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section O recorded on January 7, 1998, in Map Cabinet 19, Page 254, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

After recording return to:
Constance P. Haywood, Esq.
Cofor, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

FILED FOR REGISTRATION
DATE 1998 FEB 13 A 11:51
TIME
ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C. Deed Book 1143
Page 197

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION
(Section N, Phases A and C)

THIS SUPPLEMENTAL DECLARATION is made this 13th day of February, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

000036

WITNESSETH:

000000

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and
assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation
Community Association, Inc. in accordance with the terms of the Declaration.

FAWPSINDATA\REDABLU\EGOREES\SUPP\NAC.DEC.frm

RET Jeanie Glenn
TOTAL 14.00 REV TC# 38018
REC# 17 CK AMT 10 CK#
CASH 80 = RBP BY GB

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT:

BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: [Signature]



ATTEST:

[Signature: Sandra W. Wainick]
Secretary



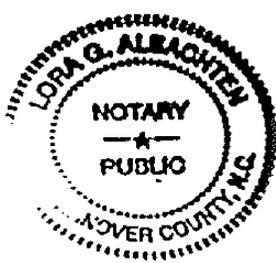
NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Sandra Wainick, personally came before me this day acknowledged that he/she is Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Secretary, sealed with its corporate seal and attested by him/her as its Secretary.

Witness my hand and official stamp or seal, this 13th day of February, 1998.
[Signature: Lora G. Albachten]
Notary Public

My commission expires: May 14, 2001



MORTGAGBE CONSENT

Branch Banking & Trust Company, ("BB&T") beneficiary under a Deed of Trust dated April 25, 1997, and recorded on April 25, 1997, in the Public Records at Book 1143, Page 148 (as amended from time to time, the "Security Deed"), for itself and its successors and assigns, consents to recordation of the foregoing Supplemental Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation (the "Declaration"), and BB&T agrees and acknowledges that, upon recordation of the Supplemental Declaration, the restrictive covenants contained in the Declaration and the Supplemental Declaration will run with the land which serves as security for the debt evidenced by the Security Deed and further agrees that any foreclosure or enforcement of any other remedy available to BB&T under the Security Deed will not render void or otherwise impair the validity of the Declaration or the Supplemental Declaration.

Dated: 2/13, 1998.

BB&T: BRANCH BANKING & TRUST COMPANY

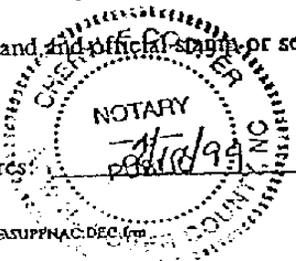


[Signature]
Asst. Secretary

By: [Signature]
Title: Vice President

I, a Notary Public of the County and State aforesaid, certify that L. L. Wright, III, personally came before me this day acknowledged that he/she is Asst Secretary of BRANCH BANKING & TRUST COMPANY, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Asst. Secretary.

Witness my hand and official stamp or seal, this 13th day of February, 1998.



[Signature]
Notary Public

My commission expires: 11/10/99

F:\WP51\DATA\RED\BLUE\REASUPP\NAC.DOC (7)

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Lora G. Albachten
Cheryl F. Cooper

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 13 Day of February
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section L recorded on October 27, 1997, in Map Cabinet 19, Page 130, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section M recorded on October 27, 1997, in Map Cabinet 19, Pages 131-132, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Riverhouse Road recorded on October 27, 1997, in Map Cabinet 19, Page 129, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

After recording return to:
Constance P. Haywood, Esq.
Cofor, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

FILED FOR REGISTRATION
DATE TIME

98 MAY 20 PM 12: 13

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section N, Phase B)

THIS SUPPLEMENTAL DECLARATION is made this 11th day of May, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

000037

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and
assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation
Community Association, Inc. in accordance with the terms of the Declaration.

RET Jeanie Glenn
TOTAL 2.00 REV _____ TC# 5648
REC# 17 CK AMT' _____ CK# _____
CASH 12.00 REF _____ BY CG

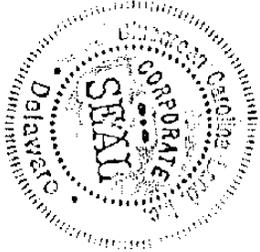
ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: Sandra L. Warnick [SEAL]
Its: Vice President

ATTEST:

Sandra Warnick
Asst Secretary

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Sandra Warnick, personally came before me this day acknowledged that he/she is Asst. Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Asst. Secretary.

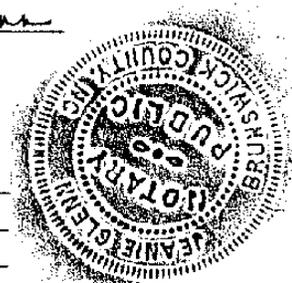
Witness my hand and official stamp or seal, this 11th day of May, 1998.

Jeanie Glenn
Notary Public

My commission expires: 4-27-03

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Jeanie Glenn



Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 20 Day of May, 1998,
in the Book and Page shown on the First Page hereof.

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

EXHIBIT "A"

BK 1223 PG0286

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section N, Phase B recorded on May 20, 1998, in Map Cabinet 19, Page 542, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

BK 1223 PG 0749

Handwritten notes and stamps at the top right, including "21", "1998", and "749".

After recording return to:
Constance F. Heywood, Esq.
Cofar, Bessechamp, Stradley & Hicks, LLP
99 West Fences Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section P, Phases 1 and 2)

0001

THIS SUPPLEMENTAL DECLARATION is made this 17th day of May, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, ~~pages~~ in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and
assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation
Community Association, Inc. in accordance with the terms of the Declaration.

PAWTSINDATAWEDAKLUDOKERERT.P143.6m

RET Lynn Walden
TOTAL 12.00 REV 10156731
RECE 17 CK AMT 12-000 3499
CASH REF BY CL

BK 1223 PG 0750
ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT:

BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]

Its: [Signature]



Sandra Warlock
[Signature] Secretary

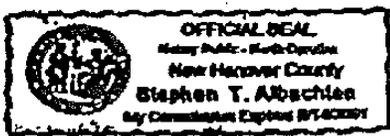
NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that SAUNDRA WARLOCK personally came before me this day acknowledged that he/she is ASST. Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its VICE President, sealed with its corporate seal and attested by him/her as its ASST. Secretary.

Witness my hand and official stamp or seal, this 12th day of MAY, 19 98

[Signature]
Notary Public

My commission expires: MAY 14, 2001



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The foregoing (or annexed) Certificate(s) of Stephen T. Albachten

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 21st Day of May
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT E. DOMINGUEZ

EXHIBIT "A"

Additional Property BK 1223 PG0751

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P, Phase 1 recorded on May 21, 1998, in Map Cabinet 19, Page ~~544~~545 Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P, Phase 2 recorded on May 21, 1998, in Map Cabinet 19, Page ~~547~~548 Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

BK 1237 PG 0537

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

FILED FOR REGISTRATION
DATE TIME

98 JUL 22 PM 3:07

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.
Reference: Deed Book 1143
Page 197

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section P, Phase 3)

000110

THIS SUPPLEMENTAL DECLARATION is made this 8th day of July, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and
assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation
Community Association, Inc. in accordance with the terms of the Declaration.

FAWPS\DATA\RED\BLUEGREEN\SUPP.P3.fm

RET Geanie Glenn
TOTAL 1200 REV TC# 4219
REC# 04 CK AMT CR#
CASH REF BY sk

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

[Signature]
Assistant Secretary

NORTH CAROLINA
COUNTY OF ~~NEW HANOVER~~ Brunswick

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its assistant Secretary.

Witness my hand and official stamp or seal, this 8 day of July, 1998

[Signature]
Notary Public



My commission expires: May 31, 2003

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Lynn R. Waldron

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 22 Day of July, 1998,
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON Register of Deeds

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P, Phase 3 recorded on July 22, 1998, in Map Cabinet 20, Page 39-143, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

000-120

000-120

BK 1245 PG 0870

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

FILED FOR REGISTRATION
DATE TIME

98 SEP - 1 PM 1:53

STATE OF NORTH CAROLINA
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

Reference: Deed Book 1143
Page 197

COUNTY OF BRUNSWICK

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Seaside at Winding River Plantation - Beach Club)

THIS SUPPLEMENTAL DECLARATION is made this 31st day of August, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

000050

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
(the "Beach Club Property"), which was previously subjected to the Declaration by that certain Supplemental
Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation recorded in Book 1166,
Page 1107 et seq. of the aforesaid records; and

WHEREAS, pursuant to the terms of Section 7.4 of the Declaration, the Declarant may unilaterally
subject any portion of the Properties to additional covenants; and

WHEREAS, Declarant intends to subject the Beach Club Property to the additional covenants
contained in this Supplemental Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of this Supplemental
Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such
property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered
pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with
the title to such property and shall be binding upon all persons having any right, title, or any interest in such
property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The
provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community
Association, Inc. in accordance with the terms of the Declaration.

RET Aparne Glenn
TOTAL 14.00 REV TC# 11585
REC# 17 CK AMT CK#
CASH 14.00 REF BY CG

BK 1245 PG 0871

Article 1
DEFINITIONS

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

Article 2
PROPERTY RIGHTS AND LIMITATIONS

The maximum built-upon area within the Beach Club Property, inclusive of all rights-of-way, shall be 18,033 square feet of impervious surface area, such as pavement, structures, and walkways of brick, stone, slate, but excluding wood decking. Construction of additional impervious area will require the modification of Stormwater Management Permit No. SW8-980419 dated June 17, 1998 and issued by the State of North Carolina, Department of Environment and Natural Resources. Filling in or piping of any vegetative conveyances (ditches, swales, etc.), except for driveway crossings, shall be strictly prohibited. In the event that the Beach Club Property is within the Area of Environmental Concern ("AEC") of the Coastal Area Management Association ("CAMA"), the permitted amount of built-upon area shall be subject to reduction by CAMA due to CAMA's jurisdiction within the AEC.

Article 3
AMENDMENT TO SUPPLEMENTAL DECLARATION

This Supplemental Declaration for the Seaside at Winding River Plantation - Beach Club may be unilaterally amended by Declarant in accordance with Section 15.2(a) of the Declaration; provided however, any such amendment shall have the prior written consent of the State of North Carolina, Department of Environment and Natural Resources or the successor thereof responsible for regulation of stormwater management permits.

Article 4
DECLARATION

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT:

BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]

Its: Vice President

ATTEST:

[Signature]
Secretary

NORTH CAROLINA
COUNTY OF ~~NEW HANOVER~~ Brunswick

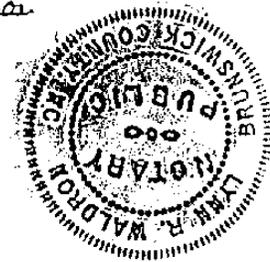
BK 1245 PG 0872

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its assistant Secretary.

Witness my hand and official stamp or seal, this 31 day of August, 1998.

Lynn R. Waldron
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of

Lynn R. Waldron

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this

1 Day of September 1998

in the Book and Page shown on the First Page hereof.

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

EXHIBIT "A"

BK 1245 PG0873

Beach Club Property

All that certain parcel, piece or tract of land lying, being and located in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, as described on that certain Final Plat of Survey for Seaside at Winding River, Holden Beach, North Carolina recorded in the public records of Brunswick County, North Carolina in Map Cabinet 18, Page 511 (the "Plat"), more particularly set forth and described the Plat as follows:

BEGINNING at the northeastern most corner of said tract of land located at the intersection of Ocean View Boulevard East and the northwestern right-of-way of Old Ferry Road thence running along said Old Ferry Road south 01 degrees 56 minutes 36 seconds west for a distance of 155.83 feet to a point; thence, turning and running along said parcel south 82 degrees 53 minutes 28 seconds west for a distance of 431.18 feet to a point; thence, turning and running north 02 degrees 28 minutes 10 seconds east for a distance of 126.86 feet to a point at the southern right-of-way of Ocean View Boulevard East; thence, turning and running along said right-of-way north 79 degrees 06 minutes 03 seconds west for a distance of 435.54 feet to the point of BEGINNING and noted on the Plat as "Reserved Area Recreation".

BK 1245 PG 0874

UPON RECORDING, PLEASE RETURN FILED FOR REGISTRATION
DATE TIME

Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP 98 SEP -1 PM 1:53
Suite 200
99 West Paces Ferry Road, N.W.
Atlanta, Georgia 30305

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

REFERENCE: DEED BOOK 1143
PAGE 197

AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND
RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS AMENDMENT is made this 31st day of August, 1998, by Bluegreen Carolina
Land, Inc., a Delaware corporation qualified to do business in North Carolina (hereinafter referred to as
"Declarant");

WITNESSETH

000051

WHEREAS, Declarant filed that certain Declaration of Covenants, Conditions, and Restrictions
for Winding River Plantation which was recorded on April 25, 1997, in Deed Book 1143, Page 197, et
seq. in the Office of the Register of Deeds of Brunswick County, North Carolina (such document as
amended and supplemented is herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 15.2(a) of the Declaration, the Declarant may
unilaterally amend the Declaration so long as the Class "B" membership exists; and

WHEREAS, the Class "B" membership still exists; and

WHEREAS, the Declarant deems it appropriate to amend the Declaration as set forth below;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration,
Declarant hereby amends the Declaration of Covenants, Conditions, and Restrictions for Winding River
Plantation by deleting Section 10.23 in its entirety and substituting therefor the following:

10.23 Irrigation Systems and Wells. Sprinkler or irrigation systems or wells of
any type shall not be permitted within the Properties without the prior written approval of
the ARB; provided however, Declarant shall have the right to install sprinkler or irrigation
systems or wells within or abutting the Properties which draw upon water from lakes,
streams, rivers, ponds, wetlands, canals, or other ground or surface waters within the
Properties and the Declarant and the owner of any golf course shall have the right to draw
water from such sources within the Properties.

RET Jeanie Glenn
TOTAL 8.00 REV TC# 11585
REC# 17 CK AMT CK#
CASH 10.00 RBF BY cn

BK 1245 PG 0875

The definitions provided in Article 1 of the Declaration are incorporated herein by reference.

IN WITNESS WHEREOF, Bluegreen Carolina Land, Inc., as the Declarant, hereby executes this Amendment by and through its authorized representative on the date and year first above written.



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature]
Its: Vice President

(CORPORATE SEAL)

ATTEST:

[Signature]
Assistant Secretary

NORTH CAROLINA

COUNTY OF Brunswick

I, a Notary Public of the County and State aforesaid, certify that Joanie Glenn personally came before me this day acknowledged that he/she is assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its vice President, sealed with its corporate seal and attested by him/her as its assistant Secretary.

Witness my hand and official stamp or seal, this 31 day of August, 1998.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Lynn R Waldron

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 1 Day of September 1998
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds

UPON RECORDING, PLEASE RETURN TO:

Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
Suite 200
99 West Paces Ferry Road, N.W.
Atlanta, Georgia 30305

FILED FOR REGISTRATION
DATE TIME

23 SEP 22 PM 3:53

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

STATE OF NORTH CAROLINA

REFERENCE: DEED BOOK 1143
PAGE 197

COUNTY OF BRUNSWICK

AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS AMENDMENT is made this 21st day of September, 1998, by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina (hereinafter referred to as "Declarant");

WITNESSETH

WHEREAS, Declarant filed that certain Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation which was recorded on April 25, 1997, in Deed Book 1143, Page 197, et seq. in the Office of the Register of Deeds of Brunswick County, North Carolina (such document as amended and supplemented is herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 15.2(a) of the Declaration, the Declarant may unilaterally amend the Declaration so long as the Class "B" membership exists; and

WHEREAS, the Class "B" membership still exists; and

000105

WHEREAS, the Declarant deems it appropriate to amend the Declaration as set forth below;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby amends Article 10 of the Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation by deleting Section 10.21 in its entirety and substituting therefor the following:

10.21. Temporary and Prefabricated Structures. Except as may be permitted by the Declarant during initial construction, or the ARB thereafter, no temporary house, dwelling, garage, barn or out building shall be placed or erected on any Unit.

No mobile home, trailer home, travel trailer, camper or recreational vehicle shall be stored, parked or otherwise allowed to be placed on a Unit as a temporary or permanent dwelling. These recreational vehicles shall be subject to the restrictions set forth in Section 10.5 of the Declaration.

In addition, no modular home or manufactured home shall be placed, erected, constructed or permitted within the Properties. "Modular home and manufactured home" shall include any prefabricated or pre-built dwelling which consists of one or more transportable sections or components and shall also be deemed to include manufactured building, manufactured home,

NET Jeanie Glenn
TOTAL 0.00 REV TC# 15469
REC# 17 CK AMT CK#
CASH 10.00 REF BY CG

modular building, modular home, modular construction, and prefabricated construction as defined by the North Carolina State Building Code, 1994 Edition, published by The North Carolina State Building Code Council. The placement of prefabricated and transportable sections onto a permanent foundation and the inspection of the resulting structure by the building inspector under the North Carolina State Building Code shall not exempt such structure from this prohibition. Prefabricated accessory structures, such as sheds and gazebos, must be reviewed and approved in strict accordance with Article 9 of the Declaration.

Notwithstanding anything herein to the contrary, any modular home or manufactured home existing within the Properties or approved by the ARB prior to the adoption and recordation of this Amendment shall be "grandfathered" and shall be exempt from this prohibition.

The definitions provided in Article 1 of the Declaration are incorporated herein by reference.

IN WITNESS WHEREOF, Bluegreen Carolina Land, Inc., as the Declarant, hereby executes this Amendment by and through its authorized representative on the date and year first above written.



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature]
Its: Vice President

(CORPORATE SEAL)

ATTEST:

[Signature]
Assistant Secretary

NORTH CAROLINA

COUNTY OF Brunswick

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 21st day of September, 1998.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003

P:\WP51\DATA\RED\BLUEGREEN\amend_dec_structura.vpd

2



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Lynn R. Waldron

Notary(ies) Public is (are) Certified to be Correct.
This instrument was filed for Registration on this 22 Day of September, 1998,
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds

BK 1255 PG 0190

FILED FOR REGISTRATION
DATE TIME

98 OCT 16 AM 11:25

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

After recording return to:
Constance P. Haywood, Esq.
Cofcr, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

Reference: Deed Book 1143
Page 197

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section P3)

THIS SUPPLEMENTAL DECLARATION is made this 15th day of October, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

000052

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto ("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

F:\WP5\DATA\RED\BLUEGREEN\SUPP.docP3.htm

RET Jeanie Glenn
TOTAL 2.00 REV TC# 100026
RECD 38 CK AMT CK#
CASH 2.00 REF BY JR

BK1255 PGO191

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: _____ [SEAL]
Its: [Signature]
Vice President

[Signature]
Assistant Secretary

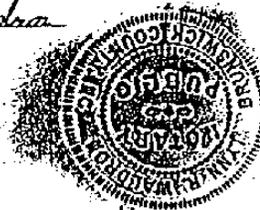
NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jessie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 15th day of October, 1998.

[Signature]
Notary Public

My commission expires: COMMISSION EXPIRES MAY 31, 2003



FAWTS\DATA\USED\BLUEGREEN\BLU... .htm

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The foregoing (or annexed) Certificate(s) of Lynn R. Waldron

Notary (ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 16 Day of October, 1998,
in the Book and Page shown on the First Page hereof.

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P3 recorded on September 23, 1998, in Map Cabinet 20, Page 253-257, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

BK 1255 PG 0193

After recording return to:
Constance P. Haywood, Esq.
Cofet, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

FILED FOR REGISTRATION
DATE TIME

98 OCT 16 AM 11:25

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

Reference: Deed Book 1143
Page 197

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section I)

THIS SUPPLEMENTAL DECLARATION is made this 15th day of October, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

000053

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and
assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation
Community Association, Inc. in accordance with the terms of the Declaration.

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RET Jeanie Glenn
TOTAL 12.00 REV TC
REC# 38 CK AMT CK
CASH 12.00 RHP BY

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: _____ [SEAL]

Its: [Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 15th day of October, 1998.

My commission expires: MY COMMISSION EXPIRES MAY 31, 2001

[Signature]
Notary Public



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Lynn R. Waldron

OK 1255 PG0195

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section I recorded on October 16, 1998, in Map Cabinet 20, Page 303, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

rod.brunasco.net

RETURN TO FRANK W. ERWIN R-10115

After recording return to:
M. Maxine Hicks, Esq.
Cofey, Beauchamp, Struff, & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

RECORDED FOR REGISTRATION
DATE TIME

98 MAY 15 PM 3:30

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, NC

DK 1222 PG 0544

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Deed Book 1143
Page 197

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS SUPPLEMENTAL DECLARATION is made this 9th day of April, 1998
by Bluegreen Carolina Land, Inc., a Delaware corporation (hereinafter referred to as "Declarant").

WITNESSETH

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation in Deed Book 1143, Page 197, et seq., in the Public Records of Brunswick County Registry, North Carolina (such instrument as supplemented and amended is herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, pursuant to the terms of Section 7.4 of the Declaration, the Declarant may subject any portion of the Properties to additional covenants; and

WHEREAS, Declarant is the Owner of the real property described on Exhibit "A" attached hereto ("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration and to impose additional covenants on the Additional Property; and

WHEREAS, the Declarant intends to convey the Additional Property to Clear Water Place, Inc.; and

WHEREAS, Clear Water Place, Inc. intends to construct a residential condominium project on the Additional Property to be known as "Clear Water Place, a Condominium" which will be subject to that certain Declaration Creating Unit Ownership Pursuant to the Provisions of NCGS 47C, the Unit Ownership Act for Clear Water Place, a Condominium (the "Condominium Declaration"); and

F:\WWW\DATA\REV\BLUEGREEN\SUP\CRP REC

RJT Bridges & Smith
TOTAL 14.00 REV TC# 55680
REC# CK AMT 116 CK# 1598
CASH REP BY SL

000166

rod.brunasco.net

WHEREAS, pursuant to the Condominium Declaration, a Neighborhood Association will be formed to govern the Additional Property (the "Condominium Association"); and

WHEREAS, pursuant to Article 2 of the Declaration, assessments may be levied by the Winding River Plantation Community Association, Inc. ("Association") against the Units within the Additional Property; and

WHEREAS, the Declarant intends to require the Condominium Association to collect all assessments levied against all Units within the Additional Property and to obligate the Condominium Association to pay to the Association all such assessments when due;

NOW, THEREFORE, the following actions are taken:

1.

Property Subject

Pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

2.

Neighborhood Designation

The Additional Property is hereby designated as the Clear Water Place Condominium Neighborhood pursuant to Section 3.3 of the Declaration.

3.

Assessments

The Condominium Association shall be bound and obligated to pay to the Association when due any and all assessments levied against all or any Units within the Additional Property pursuant to the Declaration. The Condominium Association shall be entitled to collect said assessments from the Owners of Units within the Additional Property and, with such funds in trust for payment of the assessment(s) to the Association. The Condominium Association shall not be entitled to any set-off or abatement of the payment of assessments levied against any portion of the Additional Property for any reason, including but not limited to the failure of Owners of Units within the Additional Property to pay such assessments to the Condominium Association. The obligation of the Condominium Association shall include the payment of the working capital contributions pursuant to Section 8.12 of the Declaration.

rod.brunasco.net

BK 1222 PG 0546

4. Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

5. Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT:

BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] (SEAL)



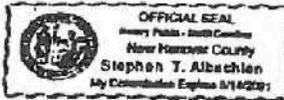
[Signature]
Secretary

NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Sandra Warwick personally came before me this day acknowledged that she is ASST Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by her as its ASST Secretary.

Witness my hand and official stamp or seal, this 9th day of April, 1998.

My commission expires 01/01/2001



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Stephen T. Albachten

Notary (ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 15th Day of May, 1998,
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds

rod.brunasco.net

BK 1222 250547

Exhibit A

rod.brunasco.net

Additional Property
Clear Water Place, Condominiums

Being all of Phases 1-15, inclusive, as shown on that plat entitled
Clear Water Place, a Condominium, as described in that Plat
recorded in Map Cabinet 19, Page 328, Brunswick County
Registry.

rod.brunasco.net

rod.brunasco.net

BK 1265 PG 1241

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

FILED FOR REGISTRATION
DATE TIME

98 DEC -8 AM 11:42

ROBERT J. ROBINSON
REGISTER OF DEEDS
BRUNSWICK COUNTY, N.C.

Reference: Deed Book 1143
Page 197

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section P6)

THIS SUPPLEMENTAL DECLARATION is made this 3 day of December, 1998,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

000035

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and
assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation
Community Association, Inc. in accordance with the terms of the Declaration.

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REF Jeannie Glenn
TOTAL 1000 REV 00 TCH 04
REC# 20013 SK AMT 00 SK#
CASH do REF 00 BY SK

BK 1265 PG 1243

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P6 recorded on December 8, 1998, in Map Cabinet 20, Page 409 & 410, Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

ATTEST:
[Signature]
Assistant Secretary

NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its vice President, sealed with its corporate seal and attested by him/her as its assistant Secretary.

Witness my hand and official stamp or seal, this 3rd day of December, 1998.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Lynn B. Waldron

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 8 Day of December, 1998
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #1742 Book 1275Page 947
01/21/1999 03:29pm Rec# 2420

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Sections P4 and P5)

THIS SUPPLEMENTAL DECLARATION is made this 21 day of January, 1999,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

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RET Jeanie Glenn
TOTAL 14 REV TC#
REC# CK AMT CK#
CASH 14 REF BY gw

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

ATTEST:
[Signature]
Assistant Secretary

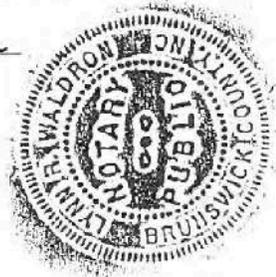
NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 21st day of January, 1999.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003



Inst # 1742 Book 1275Page: 949

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The foregoing (or annexed) Certificate(s) of LYNN R WALDRON

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

This Instrument was filed for Registration on this 21st Day of January, 1999
in the Book and Page shown on the First Page hereof.


Robert J. Robinson, Register of Deeds/gw

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P4, recorded on January 21, 1999, in Map Cabinet 20, Page 493 + 494, Brunswick County, North Carolina records;

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P5, recorded on January 21, 1999, in Map Cabinet 20, Page 495, Brunswick County, North Carolina records.

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #1742 Book 1275Page 947
01/21/1999 03:29pm Rec# 2420

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Sections P4 and P5)

THIS SUPPLEMENTAL DECLARATION is made this 21 day of January, 1999,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

FAWP51\DATA\RED\BLUEGREEN\SUPPP4&P5.wpd

RET Jeanne Glenn
TOTAL 14 REV TC#
REC# CK AMT CK#
CASH 14 REF BY JW

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1

Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2

Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

ATTEST:

[Signature]
Assistant Secretary

NORTH CAROLINA

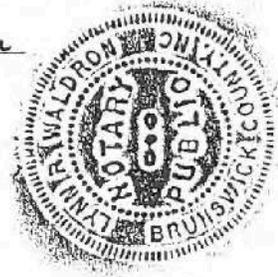
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 21st day of January, 1999.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003



Inst # 1742 Book 1275Page: 949

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of LYNN R WALDRON

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

This Instrument was filed for Registration on this 21st Day of January, 1999
in the Book and Page shown on the First Page hereof.


Robert J. Robinson, Register of Deeds/gw

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P4, recorded on January 21, 1999, in Map Cabinet 20, Page 493 & 494, Brunswick County, North Carolina records;

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section P5, recorded on January 21, 1999, in Map Cabinet 20, Page 495, Brunswick County, North Carolina records.

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #7575 Book 1288 Page 1325
03/23/1999 11:32am Rec# 8423

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Sections T3, U2 and V)

THIS SUPPLEMENTAL DECLARATION is made this 23rd day of March, 1999,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

P:\WP51\DATA\RED\BLUEGREEN\SUPPT3U2V.frm

RET Jeanie Glenn
TOTAL 14.00 REV. _____ TC# _____
REC# 17 CK AMT _____ CK# _____
CASH 14.00 REF _____ BY CG

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

[Signature]
Assistant Secretary

NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jamie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 23 day of March, 1999.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003



STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of LYNN R WALDRON

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 23rd Day of March, 1999
in the Book and Page shown on the First Page hereof.

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

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section T3, recorded on March 23, 1999, in Map Cabinet 21, Page 54+55, Brunswick County, North Carolina records;

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section U2, recorded on March 23, 1999, in Map Cabinet 21, Page 56+57, Brunswick County, North Carolina records;

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section V, recorded on March 23, 1999, in Map Cabinet 21, Page 58, Brunswick County, North Carolina records.

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #22637 Book 1324Page 394
08/17/1999 03:09pm Rec# 22296

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Sections T1 and T2)

THIS SUPPLEMENTAL DECLARATION is made this 17th day of August, 1999,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

FAWP510DATA\RED\BLUEGREEN\SUPPTT2.FRM

RET Jeanie Glenn
TOTAL 14.00 REV _____ TC# _____
REC# 17 OK AMT 95.00 OK# _____
CASH _____ REF. _____ BY any

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

ATTEST:

[Signature]
Assistant Secretary

Inst # 22637 Book 1324Page: 395

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that JEANIE GLENN, personally came before me this day acknowledged that he/she is ASSISTANT Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its VICE President, sealed with its corporate seal and attested by him/her as its ASSISTANT Secretary.

Witness my hand and official stamp or seal, this 17th day of August, 1999.

[Signature]
Notary Public

My commission expires: ANY COMMISSION EXPIRES JUNE 4, 2003

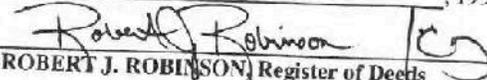


STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of JUNE M HEWITT

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

This Instrument was filed for Registration on this 17th Day of August, 1999
in the Book and Page shown on the First Page hereof.


ROBERT J. ROBINSON, Register of Deeds

Deputy/Assistant Register of Deeds

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section T1, recorded on August 17, 1999, in Map Cabinet 21, Page 416, Brunswick County, North Carolina records:

TOGETHER WITH:

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section T2, recorded on August 17, 1999, in Map Cabinet 21, Page 417+418, Brunswick County, North Carolina records.

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #25852 Book 1331Page 898
09/24/1999 10:29am Rec# 25015

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section U1)

THIS SUPPLEMENTAL DECLARATION is made this 13th day of September, 1999,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

PAWPS\DATA\RED\BLUEGREEN\SUPP\sc.U1.frm

RET Jeanie Glenn
TOTAL 14 REV 17 TC# 17
REC# 14 CK AMT 100 CK# 100
CASH 14 REF 100 BY JAG

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT:

BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

ATTEST:

Jeanie Glenn
Asst. Secretary

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Asst. Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Asst. Secretary.

Witness my hand and official stamp or seal, this 10 day of September, 1999.

Melissa L. Rouk
Notary Public

My commission expires: August 15, 2004



STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

The *Executing (or annexed) Certificate(s)* of

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of MELISSA L ROURK

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

This Instrument was filed for Registration on this 24th Day of September, 1999
in the Book and Page shown on the First Page hereof.

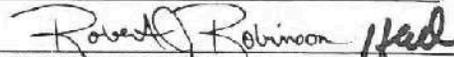

ROBERT J. ROBINSON, Register of Deeds

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section U1, recorded on September 24, 1999, in Map Cabinet 21, Page 524, Brunswick County, North Carolina records.

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #26783 Book 1333Page 1361
10/05/1999 09:00am Rec# 25780

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section T1, Lots 21-53)

THIS SUPPLEMENTAL DECLARATION is made this 24th day of September, 1999,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

F:\WP5\DATA\RED\BLUEGREEN\SUPPT1-21-53.frm

RET Jeanie Glenn
TOTAL 14 REV. _____ TC# 17
REC# _____ CK AMT _____ CK# 140
CASH 14 REF _____ BY fad

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

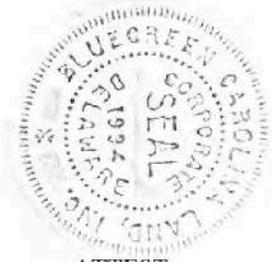
ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT:

BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

ATTEST:

Jeanie Glenn
Assistant Secretary

Inst # 26783 Book 1333Page: 1362

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 24 day of September, 1999.

Melissa L. Rouk
Notary Public

My commission expires: August 15, 2004



STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

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

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

MELISSA L ROURK

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

Notary(ies) Public is (are) Certified to be Correct. 5th Day of October, 1999
This Instrument was filed for Registration on this _____
in the Book and Page shown on the First Page hereof.

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

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Lots 21-53, Section T1, Phase 3 recorded on Oct 5, 1999, in Map Cabinet 21, Page 545, Brunswick County, North Carolina records.

Inst # 26783 Book 1333Page: 1364

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #26308 Book 1332Page 995
09/29/1999 01:05pm Rec# 25426

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section S1)

THIS SUPPLEMENTAL DECLARATION is made this 29th day of September, 1999,
by Bluegreen Carolina Land, Inc., a Delaware corporation qualified to do business in North Carolina
(hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

F:\WP51\DATA\RED\BLUEGREEN\SUPP.secS1.htm

RET Jeanie Glenn
TOTAL 12 REV TC# 17
REC# CK AMT CK#
CASH 12 REF BY fad

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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



DECLARANT: BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
Its: Vice President

ATTEST:
[Signature]
Assistant Secretary

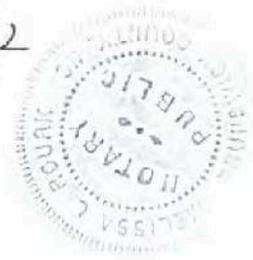
NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 29 day of September, 1999.

[Signature]
Notary Public

My commission expires: August 15, 2004



STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of

Melissa L. Bourk

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

This Instrument was filed for Registration on this

29th

Day of

September

, 1999

in the Book and Page shown on the First Page hereof.

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

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section S1, recorded on 9-29, 1999, in Map Cabinet 21, Page 534, Brunswick County, North Carolina records.

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #30193 Book 1342Page 108
11/12/1999 04:25pm Rec# 28912

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

RET Jeanie Glenn
TOTAL 0.14 REV _____ TC# 38
REC# _____ CK AMT _____ CK# _____
CASH 80 REF _____ BY TW

STATE OF NORTH CAROLINA

Reference: Deed Book 1143
Page 197

COUNTY OF BRUNSWICK

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section U1, Lots 16-63)

THIS SUPPLEMENTAL DECLARATION is made this 12th day of November, 1999,
by Bluegreen Carolina Lands, LLC, (formerly known as Bluegreen Carolina Land, Inc.), a Delaware limited
liability company qualified to do business in North Carolina (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT: BLUEGREEN CAROLINA LANDS, LLC, (formerly known as BLUEGREEN CAROLINA LAND, INC.), a Delaware limited liability company qualified to do business in the State of North Carolina



By: [Signature] [SEAL]
Its: Vice President

ATTEST:
[Signature] Secretary
Assistant

NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LANDS, LLC, (formerly known as BLUEGREEN CAROLINA LAND, INC.), a Delaware limited liability company, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 12th day of November, 1999.

[Signature]
Notary Public



My commission expires: August 15, 2004

STATE OF NORTH CAROLINA

Inst # 30193 Book 1342 Page: 110

COUNTY OF BRUNSWICK

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

Notary Public is Certified to be Correct. This Instrument was filed for Registration on this _____ day of _____, 1999, in the Book and Page shown on the First Page hereof.

Deputy/Assistant Register of Deeds

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of MELISSA L ROURK

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 12th Day of November, 1999
in the Book and Page shown on the First Page hereof.

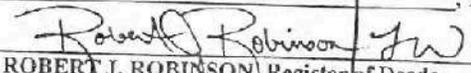

ROBERT J. ROBINSON, Register of Deeds

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section U1, Lots 16-63, recorded on Nov. 12, 1999, in Map Cabinet 22, Page 84-85, Brunswick County, North Carolina records.

Inst # 30193 Book 1342Page: 111

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, AND RESTRICTIONS FOR WINDING RIVER PLANTATION

This AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION ("Amendment") made and
entered into this 29th day of December, 2000 by BLUEGREEN CAROLINA LANDS, LLC, a
Delaware limited liability company (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation which is recorded in Book 1143, at
Page 197 in the office of the Register of Deeds of Brunswick County, North Carolina (the
"Declaration"); and,

WHEREAS, pursuant to the terms of Section 15.2(a) of the Declaration Declarant
reserved the right to unilaterally amend the Declaration for any purpose until the termination of
the Class "B" membership, and the Class "B" membership has not yet been terminated; and,

WHEREAS, Declarant has determined that it is in the best interest of the
Properties and the Owners of Units within the Properties to amend the Declaration as hereinafter
set forth.

NOW, THEREFORE, acting pursuant to Section 15.2(a) of the Declaration,
Declarant does hereby amend the Declaration as follows:

AMENDMENT A

Section 5.1(v) is amended by deleting the semicolon after the word "Association"
and inserting the following:

, and any grinder pump or other similar device or apparatus located
within a Unit, and transmission pipes or lines located within a Unit
which are connected to the main sewage treatment collection lines,
associated with any sewage collection and treatment plant or
facilities;

PE. Jeanie Glenn
TOTAL 12 REV. _____ CO# 38
REC# _____ CK AMT. _____ CK# _____
CASH 22 REF. _____ BY BF

AMENDMENT B

Section 8.7(b) is amended by adding the following sentence thereto:

The obligation of the Board to provide notice and an opportunity for hearing in accordance with the By-Laws before levying a Specific Assessment as stated above shall not be applicable with respect to any action taken by the Association or a Neighborhood Association for the failure by an Owner to perform any maintenance responsibility for any Unit upon which a dwelling has not yet been constructed as more particularly set forth in Section 5.2 hereof.

Except as specifically amended hereby, the Declaration and all covenants, conditions and restrictions thereof shall remain in full force and effect.

IN TESTIMONY WHEREOF, the undersigned Declarant has caused this First Amendment to be executed in such form as to be legal and binding effective the day and year first above written.

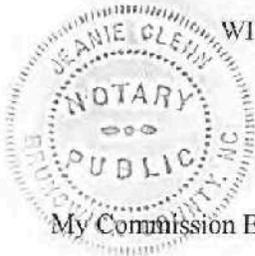
BLUEGREEN CAROLINA LANDS, LLC (SEAL)
A Limited Liability Company

By: *J. Paul [Signature]* (SEAL)
Vice President, Manager



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

I, Jeanie Glenn, a Notary Public in and for said County and State, do hereby certify that J. David Edwards before me this day personally appeared, who being by me first duly sworn, says that he is a manager of BLUEGREEN CAROLINA LANDS, LLC, 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; and that the instrument is the act and deed of said limited liability company.



WITNESS my hand and notarial seal, this the 29th day of December, 2000.

Jeanie Glenn
Notary Public

My Commission Expires:

4-27-03

991062-0001-001
WLMMAIN61152.1

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of JEANIE GLENN

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

This Instrument was filed for Registration on this 29th Day of December, 2000
in the Book and Page shown on the First Page hereof.

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

Brunswick County Register of Deeds
Robert J. Robinson
Inst #66721 Book 1433 Page 715
02/06/2001 09:08:22am Rec# 64436

After recording return to:
Constance P. Haywood, Esq.
Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305

BY Sandra Schuetz
TOTAL 14- REV _____ TC# _____
REC# _____ CK AMT _____ CK# _____
CASH 20- REF _____ BY SS

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Reference: Deed Book 1143
Page 197

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Section S1 and
Section S2, Lots 1-5 and 28-45)

THIS SUPPLEMENTAL DECLARATION is made this 19th day of December, 2000,
by Bluegreen Carolina Lands, LLC, (formerly known as Bluegreen Carolina Land, Inc.), a Delaware limited
liability company qualified to do business in North Carolina (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 7.1 of the Declaration, the Declarant may submit
certain additional property described on Exhibit "B" of the Declaration to the terms of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto
("Additional Property"); and

WHEREAS, the Additional Property is a portion of that property described on Exhibit "B" to the
Declaration; and

WHEREAS, the Declarant desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and
this Supplemental Declaration, which shall apply to such property in addition to the provisions of the
Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise
encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which
shall run with the title to such property and shall be binding upon all persons having any right, title, or any
interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and

assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

ARTICLE 1
Definitions

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

ARTICLE 2
Declaration

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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

DECLARANT: BLUEGREEN CAROLINA LANDS, LLC, (formerly known as BLUEGREEN CAROLINA LAND, INC.), a Delaware limited liability company qualified to do business in the State of North Carolina

By: [Signature]
Its: Vice - President



ATTEST:

Jeanie Glenn
Assistant Secretary

NORTH CAROLINA

COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LANDS, LLC, (formerly known as BLUEGREEN CAROLINA LAND, INC.), a Delaware limited liability company, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by him/her as its Assistant Secretary.

Witness my hand and official stamp or seal, this 19th day of December, 2000.

Lynn R. Waldron
Notary Public



My commission expires: MY COMMISSION EXPIRES 08/31, 2003

STATE OF NORTH CAROLINA

**STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK**

The Foregoing (or annexed) Certificate(s) of LYNN R WALDRON

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

This Instrument was filed for Registration on this 6th Day of February, 2001
in the Book and Page shown on the First Page hereof.

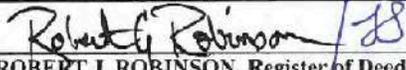

ROBERT J. ROBINSON, Register of Deeds

EXHIBIT "A"

Additional Property

All those certain parcels, pieces and tracts of land lying and being in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, being more particularly described on that certain Map for Record for Winding River Plantation, Section S1 and Section S2, Lots 1-5 and 28-45, recorded on _____, 2000, in Map Cabinet _____, Page _____, Brunswick County, North Carolina records.

Brunswick County Register of Deeds
Robert J. Robinson
Inst #82783 Book 1484 Page 1309
07/25/2001 02:31:04pm Rec# 79970

RET. W. DANIEL MARTIN, III
TOTAL 10 REV _____ TC# 38
REC# _____ CK AMT 10.00 CK# 458
CASH _____ REF _____ BY DW/ED

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, AND RESTRICTIONS FOR WINDING RIVER PLANTATION

This AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION ("Amendment") made and
entered into this 9th day of ~~June~~ ^{July}, 2001 by BLUEGREEN CAROLINA LANDS, LLC, a
Delaware limited liability company (hereinafter referred to as "Declarant").

007 670

WITNESSETH:

WHEREAS, Declarant prepared that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation which is recorded in Book 1143, at
Page 197 in the office of the Register of Deeds of Brunswick County, North Carolina (the
"Declaration"); and,

WHEREAS, pursuant to the terms of Section 15.2(a) of the Declaration,
Declarant reserved the right to unilaterally amend the Declaration for any purpose until the
termination of the Class "B" membership, and the Class "B" membership has not yet been
terminated; and,

WHEREAS, Declarant has determined that it is in the best interest of the
Properties and the Owners of Units within the Properties to amend the Declaration as hereinafter
set forth.

NOW, THEREFORE, acting pursuant to Section 15.2(a) of the Declaration,
Declarant does hereby amend the Declaration as follows:

Article 9 of the Declaration is amended by adding new Section 9.8 as follows:

9.8. Delinquent Assessments or Other Charges. Notwithstanding
the provisions of Section 9.3(b) above, any application for the
approval of plans and specifications by the ARB as set forth in this
Article shall be deemed to be disapproved unless and until any and
all delinquent assessments or other charges permitted by this
Declaration have been paid current by the Owner submitting such
plans and specifications to the ARB for approval.

Subsequent to initial approval of plans and specifications by the
ARB, if the Owner shall become delinquent in the payment of
assessments or other charges permitted by this Declaration at any
time during the prosecution of the work approved by the ARB, the

Owner shall be deemed to be in violation of such approval and shall be entitled to exercise any means of enforcement set forth in this Section 9.7 and Section 4.3 of this Declaration.

Except as specifically amended hereby, the Declaration, all amendments thereto, shall remain in full force and effect.

IN TESTIMONY WHEREOF, the undersigned Declarant has caused this Amendment to be executed in such form as to be legal and binding effective the day and year first above written.

BLUEGREEN CAROLINA LANDS, LLC (SEAL)
A Limited Liability Company

By: [Signature] (SEAL)
VICE President, Manager

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

I, Lynn R Waldron, a Notary Public in and for said County and State, do hereby certify that J. David Edwards before me this day personally appeared, who being by me first duly sworn, says that he is a manager of VICE President BLUEGREEN CAROLINA LANDS, LLC, 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; and that the instrument is the act and deed of said limited liability company.

WITNESS my hand and notarial seal, this the 9th day of July, 2001.



Lynn R. Waldron
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 31, 2002

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of LYNN R WALDRON

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 25th Day of July, 2001
in the Book and Page shown on the First Page hereof.

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

Brunswick County Register of Deeds
Robert J. Robinson
Inst #85073 Book 1491 Page 928
08/17/2001 09:19:07am Rec# 82072

After recording return to:
Constance P. Haywood, Esq.
Epstein Becker & Green, P.C.
The Lenox Building
3399 Peachtree Road N.E., Suite 1400
Atlanta, Georgia 30326
(404) 812-5680

NET Amy Cross
TOTAL 14 REV _____ TC# 38
REC# _____ CK AMT _____ CK# _____
CASH 20 REF _____ BY JS

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

References: Deed Book 1143
Page 197
Deed Book 1166
Page 1107

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR WINDING RIVER PLANTATION**
(Seaside at Winding River Plantation)

THIS SUPPLEMENTAL DECLARATION is made this 16 day of August, 2001,
by Bluegreen Carolina Lands, LLC, a Delaware limited liability company qualified to do business in North
Carolina (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant prepared and filed of record that certain Declaration of Covenants,
Conditions, and Restrictions for Winding River Plantation in Book 1143, Page 197, et seq., in the public land
records of Brunswick County, North Carolina (such instrument as supplemented and amended is herein
referred to as the "Declaration"); and

WHEREAS, that certain tract or parcel of land described on Exhibit "A" attached hereto and
incorporated herein by this reference (the "Seaside Property"), was previously subjected to the Declaration
by that certain Supplemental Declaration of Covenants, Conditions, and Restrictions for Winding River
Plantation recorded in Book 1166, Page 1107 et seq. of the aforesaid records; and

WHEREAS, pursuant to the terms of Section 7.4 of the Declaration, the Declarant may subject any
portion of the Properties to additional covenants; and

WHEREAS, Stormwater Management Permit No. SW8-970412 ("Permit") issued by the State of
North Carolina, Department of Environmental and Natural Resources ("NCDENR") requires the Declarant to
subject the Seaside Property to certain covenants and deeds restrictions; and

WHEREAS, Declarant intends to subject the Seaside Property to the additional covenants contained
in this Supplemental Declaration in accordance with the Permit;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant
hereby subjects the real property described on Exhibit "A" hereof to the provisions of this Supplemental
Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such

property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be binding upon Winding River Plantation Community Association, Inc. in accordance with the terms of the Declaration.

Article 1
DEFINITIONS

The definitions set forth in Article 1 of the Declaration are incorporated herein by reference.

Article 2
PROPERTY RIGHTS AND LIMITATIONS

The maximum built-upon area per Unit within the Seaside Property, inclusive of all rights-of-way between the lot line and the edge of the pavement, shall be 4,500 square feet of impervious surface area, such as pavement, structures, and walkways of brick, stone, or slate, but excluding wood decking. Perimeter swales and ditches must pick up runoff and direct it into a basin. Construction of any additional impervious area will require the modification of the Permit. Alteration of the drainage within the Seaside Property as shown on the approved plan may not take place without the concurrence of NCDENR. In the event that any Unit within the Seaside Property is within the Area of Environmental Concern ("AEC") of the Coastal Area Management Association ("CAMA"), the permitted amount of built-upon area for such Unit shall be subject to reduction by CAMA due to CAMA's jurisdiction within the AEC.

Article 3
AMENDMENT TO SUPPLEMENTAL DECLARATION

This Supplemental Declaration for the Seaside at Winding River Plantation may be unilaterally amended by Declarant in accordance with Section 15.2(a) of the Declaration; provided however, any such amendment shall have the prior written consent of the State of North Carolina, Department of Environment and Natural Resources or the successor thereof responsible for regulation of stormwater management permits.

Article 4
DECLARATION

Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

[SIGNATURES ON NEXT PAGE]

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

BLUEGREEN CAROLINA LANDS, LLC

BY: [Signature]
J. David Edwards, Attorney-in-Fact

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

I, Lynn R Waldron, NOTARY PUBLIC, do hereby certify that **J. DAVID EDWARDS**, attorney-in-fact for **BLUEGREEN CAROLINA LANDS, LLC**, personally appeared before me this day, and being by me duly sworn, says that he executed the foregoing and annexed instrument for and in behalf of **BLUEGREEN CAROLINA LANDS, LLC**, and that his authority to execute and acknowledge said instrument is contained in an instrument duly executed, acknowledged, and recorded in the office of the Register of Deeds of Brunswick County on the 9th day of November, 1999, in Book 1341 at Page 552, and that this instrument was executed under and by virtue of the authority given by said instrument granting him power of attorney; that the said **J. DAVID EDWARDS** acknowledged the due execution of the foregoing and annexed instrument for the purposes therein expressed for and in behalf of the said **BLUEGREEN CAROLINA LANDS, LLC**.



Witness my hand and official seal, this 16th day of August, 2001.

[Signature]
NOTARY PUBLIC

My commission expires:
MY COMMISSION EXPIRES MAY 31, 2003

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of LYNN R WALDRON

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 17th Day of August, 2001
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds

EXHIBIT "A"

Inst # 85073 Book 1491Page: 931

Seaside Property

All those certain parcels, pieces or tracts of land lying, being and located in Brunswick County, North Carolina, including all improvements, fixtures, rights, privileges, hereditaments, and appurtenances thereto belonging, as more particularly set forth and described as follows:

Tract One

Commencing at monument HB-7 (NC grid coordinate N=60, 680.100 E=2, 223,872.561. Thence N 76-58-04 E, 31.73 feet to the Point of Beginning. Said point being on the 80 foot right-of-way of Ocean View Boulevard East, where the right-of-way changes to 60 feet. Thence with the eastern boundary of R.H. Holden Subdivision (Map Book 4, Page 2) for 3 calls. (1) N 2-28-10 E, 303.79 feet to a new rebar, in the southern right-of-way of Brunswick Avenue. (2) N 02-28-10 E 666.64 feet to the Atlantic Intracoastal Waterway right-of-way. (3) N 02-28-10 E, 155.23 feet to mean high water. Thence 1 call with the mean high water line N 84-03-14 E, 418.59 feet to the right of way of Ferry Road. Thence with the right of way of Ferry Road 2 calls. (1) S 01-56-36 W, 48.00 feet to the Atlantic Intracoastal Waterway right of way. (2) S 01-56-36 W, 1047.50 feet to the 60 foot right of way of Ocean View Boulevard East. Thence with said right of way S 79-06-01 W, 435.84 feet to change of said right-of-way from 60 feet to 80 feet. Thence N 01-46-39E, 9.31 feet to the point of beginning. Containing 9.66 acres. Tract One includes the right of way of Brunswick Avenue and a portion of said tract is subject to the Atlantic Intracoastal Waterway right of way.

TOGETHER WITH:

Tract Two

Commencing at monument HB-7 (NC grid coordinate N=60, 680.100 E=2, 223,872,561. Thence N 76-58-04 E, 31.73 feet to a point, thence S 01-40-27 W, 71.59 feet to the point of beginning. Said point being on the 60 foot right of way of Ocean View Boulevard East. Thence with said right of way N 79-06-01 E, 435.54 feet, to the right of way of Ferry Road. Thence with the right of way of Ferry Road S 01-56-36 W, 295.50 feet to Mean High Water (location date 4-18-86). (Note: Tract Two extends to the mean high water line of the Atlantic Ocean. This location changes with the condition of the beach). Thence two calls with Mean High Water; (1) S 84-42-28 W, 212.15 feet. (2) S 83-22-39 W, 218.99 feet to the boundary of R.H. Holden Subdivision (Map Book 4, Page 2). Thence with said boundary, N 02-28-10 E, 248.99 feet to the point of beginning. Containing 2.69 acres.

All bearings are based on N.C. grid N.A.D. 1927, distances are horizontal ground distances.

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #86260 Book 1495 Page 275
08/28/2001 03:15:22pm Rec# 83101

UPON RECORDING, PLEASE RETURN TO:

Constance P. Haywood, Esq.
Epstein Becker & Green, P.C.
Suite 1400, The Lenox Building
3399 Peachtree Road, NE
Atlanta, Georgia 30326

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

REFERENCE:
DEED BOOK 1143, PAGE 197

AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS AMENDMENT is made this 21 day of August, 2001, by Bluegreen Carolina Lands, LLC, a Delaware limited liability company qualified to do business in North Carolina (hereinafter referred to as "Declarant");

WITNESSETH:

WHEREAS, Declarant filed that certain Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation which was recorded on April 25, 1997, in Deed Book 1143, Page 197, et seq., in the Office of the Register of Deeds of Brunswick County, North Carolina (such document as amended and supplemented is herein referred to as the "Declaration"); and

WHEREAS, pursuant to the terms of Section 15.2(a) of the Declaration, the Declarant may unilaterally amend the Declaration so long as the Class "B" membership exists; and

WHEREAS, the Class "B" membership still exists; and

WHEREAS, the Declarant deems it appropriate to amend the Declaration as set forth below;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby amends the Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation by deleting Section 8.9 in its entirety and substituting therefor the following:

8.9 Date of Commencement of Assessments. The obligation to pay assessments shall commence as to each Unit on the date of conveyance of such Unit to any Person other than the Declarant; provided, however, that the first annual General Assessment and Neighborhood Assessment, if any, levied on each Unit shall be adjusted according to the number of days remaining in the fiscal year at the time assessments commence on the Unit.

RET Amy Cross
TOTAL 10- REV _____ TC# 38
REC# _____ CK AMT _____ CK# _____
CASH 10- REF _____ BY EP

The definitions provided in Article 1 of the Declaration are incorporated herein by reference.

IN WITNESS WHEREOF, Bluegreen Carolina Lands, LLC, as the Declarant, hereby executes this Amendment by and through its authorized representative on the date and year first above written.

DECLARANT: BLUEGREEN CAROLINA LANDS, LLC, a Delaware limited liability company qualified to do business in the State of North Carolina

By: [Signature] [SEAL]
J David Edwards, Attorney-in-fact

(CORPORATE SEAL)

NORTH CAROLINA

COUNTY OF Brunswick

I, Lynn R Waldron, a Notary Public of the County and State aforesaid, certify that J. David Edwards, attorney-in-fact for BLUEGREEN CAROLINA LANDS, LLC, a Delaware limited liability company, personally appeared before me this day, and being by me duly sworn, says that he executed the foregoing and annexed instrument for and on behalf of Bluegreen Carolina Lands, LLC, and that his authority to execute and acknowledge said instrument is contained in an instrument duly executed, acknowledged, and recorded in the Office of the Register of Deeds of Brunswick County,, North Carolina on the 2 day of November, 1999, in Book 1331, at Page 552, and this instrument was executed under and by virtue of the authority given by said instrument granting him power of attorney; that the said J. David Edwards acknowledged the due execution of the foregoing and annexed instrument for the purposes therein expressed for and on behalf of the said Bluegreen Carolina Lands, LLC.

[Signature]
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003



STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of Lynn R Waldron

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

[Signature]
ROBERT J. ROBINSON, Register of Deeds

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #165982 Book 1780 Page 735
07/08/2003 03:59:06pm Rec# 152454

S. McClamf
RET _____
TOTAL 23 REV _____ TC# 38
REC# _____ CK AMT 46 CK# _____
CASH _____ REF# _____ BY SM

**AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND
RESTRICTIONS FOR WINDING RIVER PLANTATION**

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

THIS AMENDMENT is made this 7 day of July, 2003, by Bluegreen Carolina Lands, LLC, a Delaware limited liability company qualified to do business in North Carolina, f/k/a Bluegreen Carolina Land, Inc. (hereinafter referred to as "Declarant");

WITNESSETH

WHEREAS, Declarant filed that certain Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation on April 25, 1997, in Book 1143, Page 197, *et seq.*, in the Office of the Register of Deeds of Brunswick County, North Carolina (such document as amended and supplemented is herein referred to as the "Declaration");

WHEREAS, pursuant to the terms of Section 15.2 (a) of the Declaration, the Declarant may unilaterally amend the Declaration so long as the Class "B" member exists;

WHEREAS, the class "B" membership still exists; and

WHEREAS, the Declarant deems it appropriate to amend the Declaration as set forth below.

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby amends the Declaration of Covenants, Conditions, and Restrictions for Winding River Plantation by deleting Exhibit C to the Declaration as the same is referenced at Page 10, Paragraph 10.13 and substituting in it's stead Exhibit C as Attached hereto.

The definitions provided in Article 1 of the Declaration are incorporated herein by reference.

IN WITNESS WHEREOF, Bluegreen Carolina Lands, LLC, as the Declarant, hereby execute this Amendment by and through its authorized representative on the date and year first above written.

DECLARANT:

BLUEGREEN CAROLINA LANDS, LLC, a Delaware limited liability company

By: [Signature] (seal)
J. David Edwards, Attorney-in-Fact

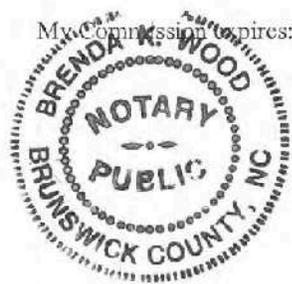
STATE OF NORTH CAROLINA

COUNTY OF Brunswick

I, Brenda K. Wood, Notary Public of the County and State aforesaid, certify that J. David Edwards, attorney-in-fact for Bluegreen Carolina Lands, LLC, personally appeared before me this day, and being by me duly sworn, says that he executed the foregoing and annexed instrument for and on behalf of Bluegreen Carolina Lands, LLC, and that his authority to execute and acknowledge said instrument is contained in an instrument duly executed, acknowledged, and recorded in the Office of the Register of Deeds of Brunswick County, North Carolina on the 9th day of November, 1999, in Book 1331, Page 552, and that this instrument was executed under and by virtue of the authority given by said instrument granting him power of attorney; that the said J. David Edwards acknowledged the due execution of the foregoing and annexed instrument for the purposes therein expressed for and on behalf of the said Bluegreen Carolina Lands, LLC.

Witness my hand and official seal, this 7 day of July, 2003

My Commission Expires: 11/23/2003



Brenda K. Wood
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of BRENDA K WOOD

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 8th Day of July, 2003
in the Book and page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds

EXHIBIT C

TRACT I.D.	TOTAL TRACT AREA (ac.)	NUMBER OF LOTS	BUA per LOT (sf)	TOTAL TRACT BUA (ac.)
A	6.37	22	5000	2.53
B	26.38	52	8000	9.55
C	21.17	56	5000	6.43
D	19.57	39	8000	7.16
E	18.70	35	8000	6.43
F	24.97	61	5000	7.00
G	6.93	14	5000	1.61
I	6.83	13	6500	1.94
J	13.39	29	8000	5.33
K	8.32	23	5000	2.64
L	10.20	18	8000	3.31
M	5.31	19	5000	2.18
N	13.01	25	6500	3.73
O	5.22	11	5000	1.26
P1	22.36	64	5000	7.35
P2	6.12	15	5000	1.72
P3	63.87	126	6500	18.80
P4	15.31	37	6500	5.52
P5	4.03	9	6500	1.34
P6	10.67	46	5000	5.28
S1	19.26	38	8000	6.98
S2	15.18	45	6500	6.71
T1	24.14	53	8000	9.73
T2	28.66	56	8000	10.28
T3	13.17	21	8000	3.86
U1	22.79	63	5000	7.23

TRACT I.D.	TOTAL TRACT AREA (ac.)	NUMBER OF LOTS	BUA per LOT (sf)	TOTAL TRACT BUA (ac.)
U2	10.51	31	5000	3.56
V	4.47	9	6500	1.34
			TOTAL	150.80

DEVELOPMENT DATA TABLE
FOR MULTI-FAMIL AREAS

TRACT I.D	TOTAL TRACT AREA (ac.)	TOTAL TRACT BUA (ac.)
Q (Sandy Creek Village)	4.55	1.22
R (Clear Water Place)	8.91	5.10
		TOTAL 6.32

DEVELOPMENT DATA TABLE FOR
COMMERCIAL AREAS & ROADWAYS

TRACT I.D	TOTAL TRACT AREA (ac.)	TOTAL TRACT BUA (ac.)
H	3.01	1.48
		TOTAL 1.48



rod.brunasco.net

62712 P0376 12-01-2007
Robert J. Robinson
Brunswick County, NC Registrar of Deeds page 3 of 3

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Presenter Ward & Smith Ref: 15
3 Total 20 Amt. Int. 1276
Chk \$ 20 Cash \$ 2500
Refund net Finance
of original
Document is Submitted by original
instrument. This reproduced or copied.

AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR WINDING RIVER PLANTATION ("Amendment") is made this
4th day of December, 2007 by Winding River Plantation Community
Association, Inc., a North Carolina nonprofit corporation (hereinafter referred to as the
"Association").

WHEREAS, Bluegreen Carolina Land, Inc., a Delaware corporation (the
"Declarant") caused to be recorded the Declaration of Covenants, Conditions and Restrictions for
Winding River Plantation in Book 1245, at Page 197 in the office of the Register of Deeds of
Brunswick County, North Carolina (said document as amended, is referred to herein as the
"Declaration"); and

WHEREAS, Declarant is the Class "B" Member as provided in Section 3.2 of the
Declaration and the Class "B" Control Period has expired or otherwise terminated; and

WHEREAS, as set forth in Section 1.2(b) of the Declaration, the Association
may amend the Declaration with approval or consent of the Voting Delegates representing at
least sixty-seven percent (67%) of the Class "A" Owners; and

WHEREAS, the Association has obtained the written consent of the Voting
Delegates representing more than sixty-seven percent (67%) of the Class "A" Owners.

Please return to WARD AND SMITH, P.A., 127 Racine Drive, PO Box 7068,
Wilmington, NC 28406-7068
Attention: Samuel B. Franck

rod.brunasco.net

rod.brunasco.net

rod.brunasco.net

The capitalized terms in this Amendment shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

NOW, THEREFORE, the Association, acting pursuant to the provisions of Section 15.2(b) of the Declaration, hereby amends the Declaration as follows:

I. Section 3.3(b), Voting Delegates, is amended as follows:

The penultimate sentence of the last paragraph is deleted and replaced with the following:

"All other votes shall be cast by the Voting Delegate in proportion to those votes cast in accordance with proxies ~~cast~~."

IN TESTIMONY WHEREOF, the Association, acting pursuant to the authority above-recited and in accordance with the written consent of the Voting Delegates representing at least sixty-seven percent (67%) of the Members, has caused this Amendment to be executed in such form as to be legal and binding, effective the day and year upon the recording of this Amendment in the office of the Register of Deeds of Brunswick County, North Carolina.

rod.brunesco.net
WINDING RIVER PLANTATION COMMUNITY ASSOCIATION, INC.,
a North Carolina nonprofit corporation

By: Thomas Cole
Thomas Cole, President

rod.brunesco.net
[Acknowledgement on the following page]

rod.brunsko.net

B2712 P0378 12-04-2007
18:24:05.000
Robert J. Robinson
Brunswick County, NC Register of Deeds page 2 of 3

STATE OF NORTH CAROLINA
COUNTY OF Brunswick

I, Joseph L. Basden, a Notary Public in and for said County and State, do hereby certify that Thomas G. Ve before me this day personally appeared, who being by me first duly sworn, says that he is the president of Winding River Plantation Community Association, Inc., a North Carolina nonprofit corporation described in and which executed the foregoing instrument; that he executed said instrument in the corporation name by subscribing his name thereto; and that the instrument is the act and deed of said corporation.



Joseph L. Basden
Notary Public

Joseph L. Basden, Notary Public
Printed or typed name
My commission expires: 12/15/2009

rod.brunsko.net

rod.brunsko.net

rod.brunsko.net

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rod.brunsko.net

rod.brunsko.net



④ Preconter Ward & Smith, P.A. Int. 15
 Total 83 Rev. _____ Int. 80
 Ck \$ 75 Ck # 3776 Cash \$ _____
 Refund: _____ Cash \$ _____ Finance _____
 Portions of document are illegible due to condition of original.
 Document contains seals verified by original instrument that cannot be reproduced or copied.

AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WINDING RIVER PLANTATION ("Amendment") is made this 21st day of January, 2009 by Winding River Plantation Community Association, Inc., a North Carolina nonprofit corporation (hereinafter referred to as the "Association").

WHEREAS, Bluegreen Carolina Land, Inc., a Delaware corporation (the "Declarant") caused to be recorded the Declaration of Covenants, Conditions and Restrictions for Winding River Plantation in Book 1143, at Page 197 in the office of the Register of Deeds of Brunswick County, North Carolina (said document as amended, is referred to herein as the "Declaration"); and

WHEREAS, Declarant is the Class "B" Member as provided in Section 3.2 of the Declaration and the Class "B" Control Period has expired or otherwise terminated; and

WHEREAS, as set forth in Section 15.2(b) of the Declaration, the Association may amend the Declaration with approval or consent of the Voting Delegates representing at least sixty-seven percent (67%) of the Class "A" Owners; and

WHEREAS, the Association has obtained the written consent of the Voting Delegates representing more than sixty-seven percent (67%) of the Class "A" Owners.

Please return to **WARD AND SMITH, P.A.**, 127 Racine Drive, PO Box 7068, Wilmington, NC 28406-7068
 Attention: Samuel B. Franck

PREPARED BY
Ward and Smith, P.A.
 University Corporate Center
 127 Racine Drive
 Wilmington, NC 28403



The capitalized terms in this Amendment shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

NOW, THEREFORE, the Association, acting pursuant to the provisions of Section 15.2(b) of the Declaration, does hereby amend the Declaration as follows:

1. Article 1, Definitions, is amended by adding the following sentence to the end of Section 1.10 "Common Area": "The term shall explicitly exclude Units, as defined in Section 1.36."

2. Article 4, Rights and Obligations of the Association, is amended by inserting a new Section 4.7.2 as follows:

"4.7.2 Conveyance or Encumbrance of Common Areas. Portions of the Common Areas may be conveyed or subjected to a security interest by the Association only by the affirmative vote, written consent, or any combination thereof, of eighty percent (80%) of the total Class "A" votes in the Association; provided that all the Owners of Units to which any Exclusive Common Area is allocated shall agree in order to convey those Exclusive Common Areas or subject them to a security interest. This subsection 4.7.2 is applicable to Common Areas including, but are not limited to, Association buildings, marinas, tennis courts, swimming pools, corral, community gardens, and other amenities, but explicitly excluding personal property, fixtures, or any Units owned by the Association to the extent that such personal property, fixtures, or Units are deemed part of the Common Areas. Distribution of proceeds of the sale of Exclusive Common Areas shall be as provided by agreement between the Unit owners to which they are allocated and the Association. Proceeds of the sale or financing of a Common Area shall be an asset of the Association.

3. Article 8, Section 8.6, Special Assessments, is amended as follows:
The fourth sentence is deleted and replaced with the following: "Special Assessments for capital improvements must be approved by the affirmative vote, written consent, or any combination thereof, of fifty-one percent (51%) of the Class "A" Members present at a meeting in person or by proxy who will be subject to such Special Assessment, provided that the Association shall not be required to obtain approval of the Members for Special Assessments to maintain, repair, or replace damaged Common Areas or amenities, including without limitation, dredging the Common Area marina."



4. Article 8, Section 8.6, Special Assessments, is further amended by adding the following: "Notwithstanding the above, any repairs to property owned by the Association, paid for by insurance proceeds, shall be authorized pursuant to Section 6.1 (c)."

IN TESTIMONY WHEREOF, the Association, acting pursuant to the authority above-recited and in accordance with the written consent of the Voting Delegates representing at least sixty-seven percent (67%) of the Members, has caused this Amendment to be executed in such form as to be legal and binding, effective the day and year upon the recording of this Amendment in the office of the Register of Deeds of Brunswick County, North Carolina.

WINDING RIVER PLANTATION COMMUNITY
ASSOCIATION, INC.,
a North Carolina nonprofit corporation

By: Loretta Acheson
LORETTA Acheson, President

[Acknowledgement on the following page]



STATE OF NORTH CAROLINA
COUNTY OF Brunswick

I, Carol Holmberg, a Notary Public in and for said County and State, do hereby certify that Loretta Acheson before me this day personally appeared, who being by me first duly sworn, says that he is the president of Winding River Plantation Community Association, Inc., a North Carolina nonprofit corporation described in and which executed the foregoing instrument; that he executed said instrument in the corporation name by subscribing his name thereto; and that the instrument is the act and deed of said corporation.

Date January 26, 2009

(Official Seal)



Carol Holmberg
Signature of Notary Public

Carol Holmberg, Notary Public
Printed or typed name
My commission expires: 09/10/2011



Recorder Ward & Smith, P.A.
 5/26/09 Rev. Int. JE
 Ck # 2720 Cash \$ _____
 Fund: _____ Cash \$ _____ Finance _____
 This document is illegible due to condition
 This document contains deeds verified by original document that cannot be reproduced or copied.

AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WINDING RIVER PLANTATION ("Amendment") is made this 21st day of January, 2009 by Winding River Plantation Community Association, Inc., a North Carolina nonprofit corporation (hereinafter referred to as the "Association").

WHEREAS, Bluegreen Carolina Land, Inc., a Delaware corporation (the "Declarant") caused to be recorded the Declaration of Covenants, Conditions and Restrictions for Winding River Plantation in Book 1143, at Page 197 in the office of the Register of Deeds of Brunswick County, North Carolina (said document as amended, is referred to herein as the "Declaration"); and

WHEREAS, Declarant is the Class "B" Member as provided in Section 3.2 of the Declaration and the Class "B" Control Period has expired or otherwise terminated; and

WHEREAS, as set forth in Section 15.2(b) of the Declaration, the Association may amend the Declaration with approval or consent of the Voting Delegates representing at least sixty-seven percent (67%) of the Class "A" Owners; and

WHEREAS, the Association has obtained the written consent of the Voting Delegates representing more than sixty-seven percent (67%) of the Class "A" Owners.

The capitalized terms in this Amendment shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

Please return to **WARD AND SMITH, P.A.**, 127 Racine Drive, PO Box 7068,
 Wilmington, NC 28406-7068
 Attention: Samuel B. Franck

PREPARED BY
 Ward and Smith, P.A.
 University Corporate Center
 127 Racine Drive
 Wilmington, NC 28403



NOW, THEREFORE, the Association, acting pursuant to the provisions of Section 15.2(b) of the Declaration does hereby amend the Declaration as follows:

1. Section 1.37, Voting Delegate, is deleted in its entirety.
2. Section 1.38, Voting Group, is deleted in its entirety.
3. Section 2.2, Exclusive Common Area, is amended as follows: The words, "vote of Voting Delegates representing a Majority of the total Class "A" votes in the Association, including, if applicable, a Majority of the Class "A" votes within the Neighborhood(s) to which the Exclusive Common Area is assigned" in the last sentence of the second paragraph are deleted in their entirety and the following is inserted in lieu thereof: "affirmative vote of a Majority of the Class "A" Members, including, if applicable, a Majority of the Class "A" Members within the Neighborhood(s) to which the Exclusive Common Area is assigned".
4. Section 2.4, Condemnation, is amended as follows: The words "Voting Delegates representing" in the first sentence of the first paragraph are deleted in their entirety and the following is inserted in lieu thereof: "Members holding".
The words "Voting Delegates representing" in the first sentence of the second paragraph are deleted in their entirety and the following is inserted in lieu thereof: "Members holding".
5. Section 3.2(e), Exercise of Voting Rights by Class "A" Members, is amended as follows: The first paragraph is deleted in its entirety and the following is inserted in lieu thereof: "Except as otherwise specified in this Declaration or the By-Laws, the vote for each Unit owned by a Class "A" Member shall be exercised personally by said Class "A" Member, provided that no vote shall be exercised for any Unit if the assessment for such Unit is delinquent."
6. The heading of Section 3.3, Neighborhoods, Voting Delegates and Voting Groups is amended as follows: ", Voting Delegates and Voting Groups" is deleted from the Section heading.
7. Section 3.3(b), Voting Delegates, is deleted in its entirety.
8. Section 3.3(c), Voting Groups, is deleted in its entirety.
9. Section 6.1(c), Damage and Destruction, is amended as follows: The words "the Voting Delegates representing at least 67% of the total Class "A" votes in the

Association" in the first sentence of the second paragraph are deleted in their entirety and the following is inserted in lieu thereof: "at least sixty-seven percent (67%) of the Class "A" Members".

The words "Voting Delegates," in the first sentence of the last paragraph are deleted in their entirety and the following is inserted in lieu thereof: "Class "A" Members".

10. Section 7.1, Annexation Without Approval of Membership, is amended as follows: The words "Voting Delegates" in the second sentence of the second paragraph are deleted in their entirety and the following is inserted in lieu thereof: "Class "A" Members".

11. Section 7.2, Annexation With Approval of Membership, is amended as follows: The words "Voting Delegates representing a Majority of the Class "A" votes of the Association" in the first sentence of the first paragraph are deleted in their entirety and the following is inserted in lieu thereof: "a Majority of the Class "A" Members."

12. Section 8.3, Computation of General Assessment, is amended as follows: The words "Voting Delegates representing" in the second sentence of the fourth paragraph are deleted in their entirety and the following is inserted in lieu thereof: "the Class "A" Members by a vote of".

The words "Voting Delegates representing" in the third sentence of the fourth paragraph are deleted in their entirety and the following is inserted in lieu thereof: "Members holding".

13. Section 8.6, Special Assessments, is amended as follows: The words "on petition of the Voting Delegates" are deleted in their entirety and the following is inserted in lieu thereof: "on petition of the Members."

14. Section 8.7(b), Specific Assessments, is amended as follows: The phrases ", or the Voting Delegate representing," and "or Voting Delegate" in the last sentence of the second paragraph are deleted in their entirety.

15. Section 14.2, Conveyance of Private Amenities, is amended as follows: The words "any Voting Delegate," in the last sentence are deleted in their entirety.

16. Section 15.2(b), Amendment, is amended as follows: The words "Voting Delegates representing 67% of the total Class "A" votes in the Association" in the first sentence



of the first paragraph are deleted in their entirety and the following is inserted in lieu thereof:

"67% of the Class "A" votes in the Association present at the meeting in person or by proxy."

17. Section 15.5, Litigation, is amended as follows: The words "Voting Delegates" in the second line are deleted in their entirety and the following is inserted in lieu thereof: "Class "A" Members". The second sentence is deleted in its entirety.

18. To the extent necessary, the Declaration is further amended to eliminate the concepts of Voting Delegates and Voting Groups, and to provide for each Class "A" Member to cast his vote directly or by proxy whenever such vote is required.

IN TESTIMONY WHEREOF, the Association, acting pursuant to the authority above-recited and in accordance with the written consent of the Voting Delegates representing at least sixty-seven percent (67%) of the Members, has caused this Amendment to be executed in such form as to be legal and binding, effective the day and year upon the recording of this Amendment in the office of the Register of Deeds of Brunswick County, North Carolina.

WINDING RIVER PLANTATION COMMUNITY
ASSOCIATION, INC.,
a North Carolina nonprofit corporation

By: Loretta Acheson
Loretta Acheson, President



STATE OF NORTH CAROLINA
COUNTY OF Brunswick

I, Carol Holmberg, a Notary Public in and for said County and State, do hereby certify that Loretta Acheso before me this day personally appeared, who being by me first duly sworn, says that he is the president of Winding River Plantation Community Association, Inc., a North Carolina nonprofit corporation described in and which executed the foregoing instrument; that he executed said instrument in the corporation name by subscribing his name thereto; and that the instrument is the act and deed of said corporation.

Date January 21, 2009

(Official Seal)

Carol Holmberg
Signature of Notary Public

Carol Holmberg, Notary Public
Printed or typed name

My commission expires: 09/10/2011



rod.brunasco.net

B3372 P0290 02-19-2013
10:34:36 AM
Brunswick County, NC Register of Deeds page 1 of 4

Presenter Wade S. Smith Ref: PA Mail
 Total 0.00 Prty Int. 0.00
 Chk \$ 0.00 Cr # 0.00 Cash \$ 0.00
 Ref # 0.00 Cash \$ 0.00 Finance 0.00

Portions of document are transferable due to condition of original.
 Document contains seal written by original testator and copy of the instrument is attached.

rod.brunasco.net

AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WINDING RIVER PLANTATION

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WINDING RIVER PLANTATION ("Amendment") is made this 12th day of February, 2013 by Winding River Plantation Community Association, Inc., a North Carolina nonprofit corporation (hereinafter referred to as the "Association").

WHEREAS, Bluegreen Carolina Land, Inc., a Delaware corporation (the "Declarant") caused to be recorded the Declaration of Covenants, Conditions and Restrictions for Winding River Plantation in Book 1143, at Page 197 in the office of the Register of Deeds of Brunswick County, North Carolina (said document as amended, is referred to herein as the "Declaration"); and

WHEREAS, Declarant is the Class "B" Member as provided in Section 3.2 of the Declaration and the Class "B" Control Period has expired or otherwise terminated; and

WHEREAS, as set forth in Section 15.2(b) of the Declaration, the Association may amend the Declaration with approval or consent of at least sixty-seven percent (67%) of the Class "A" votes present at a meeting in person or by proxy; and

WHEREAS, the Board of Directors of the Association, by a unanimous affirmative vote, approved and adopted the amendments hereinafter set forth amending the Declaration, and resolved that the same be submitted to a vote of the Owners via written ballot in accordance with N.C. Gen. Stat. § 55A-7-08; and

WHEREAS, the written ballot is required to be returned no later than November 30, 2012. Owners owning greater than sixty-seven percent (67%) of the total Class "A" votes who participated, voted by written ballot to adopt the amendments to the Declaration as proposed by the Board of Directors.

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The capitalized terms in this Amendment shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

NOW, THEREFORE, the Association, acting pursuant to the provisions of Section 15.2(b) of the Declaration, does hereby amend the Declaration as follows:

1. Article 10, Section 10.5(b), Vehicles, is amended as follows: The third sentence is deleted and replaced with the following: The term "recreational vehicles" as used herein, shall include, without limitation, motor homes, mobile homes, boats, trailers, other towed vehicles, motorcycles, minibikes, scooters, go-carts, golf carts, campers, and buses.

2. Article 10 is amended by deleting Section 10.12(a) in its entirety and inserting a new Section 10.12(a) as follows:

"10.12(a) Tree Removal.

- (1) Tree Removal. No tree that is more than six (6) inches in diameter at a point four (4) feet above the ground may be removed from a Unit without the prior written approval of the ARB or MC; provided, however, any trees that are located within ten (10) feet of a drainage area, a residence (measured from the roof drip line) or a driveway, or any diseased, dead, or dying tree may be removed five (5) business days after the Member has provided the ARB or MC written notice detailing the trees to be removed and the reason for removal. Removal of a tree, even under an exception listed above without notifying the ARB or MC in writing at least five (5) business days prior the scheduled removal is a violation of the Declaration. The ARB and/or MC may require Members to replace any tree(s) removed.

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IN TESTIMONY WHEREOF, the Association, acting pursuant to the authority above-recited and in accordance with the approval of the Class "A" Members representing at least sixty-seven percent (67%) of the votes participating by written ballot, has caused this Amendment to be executed in such form as to be legal and binding, effective the day and year upon the recording of this Amendment in the office of the Register of Deeds of Brunswick County, North Carolina.

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WINDING RIVER RECREATION COMMUNITY
ASSOCIATION, INC.,
a North Carolina nonprofit corporation

By: Donald B. Rogers
Donald Rogers, President

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[Acknowledgement on the following page]

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STATE OF NORTH CAROLINA
COUNTY OF Brunswick

I, Constance J. Russell, a Notary Public in and for said County and State, do hereby certify that Donald Roger _____ before me this day personally appeared, who being by me first duly sworn, says that he is the president of Winding River Plantation Community Association, Inc., a North Carolina nonprofit corporation described in and which executed the foregoing instrument; that he executed said instrument in the corporation name by subscribing his name thereto; and that the instrument is the act and deed of said corporation.

Date 2-12-13

Constance J. Russell
Signature of Notary Public



Constance J. Russell, Notary Public
Printed or typed name
My commission expires: 2-11-14

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