STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

THIS AMENDMENT TO RESTRICTIONS, made this the 8th day of May, 1985, by OCEAN SIDE CORPORATION, a North Carolina corporation with principal offices in Calabash, 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 did also execute an amendment to these restrictions bearing date of 10 December 1979, recorded in Deed Book 439, Page 830, and did further execute an amendment bearing date of 9 June 1980, recorded in Deed Book 449, Page 824 of the Brunswick County Registry; and whereas, pursuant to Article 2 of the Declaration as appears in Book 430, Page 840, the Declarant reserved the right to amend the restrictive covenants and development plan as therein contained with such amendment to be effective as to all lots in the subdivision whether sold prior to or subsequent to the amendment for modification;

THAT WHEREAS, Declarant has deemed it expedient to make certain amendments and modifications to the Master Development Plan and does now proceed to make such modifications as authorized by the Master Development Plan.

NOW, THEREFORE, the following provisions of the Master Development Plan for Pier 66 as appears in Book 430, Page 840 are hereby amended and modified as follows:

Article 5—ARCHITECTURAL AND BUILDING CONTROL, Garden Homes, Paragraph H is amended by placing a period after the word "brick" and deleting the balance of the sentence and by
adding the sentence "An occupancy permit will not be issued by Ocean Side Corporation until the home has been properly underpinned."

Article 5-ARCHITECTURAL AND BUILDING CONTROL, Patio Homes, Paragraph H is amended by adding the following sentences: "Should the home be underpinned with matching colored metal, the metal shall be the same material as the exterior of the home and the color shall match one of the colors on the exterior of the home. An occupancy permit will not be issued by Ocean Side Corporation until the home has been properly underpinned."

Article 6-SIZE AND PLACEMENT OF RESIDENCES AND STRUCTURES, Garden Homes, Paragraph B is amended by deleting the number "864" and inserting in lieu thereof "960" feet and by deleting the number "38" and inserting in lieu thereof the number "40".

Article 6-SIZE AND PLACEMENT OF RESIDENCES AND STRUCTURES, Patio Home, Paragraph C is amended by deleting the figure "600" and inserting in lieu thereof the figure "840" and by deleting the figure "12 x 50" is deleted and inserted in lieu thereof the figure "14 x 60".

Article 7-PRIVACY FENCES, Paragraph A is amended by deleting the words "in the Terrace Home Station and in the Garden Home Station" and inserting "in all stations in the Subdivision".

Article 7-PRIVACY FENCES, Paragraph B is deleted in its entirety.

Article 10-GENERAL PROHIBITIONS AND REQUIREMENTS is amended by adding new paragraphs as follows:

T. The electric utility supplier providing electricity to the lot shall not hook up and provide the primary electric service to any residence located on any lot within any area of
the subdivision until the owner thereof has obtained a certificate of occupancy from Ocean Side Corporation and presented it to the electricity provider.

U. No television satellite dish or disc shall be placed on any lot in the subdivision except under following conditions: (1) The disc must be placed on the rear of the lot, and (2) The disc must be shielded from view from the street side of the property.

A new paragraph bearing number 14 is added as follows:

14. CHANGE OF SUBDIVISION NAME

All subdivision maps, namely those appearing in Map Cabinet K, Page 256 and Map Cabinet L, Page 177 have references to the subdivision under the name of "Pier 66", and also the Master Declaration and the amendments as identified in the preamble to this amendment refer to the subdivision under the name of "Pier 66". The Declarant has ascertained that there has been some question on the part of the public about the use of this name in that some people assume that Pier 66 is a public pier or boat ramp facility; whereas, in truth and in fact, it is a private real estate subdivision. Because of this confusion, the Declarant does hereby change the name of the subdivision from "Pier 66" to "River Run Plantation".

The Master Declaration together with all of the amendments of record namely, Master Declaration appearing in Deed Book 430, Page 840 and the amendments appearing in Deed Book 439, Page 830 and Deed Book 449, Page 824 is hereby amended by deleting the words "Pier 66" everywhere they appear in such documents and in every such place inserting the name "River Run Plantation".

The subdivision maps which are recorded bear the designation of "Pier 66" and those maps cannot be altered or modified; therefore, any deed containing descriptions of a lot in the subdivision bearing the name of "Pier 66" and referring
to a recorded plat shall in all respects remain a valid description; the declarant, however, from this date forward shall for its description use the new subdivision name of "River Run Plantation" and place in parentheses after the name the following words "(formerly designated as Pier 66)". In all cases the appropriate map reference shall continue to be used.

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: Mason J. Anderson

Secretary-Treasurer

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

I, Thresa Inman, a Notary Public of the
County and State aforesaid, certify that W. J. MCLAMB, JR.
personally came before me this day and acknowledged that she/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 its Secretary/Treasurer.

Witness my hand and official stamp or seal,
this 10th day of May, 1985.

Theresa Inman
Notary Public

Commission Expires:

STATE OF NORTH CAROLINA, Brunswick County
Theresa Inman, Notary Public

Recorded this 10th day of May 1985 at 4:21 o'clock P.M.

Robert J. Robinson, Register of Deeds