STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

THIS AMENDMENT TO MASTER DECLARATION AND DEVELOPMENT PLAN, Made this the 30th day of March, 1987, by OCEAN SIDE CORPORATION, a North Carolina corporation with principal offices in Calabash, North Carolina, hereinafter called "Developer":

WITNESSETH:

THAT WHEREAS, The Amended Consolidated Master Declaration for River Run Plantation Subdivision is duly recorded in Book 630, Page 779 of the Brunswick County Registry. Article 2, TERM, states: "... Ocean Side Corporation reserves the right to modify or amend these restrictions after any plat has been recorded subjecting the lot thereon to them, provided such modification of the restrictions does not materially alter the basic plan of development of the subdivision or the particular station involved. Once the Restrictions have been amended or modified, such amendment or modification shall extend to and be applicable to all the lots subject to the amendment or modification, whether said prior to or subsequent to such amendment or modification."

WHEREAS, the Developer has deemed it expedient to make certain amendments and modifications to the Amended Consolidated Master Declaration and does now proceed to make such modifications and amendments as authorized by the Amended Consolidated Master Declaration.

NOW, THEREFORE, the following provisions of the Amended Consolidated Master Declaration for River Run Plantation as appears in Book 630, Page 779 of the Brunswick County Registry are hereby amended as follows:

Article 5-ARCHITECTURAL AND BUILDING CONTROL, Terrace Homes. Paragraph H is amended by striking the figure "$50.00" in the first sentence and replacing it with "$150.00" and is further amended by adding a new sentence at the end of the first sentence as follows: "The fee shall be payable to the
be set by the Property Owners Association as it deems appropriate considering its expense in administering the plan review.

Article 5-ARCHITECTURAL AND BUILDING CONTROL, Garden Homes, Paragraph G is amended by striking the figure "$50.00" and replacing it with "$150.00" and is further amended by adding a new sentence at the end of the first sentence as follows: "The fee shall be payable to the Property Owners Association once it is formed, and the fee may be set by the Property Owners Association as it deems appropriate considering its expense in administering the plan review.

Article 5-ARCHITECTURAL AND BUILDING CONTROL, Patio Homes, Paragraph G is amended by striking the figure "$50.00" and replacing it with "$150.00" and is further amended by adding a new sentence at the end of the first sentence as follows: "The fee shall be payable to the Property Owners Association once it is formed, and the fee may be set by the Property Owners Association as it deems appropriate considering its expense in administering the plan review.

Article 6-SIZE AND PLACEMENT OF RESIDENCES AND STRUCTURES, Paragraph A shall be deleted in its entirety and a new paragraph inserted in lieu thereof as follows:

A. Terrace Homes shall have a minimum square footage of fully enclosed floor area devoted to living purposes (exclusive of roofed and unroofed porches, sun decks, patios, terraces, carports, and other buildings) as follows: Stations 1 and 4, 1000 square feet; Station 5, 1450 square feet; and Station 6, 1250 square feet.

Article 10-GENERAL PROHIBITIONS AND REQUIREMENTS shall have an new Paragraph V added as follows:

V. In order to enhance the scenic beauty of the plantation and to prevent distraction and clutter on the lots, no commercial signs including "For Sale" or "For Rent" signs shall be placed on or allowed on any lot in River Run Plantation notwithstanding that those lots sold in Stations 1, 2 and 3
than three (3) square feet in size and be placed behind the thirty (30) foot set back line. Such sign must also be of colors which will generally coordinate with the signage on the streets in the subdivision, namely a gray background with white lettering; and such signs may only display the words "For Sale" or "For Rent" with the name and telephone number to contact.

Any sign placed upon any lot in violation of this requirement may be removed by the Developer, its agents or employees.

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 H. Anderson, President

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 its Secretary-Treasurer.

WITNESS my hand and official stamp or seal, this 30th day of March, 1987.

[Signature]
Notary Public

Commission Expires: 11-7-88

STATE OF NORTH CAROLINA, Brunswick County
The Foregoing Certificate(s) of ANN B. ANDERSON, NOTARY PUBLIC

(a)(are) certified to be correct.

 Recorded this 31st day of March, 1987, at 3:48 o'clock P.M.

Robert J. Robinson, Register of Deeds

[Signature]