

STATE OF NORTH CAROLINA

COUNTY OF CARTERET

AMENDED DECLARATION

OF COVENANTS AND RESTRICTIONS BRANDYWINE BAY DEVELOPMENT

(Amended Declaration covers "Oak Drive Extension", Map Book 29, Page 976)

THIS AMENDED DECLARATION is made this 25th day of Sept., 2002, by GOLF & SHORE PROPERTIES, INC., a North Carolina corporation, and successor in interest to Brandywine Bay, Inc., hereinafter called "Declarant";

WITNESSETH:

WHEREAS Brandywine Bay, Inc., predecessor in-interest to Declarant and the initial developer of Brandywine Bay Development, did previously record a Declaration of Covenants and Restrictions in Book 435, Page 362, Carteret County Registry (hereafter "Covenants"); and,

WHEREAS said Covenants contemplated and provided for making additional property subject thereto, as may be amended or supplemented, to the end that all of Brandywine Bay Development shall be developed in a uniform manner to the benefit of all present and future owners; and,

WHEREAS, to this end, Declarant, who is now the assignee of all of the development rights of Brandywine Bay, Inc., did subject the 8 lots of "Oak Drive Extension" (map book 29, page 976, Carteret Registry) to the said Covenants, and amended the same, pursuant to a Declaration dated January 15, 2002 and filed of record in book 928, page 607, Carteret County Registry, said Covenants, as amended, being hereafter referred to as the "Amended Covenants"; and, WHEREAS, the rights of Declarant under the referenced documents includes the right to further amend the Amended Covenants as hereafter set forth, which Declarant now desires to do; and,

WHEREAS, Declarant presently owns 6 of the 8 lots in Oak Drive Extension, having previously sold and conveyed away lots 3 and 8.

NOW, THEREFORE, the Amended Covenants are hereby further amended, as follows:

1. The minimum square footage for residences as set out in paragraph I of the Amended Covenants (book 928, page 607) is hereby increased from 1400 square feet to 1600 square feet.
2. The provisions appearing under "Section I. General." beginning at the bottom of page 3 of the Amended Covenants are hereby deleted in their entirety and a new Section is hereby substituted in its place, as follows:

Section i. General. There is hereby created a separate Architectural Control Committee for the eight lots in Oak Drive Extension. For so long as Declarant owns any one or more of the eight lots of Oak Drive Extension, Declarant shall be the Architectural Control Committee. At such time as Declarant conveys the last lot it owns in Oak Drive Extension, the authority of the Committee shall transfer to and vest in the Architectural Control Committee of the Brandywine Owners Association.

All complaints pertaining to, or violations of, this Declaration, whether regarding buildings, building additions, fences, shrubbery, animals, general appearance or otherwise, should be reported promptly to the Architectural Control Committee.

No building, fence or wall, sign or other structure shall be commenced, erected or maintained upon a portion of the properties to which this Declaration, or amendments hereto apply, nor shall any addition, change or alteration to any exterior be made until the plans and specifications showing the nature, kind, height, materials, color and locations of the same shall have been submitted to and approved in writing by the Committee.

3. The provisions of this Amended Declaration shall not have the effect of rendering any presently existing structure built upon lots 3 and 8 of Oak Drive Extension non-conforming as to these amended covenants.

IN WITNESS WHEREOF, Declarant has caused this Declaration to be executed in its corporate name by its authorized corporate officer, all by order of its Board of Directors first duly given, the day and year first above written.

GOLF & SHORE PROPERTIES, INC.

BY: *Mary Poineau,*

Mary Poineau, Vice President

STATE OF NORTH CAROLINA

COUNTY OF CARTERET

I, **Denise Lewis**, a Notary Public of the County and State aforesaid, certify that Mary Poineau personally appeared before me this day and acknowledged that she is Vice President of Golf & Shore Properties, Inc., a North Carolina corporation, and that by authority duly given by its board of directors, and as an act of the corporation, the foregoing instrument was signed in its name by her as its Vice President.

Witness my hand and official stamp or seal, this 25th day of September, 2002.

Denise Lewis

Notary Public

My Commission Expires: October 30, 2005