

DRAWN BY AND MAIL TO:
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Parker, Poe, Adams & Bernstein L.L.P.
P.O. Box 389
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STATE OF NORTH CAROLINA
COUNTY OF DUPLIN

SUPPLEMENTARY DECLARATION OF
COVENANTS, CONDITIONS AND
RESTRICTIONS REGARDING
RED FOX RUN - PHASE II AND
MAPLE CREEK - PHASE I

THIS SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS REGARDING RED FOX RUN - PHASE II AND MAPLE CREEK - PHASE I (this "Supplementary Declaration") is made this 14 day of August, 1997, by DUPLIN LAND DEVELOPMENT, INC., a North Carolina corporation ("Declarant").

STATEMENT OF PURPOSE

A. Declarant filed those Covenants and Master Declaration in Book 1163, Page 456, in the Office of the Register of Deeds for Duplin County, North Carolina; as amended by that Amendment to and Restatement of Covenants and Master Declaration, recorded in Book 1195, Page 526, in the Office of the Register of Deeds for Duplin County, North Carolina; as supplemented by that Supplementary Declaration of Covenants, Conditions and Restrictions Regarding Red Fox Run - Phase I and Candlewood - Phase II, recorded in Book 1209, Page 148, and Book 1209, Page 472, each in the Office of the Register of Deeds for Duplin County (collectively, the "Declaration"). The terms used in this Supplementary Declaration not otherwise defined herein shall have the same meaning as set forth in the Declaration.

B. Article 2, Section 2 of the Declaration provides that Declarant may, with the prior approval of HUD/VA so long as there is a Class "C" Member, cause additional real property to be made subject to the operation and effect of the Declaration and the jurisdiction of the Association by filing in the Office of the Register of Deeds for Duplin County, North Carolina, a Supplementary Declaration containing a statement by Declarant of its intent to extend the operation and effect of the Declaration to additional real property and a reference to a plat showing such additional real property.

C. Declarant desires to bring within the operation and effect of the Declaration and the jurisdiction of the Association the additional real property designated as (1) Lots numbered 99 through 132 of Red Fox Run - Phase II, together with the roads and Common Area adjacent to such Lots, all as shown on that plat entitled "Map of Survey of Red Fox Run (Phase 2) at River Landing for Duplin Land Development, Inc.," by Manley D. Carr, R.L.S., Robert H. Goslee & Associates, P.A., dated August 14, 1997, and recorded in Map Book 15, Page 117-118, in the Office of the Register of Deeds for Duplin County, North Carolina ("Red Fox Run II"); and (2) Lots numbered 133 through 159 of Maple Creek - Phase I, together with the roads and Common Area adjacent to such Lots, all as shown on that plat entitled "Map of Survey of Maple

BOOK 1217 PAGE 782

Creek at River Landing (Phase 1) for Duplin Land Development, Inc.," by Manley D. Carr, R.L.S., Robert H. Goslee & Associates, P.A., dated August 14, 1997, and recorded in Map Book 15, Page 119, in the Office of the Register of Deeds for Duplin County, North Carolina ("Maple Creek I") (Red Fox Run II and Maple Creek I are collectively referred to herein as the "Additional Property").

D. There is a Class "C" Member under the Declaration, and HUD/VA has issued its consent of the bringing of the Additional Property within the operation and effect of the Declaration and the jurisdiction of the Association.

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

1. **Incorporation of Recitals.** The above-stated recitals are incorporated herein by reference.

2. **Additional Property made subject to the Declaration.** The Additional Property shall be held, sold, conveyed and used subject to the Declaration and this Supplementary Declaration, the provisions of which shall run with the title to the Additional Property and be binding upon and inure to the benefit of all parties having or acquiring any right, title or interest in the Additional Property, or any part thereof, their heirs, personal representatives, successors and assigns. Any reference in the Declaration to "Red Fox Run" shall include and apply to Red Fox Run II in addition to the property referred to in the Declaration as Red Fox Run or Red Fox Run at River Landing.

3. **Covenants remaining in full force and effect.** All covenants, conditions, restrictions and easements established by and contained in the Declaration shall remain in full force and effect as supplemented hereby and shall apply to the property described therein in addition to the Additional Property.

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

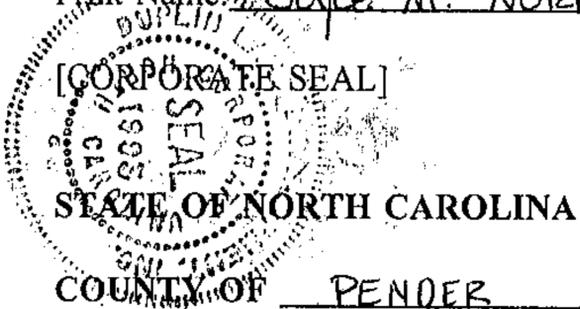
[SIGNATURE AND NOTARIZATION FOLLOWS]

DUPLIN LAND DEVELOPMENT, INC.,
a North Carolina Corporation

By: Wendell H. Murphy, Jr.
Title: Vice President
Print Name: Wendell H. Murphy, Jr.

ATTEST:

By: Joyce M. Norman
Title: Secretary
Print Name: Joyce M. Norman



I, a Notary Public of the County and State aforesaid, certify that Joyce M. Norman personally appeared before me this day and acknowledged that he/she is Secretary of **DUPLIN LAND DEVELOPMENT, INC.**, a North Carolina corporation, and that by authority duly given and as an 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/herself as its Secretary.

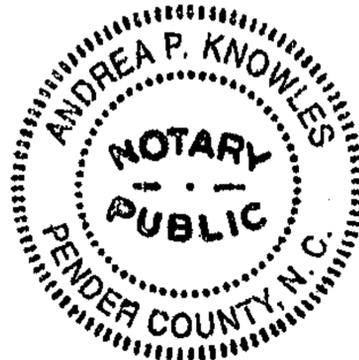
WITNESS my hand and official stamp or seal, this 13 day of August, 1997.

Andrea P. Knowles
Print Name: Andrea P. Knowles
Notary Public

My Commission Expires:

April 15, 2002

[AFFIX NOTARIAL STAMP-SEAL]



NORTH CAROLINA, Duplin County

The foregoing or annexed certificate... of

Andrea P. Knowles, N.P.

This Instrument duly recorded and verified, this 14 day of August, 1997
at 3:16 o'clock P.M. in the Book and Page shown on the first page hereof

JOYCE J. WILLIAMS, Register of Deeds

By: Linda J. Rhodia
Deputy / Assistant Register of Deeds

*Rebecca Jones
Burrum + Hall*

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