

RECORD OF POOR QUALITY DUE TO  
CONDITION OF ORIGINAL DOCUMENT

BK 1166 PG 1107

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

1166-1107

97 AUG 27 AM 10:47

REGISTER OF DEEDS  
BRUNSWICK COUNTY, N.C.

STATE OF NORTH CAROLINA  
COUNTY OF BRUNSWICK

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\AIREDBLUEBOOKS\BEACHS\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 POOR QUALITY DUE TO  
CONDITION OF ORIGINAL DOCUMENT

BK 1165 PG 1110

Article 5  
**DECLARATION**

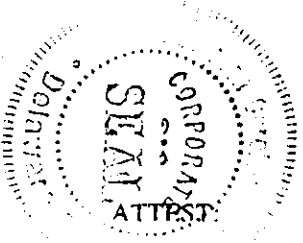
Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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. Beckwith [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

BK 1166 PG 1111

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: August 26, 1997.



BB&T: BRANCH BANKING & TRUST COMPANY

By: [Signature]  
Title: Vice President

(CORPORATE SEAL)

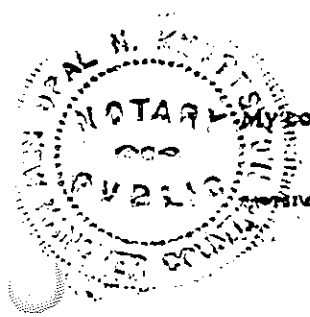
ATTEST:  
[Signature]  
Assistant Secretary

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 26<sup>th</sup> day of August, 1997.

[Signature]  
Notary Public

My commission expires: 2.7.98



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

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

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 12<sup>th</sup> 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

RET Bluegreen Carolinian  
TOTAL 14.00 REV TC02381  
REC# 17 CK AMT 24 CK# \_\_\_\_\_  
CASH 2100 REF \_\_\_\_\_ BY SL

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.

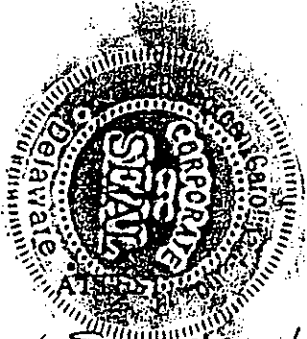
ARTICLE 2
Declaration

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]

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 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 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.

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 Vance 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.



In witness my hand and official stamp or seal, this 12<sup>th</sup> 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. Albachten

Notary(ies) Public is (are) Certified to be Correct.  
This Instrument was filed for Registration on this 12<sup>th</sup> 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  
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 7<sup>th</sup> 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

RET Jeanie Glenn  
TOTAL 19 REV 3987 TC#  
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**

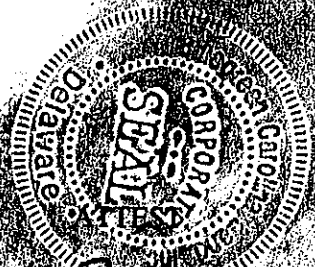
Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

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: Alford 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 7<sup>th</sup> 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]

By: [Signature]  
Title: Vice President



[Signature]  
Secretary

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.

Witness my hand and official stamp or seal, this 7<sup>th</sup> 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.  
[Signature]

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 9, 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.  
Cofcr, Beauchamp, Stradley & Hicks, LLP  
99 West Paces Ferry Road, N.W.  
Suite 200  
Atlanta, Georgia 30305

FILED FOR REGISTRATION  
DATE TIME

1998 FEB 13 A 11:51

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 13<sup>th</sup> 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.

RET Jeanie Glenn  
TOTAL 14.00 REV TC# 38048  
RBC# 17 CK AMT 5.00 CK#  
CASH 80 - RFB BY SGS

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:

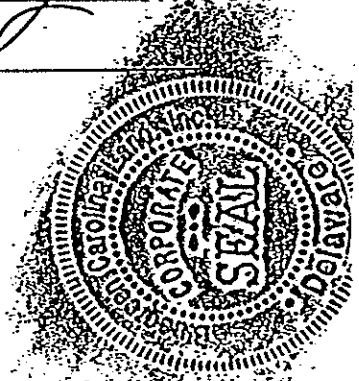
BLUEGREEN CAROLINA LAND, INC., a Delaware corporation qualified to do business in the State of North Carolina

By: *Rand L. Reilly* [SEAL]  
Its: *[Signature]*



ATTEST:

*Sandra Warnick*  
Secretary



NORTH CAROLINA

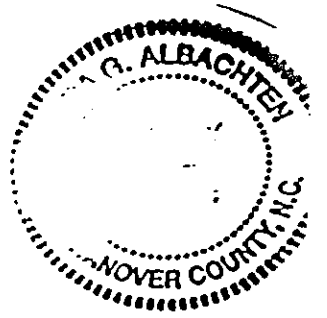
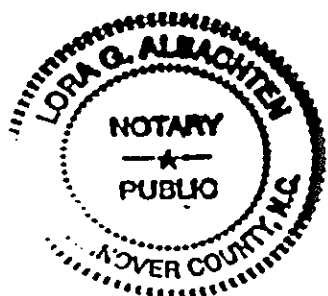
COUNTY OF NEW HANOVER

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 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 President, sealed with its corporate seal and attested by him/her as its Secretary.

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

*Lora G. Albachten*  
Notary Public

My commission expires: May 14, 2001



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

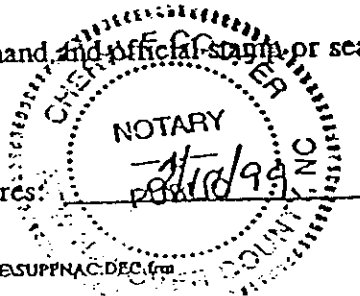
By: [Signature]  
Title: Vice President



[Signature]  
Asst. Secretary

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 13<sup>th</sup> day of February, 1998.



[Signature]  
Notary Public

My commission expires: 2/10/99

FAWPS\DATA\AREDA\BLUE\OREES\SUPP\NAC.DEC.179

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.

BK 1223 PG 0284

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 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 11<sup>th</sup> 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 12.00 REV \_\_\_\_\_ TC# 5478  
REC# 17 CK AMT' \_\_\_\_\_ CK# \_\_\_\_\_  
CASH 12.00 REF \_\_\_\_\_ BY CG

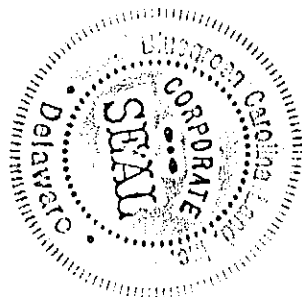
**ARTICLE 1**  
**Definitions**

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. Leary* [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.

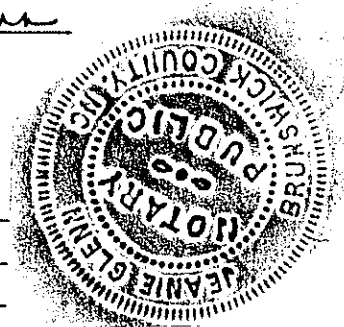
Witness my hand and official stamp or seal, this *11<sup>th</sup>* day of *May*, 19*98*.

*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 PG 0286

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 in the top right corner, including "BK 1223 PG 0749" and "1998".

After recording return to:  
Constance P. Haywood, Esq.  
Cofor, Beauchamp, Stradley & Hicks, LLP  
99 West Peach 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)

0000

THIS SUPPLEMENTAL DECLARATION is made this 17<sup>th</sup> 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, 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.

HWYSIDATA\ED\BLUDOKER\SUBP.F143.6.m

RET Lynn Waldrop  
TOTAL 12.00 REV 10456938  
RCHK 17 CK AMT 12.00 CASH 3199  
CASH \_\_\_\_\_ REF \_\_\_\_\_ BY CB

ARTICLE 1

Definitions

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

ARTICLE 2

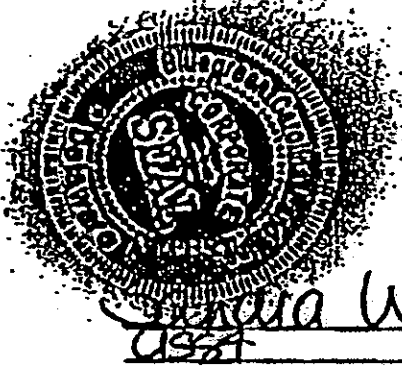
Declaration

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 Waenck  
ASST Secretary

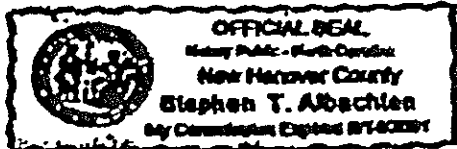
NORTH CAROLINA  
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that SANDRA WAENCK 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 12<sup>th</sup> 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. Albrecht

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

This Instrument was filed for Registration on this 21<sup>st</sup> Day of May

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

[Signature]  
ROBERT D. ROBINSON

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 ~~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~~ 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

93 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 8<sup>th</sup> 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.

RET Geanie Glenn  
TOTAL 12.00 REV          TC# 4219  
REC# 04 CK AMT          CK#           
CASH          REF          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: [Signature] [SEAL]  
Its: Vice President

Jeanie Glenn  
Assistant Secretary

NORTH CAROLINA  
Brunswick  
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 8 day of July, 1998

Lynn R. Waldron  
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.

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 P, Phase 3 recorded on July 22, 1998, in Map Cabinet 20, Page 139-143 Brunswick County, North Carolina records, prepared for Bluegreen Carolina Land, Inc. by Michael Underwood & Associates, P.A.

000130

000130

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

08 SEP -1 PM 1:53

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  
(Seaside at Winding River Plantation - Beach Club)**

THIS SUPPLEMENTAL DECLARATION is made this 31<sup>st</sup> 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 Jeanie Glenn  
TOTAL 14.00 REV \_\_\_\_\_ TC# 11585  
REC# 17 CK AMT \_\_\_\_\_ CK# \_\_\_\_\_  
CASH 14.00 REF \_\_\_\_\_ BY CP

**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]  
Assistant Secretary

NORTH CAROLINA  
COUNTY OF Brunswick ~~NEW HANOVER~~

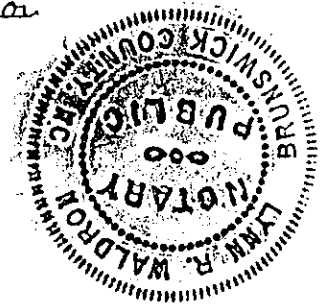
BK 1245 PG 0872

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

**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 TO 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

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 31<sup>st</sup> 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 Glen  
TOTAL 18.00 REV \_\_\_\_\_ TC# 11585  
REC# 17 CK AMT \_\_\_\_\_ CK# \_\_\_\_\_  
CASH 10.00 REF \_\_\_\_\_ BY CR

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 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.

[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

98 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,

RET Jeanie Green  
TOTAL 0.00 REV      TC# 15469  
REC# 17 CK AMT      CK#       
CASH 10.00 REF      BY

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

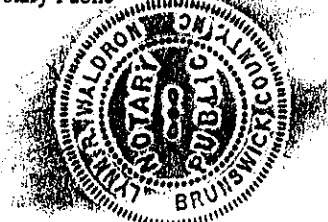
I, a Notary Public of the County and State aforesaid, certify that Jeanie Glenn, personally came before me this day acknowledged that he/she is Assistant Secretary of BLUEGREEN CAROLINA LAND, INC., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing 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 21<sup>st</sup> day of September, 1998.

[Signature]  
Notary Public

My commission expires: MY COMMISSION EXPIRES MAY 31, 2003

F:\WP51\DATA\RED\BLUEGREEN\amend.dec.structure.wpd



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

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

98 OCT 16 AM 11:25

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 P3)

000052

THIS SUPPLEMENTAL DECLARATION is made this 15<sup>th</sup> 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:

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# 000026  
RCH# 38 CK AMT \_\_\_\_\_ CK# \_\_\_\_\_  
CASH 2.00 REF \_\_\_\_\_ BY [Signature]

BK1255 PG0191

**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

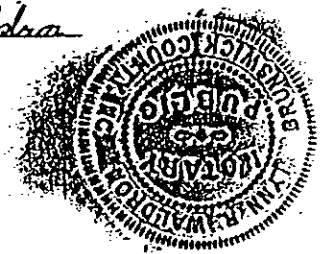
NORTH CAROLINA  
COUNTY OF NEW HANOVER

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 15<sup>th</sup> day of October, 1998.

[Signature]  
Notary Public

My commission expires: \_\_\_\_\_ MY COMMISSION EXPIRES MAY 31, 2003



FAVTS\DATA\TAREDA\BLUEGREEN\SUPP.doc P.3 of 4

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. [Signature]

## 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.  
Cofer, 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 15<sup>th</sup> 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.

RET Jeanie Glenn  
TOTAL 12.00 REV --- TO 2000  
RBC# 38 CK AMT --- CK# ---  
CASH 12.00 REF --- 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: J. Paul Ellis  
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 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 15<sup>th</sup> day of October, 19 98.

My commission expires: MY COMMISSION EXPIRES MAY 21, 2004

Lynn R. Waldron  
Notary Public



## 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.  
Cofer, Beauchamp, Stralder & Hicks, LLP  
99 West Paces Ferry Road, N.W.  
Suite 200  
Atlanta, Georgia 30305

FILED FOR REGISTRATION  
DATE TIME

98 MAY 15 PM 3:30

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

DK 1222 PG 0544

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

Reference: Deed Book 1143  
Page 197

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

THIS SUPPLEMENTAL DECLARATION is made this 9<sup>th</sup> 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

FAWP51\DATA\RED\BLUEGREEN\SUP\CRP DEC

REF Bridges & Smith  
TOTAL 14.00 REV TC# 55680  
REC# CK AMT 116 CK# 1398  
CASH REF BY SL

000156

rod.brunasco.net

BK 122270345

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 8 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 may 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 I 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]



ATTEST: [Signature] 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 9<sup>th</sup> day of MAY, 1998.

[Signature]  
Notary Public

My commission expires 12/19/2001



F:\WP51\DATA\RED\BLUEGREEN\SUPPCW7.DEC

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 15<sup>th</sup> 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 PG 0507  
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

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.

RET Jeannie Glenn  
TOTAL 200 REV      TCH# 04  
REC# 29343 AMT      SK#       
CASH do - REF      BY SK

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.

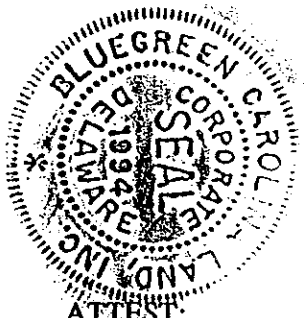
Definitions

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

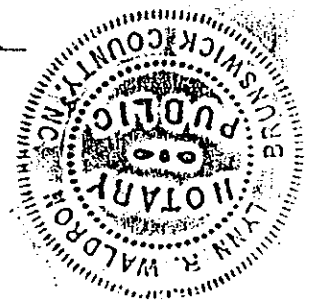
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Janie 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 3<sup>rd</sup> 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 R. 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

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

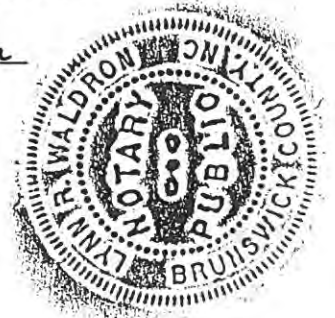
COUNTY OF NEW HANOVER

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 21<sup>st</sup> 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

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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

Reference: Deed Book 1143  
Page 197

COUNTY OF BRUNSWICK

**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

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 21<sup>st</sup> day of January, 1999.

[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 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 29<sup>th</sup> 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

RET Jeanie Glenn  
TOTAL 14.00 REV \_\_\_\_\_ TC# \_\_\_\_\_  
REC# 17 CK AMT \_\_\_\_\_ CK# \_\_\_\_\_  
CASH 14.00 REF \_\_\_\_\_ BY Czy

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 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, 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 1324 Page 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 17<sup>th</sup> 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

RET Jeannie Glenn  
TOTAL 14.00 REV. \_\_\_\_\_ TC# \_\_\_\_\_  
REC# 17 CK AMT 95.00 CK# \_\_\_\_\_  
CASH \_\_\_\_\_ 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

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 17<sup>th</sup> day of August, 1999.

[Signature]  
Notary Public



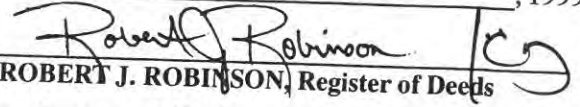
My commission expires: MY COMMISSION EXPIRES JUNE 4, 2003

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.

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 13<sup>th</sup> 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

RET Jeannie Glenn  
TOTAL 14 REV      TC# 17  
REC# 14 CK AMT      CK#       
CASH 14 REF      BY

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]  
Asst. Secretary

NORTH CAROLINA

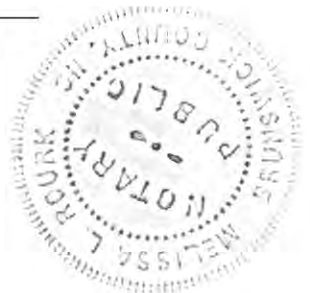
COUNTY OF NEW HANOVER

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.

[Signature]  
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**

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  
ROBERT J. ROBINSON, Register of Deeds

**EXHIBIT "A"**

Inst # 25852 Book 1331Page: 901

**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.

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 24<sup>th</sup> 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

RET Jeanie Glenn  
TOTAL 14 REV      TC# 17  
REC#      CK AMT      CK#       
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 29<sup>th</sup> 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

RET Jeanie Glenn  
TOTAL 12 - REV      TC# 17  
REC#      CK AMT      CK# fad  
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  
COUNTY OF BRUNSWICK

Reference: Deed Book 1143  
Page 197

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

THIS SUPPLEMENTAL DECLARATION is made this 12<sup>th</sup> 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:

Jamie 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 12<sup>th</sup> day of November, 1999.

Melissa L. Bourk  
Notary Public



My commission expires: August 15, 2004

STATE OF NORTH CAROLINA

Inst # 30193 Book 1342Page: 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 JW  
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 P4-85, 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 29<sup>th</sup> 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. Janie Glenn  
TOTAL 12 REV. \_\_\_\_\_ TO# 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:  (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 29<sup>th</sup> 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 29<sup>th</sup> 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

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

NET Sandra Schuetz  
TOTAL 14- REV \_\_\_\_\_ TC# \_\_\_\_\_  
REC# \_\_\_\_\_ CK AMT \_\_\_\_\_ CK# \_\_\_\_\_  
CASH 20- REF \_\_\_\_\_ BY JS

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 19<sup>th</sup> 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:

[Signature: 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 19<sup>th</sup> day of December, 2000.

[Signature: Lynn R. Waldron]  
Notary Public



My commission expires: MY COMMISSION EXPIRES MAY 31, 2003

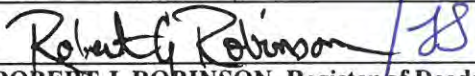
STATE OF NORTH CAROLINA

**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.

RET W. DANIEL MARTIN, III  
TOTAL 10 REV \_\_\_\_\_ TC# 38  
REC# \_\_\_\_\_ CK AMT 10.00 CK# 458  
CASH \_\_\_\_\_ REF \_\_\_\_\_ BY BN/EP

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 9<sup>th</sup> day of ~~June~~ <sup>July</sup>, 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~~ 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 9<sup>th</sup> day of July, 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 25<sup>th</sup> Day of July, 2001  
in the Book and Page shown on the First Page hereof.

[Signature]  
ROBERT J. ROBINSON, Register of Deeds

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 16<sup>th</sup> 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 17<sup>th</sup> 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) 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 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 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.

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

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 ED

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 73 REV \_\_\_\_\_ TC# 38  
REC# \_\_\_\_\_ CK AMT 46 CK# \_\_\_\_\_  
CASH \_\_\_\_\_ RFF \_\_\_\_\_ 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 9<sup>th</sup> 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

BRENDA K WOOD

The Foregoing (or annexed) Certificate(s) of \_\_\_\_\_

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	<u>1.34</u>
			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	<u>5.10</u>
		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 12-04-2007 16:24:05.898  
Robert J. Robinson  
Brunswick County, NC Register of Deeds page 1 of 3

Presenter Ward & Smith Ret: 15  
3 Total 20 Pay Int. 108  
Ck \$ 20 Cash \$  
Refund 25.66 Finance  
 Filings of Original  
 Filings of Original Condition of original.  
 Document is verified by original instrument (to be reproduced or copied).

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 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 043, 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 5.2(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.

rod.brunasco.net

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

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:

1. 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 ~~of the~~."

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: Thomas G. Gile

Thomas G. Gile, President

[Acknowledgement on the following page]

rod.brunsko.net



B2712 P0378 12-04-2007 16:24:05.000  
Robert J. Robinson  
Brunswick County, NC Register of Deeds page 3 of 3

STATE OF NORTH CAROLINA  
COUNTY OF Brunswick

I, Joseph L. Baisden, a Notary Public in and for said County and State, do hereby certify that Thomas Cole 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. Baisden  
Notary Public

Joseph Baisden, Notary Public  
Printed or typed name  
My commission expires: 12/13/2009

rod.brunsko.net

rod.brunsko.net

rod.brunsko.net

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rod.brunsko.net

rod.brunsko.net



④ Presenter Ward E Smith Cat: 15  
 Total 83 Rcv 82 Int. 82  
 Ck \$ 75 Ck # 3736 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 21<sup>st</sup> 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



Brunswick County, NC Register

B2881 P0163

02-05-2009  
14:01:07.000

Brenda M. Clemmons  
of Deeds page 2 of 4

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 21, 2009

(Official Seal)



Carol Holmberg  
Signature of Notary Public

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



5 Preparer Ward & Smith Ret: BC  
 26 Rev \_\_\_\_\_ Int. ll  
 \$ 75 Ck # 3730 Cash \$ \_\_\_\_\_  
 \_\_\_\_\_ Cash \$ \_\_\_\_\_ Finance \_\_\_\_\_  
 Document contains seals 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  
21<sup>st</sup> 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 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 21, 2009

(Official Seal)

Carol Holmberg  
Signature of Notary Public

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



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Brunswick County, NC Register of Deeds page 1 of 4

Presenter: Marie Sunko Ret. Mail

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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 107 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 was 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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Brunswick County, NC Register of Deeds page 2 of 4

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, ~~trippers~~, 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 PLANTATION 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 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 2-13-13

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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