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REGISTER OF DEEDS
DUPLIN COUNTY, N.C.

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STATE OF NORTH CAROLINA
COUNTY OF DUPLIN

SUPPLEMENTARY ADDITIONAL
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
RESIDENTIAL PROPERTIES REGARDING
SYCAMORE LAKES AND THE PENINSULA
AT LEGACY WOODS

THIS SUPPLEMENTARY ADDITIONAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR RESIDENTIAL PROPERTIES REGARDING SYCAMORE LAKES AND THE PENINSULA AT LEGACY WOODS (this "Supplementary Additional Declaration") is made this 9th day of March, 2005, by DUPLIN LAND DEVELOPMENT, INC., a North Carolina corporation ("Declarant").

STATEMENT OF PURPOSE

A. Declarant filed those Covenants and Master Declaration in Book 1163, Page 456, in the Office of the Register of Deeds for Duplin County, North Carolina (the "Registry") (as supplemented and amended, the "Master Declaration"), and that Second Amendment to and Restatement of Covenants and Master Declaration in Book 1275, Page 612, in the Registry (as supplemented and amended, the "Restated Declaration"). The Restated Declaration subjects the real property more particularly described in the Restated Declaration (as defined below, the "Development") to the controls, covenants, conditions, restrictions, easements, development guidelines, charges and liens set forth therein.

B. Pursuant to Article Two, Section 3, of the Master Declaration, Declarant filed that Additional Declaration of Covenants, Conditions and Restrictions for Residential Properties in Book 1228, Page 653, in the Registry, as amended by that Amendment to Additional Declaration of Covenants, Conditions and Restrictions For Residential Properties, recorded in Book 1236, Page 59, in the Registry (collectively, and as subsequently supplemented and amended, the

"Additional Declaration"), which Additional Declaration subjects a portion of the Development, namely, the Property, to controls, covenants, conditions, restrictions, easements, development guidelines, charges and liens not inconsistent with the Master Declaration and in addition to the controls, covenants, conditions, restrictions, easements, development guidelines, charges and liens set forth in the Master Declaration. The Restated Declaration has superseded and replaces the Master Declaration; however, Article Two, Section 2 of the Restated Declaration provides that the provisions of the Additional Declaration not inconsistent with the Restated Declaration shall remain in full force and effect and be binding on that portion of the Development subject to the Additional Declaration. The terms used in this Supplementary Additional Declaration not otherwise defined herein shall have the same meaning as set forth in the Additional Declaration.

C. Article II, Section 5 of the Additional Declaration provides that Declarant may, with the prior approval of HUD/VA as long as there is a Class "C" Member, cause additional real property to be made subject to the operation and effect of the Additional Declaration by filing in the Registry a supplementary declaration of covenants, conditions and restrictions with respect to such additional real property. Declarant no longer participates in that program designed to obtain HUD/VA certification for real property in the Development, and therefore, it is no longer necessary for Declarant to obtain the prior approval of HUD/VA, and Declarant may, without said approval, cause additional real property to be made subject to the operation and effect of the Additional Declaration as provided herein.

D. Declarant desires to bring within the operation and effect of the Additional Declaration certain additional real property within the Development more particularly described as Lots numbered 946 through 990, inclusive, of that portion of the Development known as Sycamore Lakes at River Landing, together with the roads and Common Area adjacent to such Lots, as shown on that plat recorded in Map Book 20, Pages 40, 41 and 42, in the Registry, and Lots numbered 788 through 811, inclusive, of that portion of the Development known as The Peninsula at Legacy Woods at River Landing, together with the roads and Common Area adjacent to such Lots, as shown on that plat recorded in Map Book 20, Pages 43 and —, in the Registry (collectively, the "Additional Property"). The Additional Property has been made a part of the Development and subject to the operation and effect of the Restated Declaration and under the jurisdiction of the Association by that Supplementary Declaration of Covenants, Conditions and Restrictions Regarding Sycamore Lakes and The Peninsula at Legacy Woods, recorded in Book 1505, Page 42-43 in the Registry.

NOW, THEREFORE, Declarant, by this Supplementary Declaration, declares that:

1. Incorporation of recitals. The above-stated recitals are incorporated herein by reference.
2. Additional Property made subject to the Additional Declaration. The Additional Property shall be held, sold, conveyed and used subject to the Additional Declaration and this Supplementary Additional Declaration, the provisions of which shall run with the title to the Additional Property and be binding upon and inure to the benefit of all parties having or acquiring any right, title, or interest in the Additional Property, or any part thereof, their heirs, personal representatives, successors, and assigns.

3. Setbacks. Any setbacks shown on any recorded plats of the Additional Property shall take precedence over and be superior to any conflicting setbacks not shown on said plats.

4. Dwelling Size. Due to the character of those Lots 946 through 990, inclusive, in that portion of the Development known as Sycamore Lakes, and Lots 788 through 811, inclusive, in that portion of the Development known as The Peninsula at Legacy Woods, in that the size and dimensions of said Lots are distinct from other real property within the Development subject to the Additional Declaration, the minimum total heated floor area of said Lots, as set forth in Article III, Section 2 of the Additional Declaration, shall be as follows:

Minimum Total
Heated Area

1,400 square feet

Minimum Ground
Floor Heated Area

1,200 square feet

As to all lots subject to the Additional Declaration, the term "Heated Area" as used in Article III, Section 2 of the Additional Declaration shall not include any garage or similar space that is not used as part of the living space (e.g., garage or similar type of area used to park vehicles or store other equipment or items) whether or not same is attached to the dwelling and whether or not same is heated.

5. Covenants remaining in full force and effect. All controls, covenants, conditions, restrictions, easements, development guidelines, charges and liens established by and contained in the Additional Declaration shall remain in full force and effect as supplemented hereby and shall apply to the property described therein in addition to the Additional Property and any other property made subject to the operation and effect of the Additional Declaration. Notwithstanding the foregoing, this Supplementary Additional Declaration supersedes and replaces in its entirety the Initial Supplementary Additional Declaration.

6. Development. "Development" shall mean the real property described in Map Book 14 at Pages 153-155, 195, 196, and 262; Map Book 15 at Pages 10, 66, 67, 117-119, 158-160, 185-187, 311, 324-335; Map Book 16 at Pages 198-200; Map Book 17 at Pages 163-168, 192, 193, 195; Map Book 18 at Pages 19, 166, 181-185; and Map Book 19, at Pages 274, 370-376, and those maps of the Additional Property, all recorded in the Registry, together with all improvements located or constructed thereon. It shall also refer to any additional property which has been or may hereafter be made subject to the Restated Declaration, together with all improvements located or constructed thereon.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Declarant has caused this Supplementary Declaration to be duly executed effective the day and year first above written.

DUPLIN LAND DEVELOPMENT, INC.,
a North Carolina Corporation

By: [Signature]

Kevin A. Hine, Vice President

STATE OF NORTH CAROLINA
COUNTY OF Duplin

Pender

I, a Notary Public of the County and State aforesaid, certify that Kevin A. Hine personally appeared before me this day and acknowledged that he is Vice President of DUPLIN LAND DEVELOPMENT, INC., a North Carolina corporation, and that he, as Vice President, being authorized to do so, executed the foregoing on behalf of the corporation.

WITNESS my hand and official stamp or seal, this 9th day of March, 2005.

[Signature]

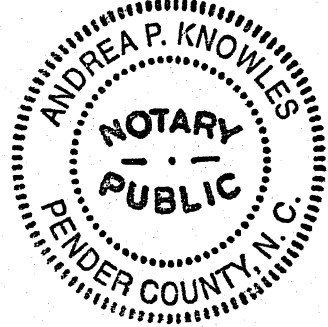
Print Name: Andrea P. Knowles

Notary Public

My Commission Expires:

April 15, 2007

[AFFIX NOTARIAL STAMP/SEAL]



NORTH CAROLINA, Duplin County

The foregoing or annexed certificate ... of Andrea P. Knowles, NP

is/are certified to be correct. This instrument and this certificate are duly registered at the date and time and in the Book and Page shown on the first page hereof.

DAVIS H. BRINSON, Register of Deeds

By: [Signature]

Deputy / Assistant Register of Deeds

Recorded and verified:

Handed Davis Can