STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

THIS AMENDMENT TO RESTRICTIONS, Made this the 9th day of June, 1980, by OCEAN SIDE CORPORATION, a North Carolina Corporation with principal offices in Shallotte, North Carolina, hereinafter called "DEVELOPER";

WITNESSETH:

THAT WHEREAS, the Developer did, by instrument dated 27 July 1979 and recorded in Deed Book 430, Page 840 of the records of Brunswick County promulgate its General Declaration of Covenants and Restrictions applicable to a subdivision known as "Pier 66", Brunswick County, North Carolina; and whereas, Article 12. D. failed to affirmatively address special assessments, that whereas, only one lot has been conveyed as of the date of this amendment, and it is the intent of the Developer that the rights of the Property Owners' Association to impose special assessments be clearly delineated and reflected as a part of the restrictive covenants.

NOW, THEREFORE, paragraph 12. D., PIER 66 PROPERTY OWNERS' ASSOCIATION, INC. as appears in the General Declaration of Covenants and Restrictions as recorded in Deed Book 430, Page 840 of the Brunswick Registry is hereby amended by adding to the present paragraph the following sentence: "The Board of Directors of the Property Owners' Association may impose special assessments, provided they are uniform for every lot, and that two-thirds of the Board of Directors vote for the proposed assessment at two regular meetings; and further that at least sixty per cent of the property owners owning lots in the subdivision vote, in writing, for the proposed special assessment."

IN TESTIMONY WHEREOF, Ocean Side Corporation has caused this instrument to be executed in its corporate capacity the day and year first above written.

OCEAN SIDE CORPORATION

By: [Signature]

[Seal]

ATTST:

[Signature]

M. J. Heimb, Jr.
Secretary-Treasurer
STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

I, a Notary Public of the County and State aforesaid,
certify that W. J. McLamb, Jr., personally came before me this
day and acknowledged that he is Secretary-Treasurer of OCEAN SIDE
CORPORATION, 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 President, sealed with
its corporate seal and attested by him as Secretary-Treasurer.

WITNESS my hand and official stamp or seal this 11th
day of June, 1980.

[Signature]
Notary Public

My Commission Expires:

4-16-83

STATE OF NORTH CAROLINA, Brunswick County
The Forgoing Certificate(s) of Sharrill W. Hewett, Notary Public

(Here) certified to be correct.

Recorded this 11th day of June 19 80 at 10:48 o'clock A.M. mh

William W. Gaither, Register of Deeds