STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

AMENDMENT TO AMENDED CONSOLIDATED MASTER DECLARATION AND DEVELOPMENT PLAN OF RIVER RUN PLANTATION

This amendment to Amended Consolidated Master Declaration and Development for River Run Plantation made this the 1st day of September, 1991, by River Run Plantation Property Owner's Association, Inc., a North Carolina corporation with offices located in River Run Plantation, Bolivia, North Carolina;

WHEREAS, Ocean Side Corporation (hereinafter, "Developer"), is the developer of certain lands located near Sunset Harbor, Brunswick County, North Carolina;

WHEREAS, Developer has heretofore established a master declaration and development plan containing covenants, conditions, and restrictions to apply thereto, as recorded in Book 448 at Page 84 of the Brunswick County Registry and amended by these amendments appearing in Book 439 at Page 830, Book 449 at Page 824, and Book 605 at Page 237 and amended by Amended Consolidated Master Declarations appearing in Book 639 at Page 779, amended in Book 666 at Page 499 and by Amended Consolidated Master Declaration in Book 687 at Page 865 of the Brunswick County Registry as amended in Book 689 at Page 72 of the Brunswick County Registry and Amended Consolidated Master Declaration and Development for River Run Plantation Including Covenants, Conditions, and Restrictions recorded in Book 728 at Page 782 of the Brunswick County Registry; the later being for the purpose of incorporating the afore
WHEREAS, pursuant to numbered paragraph two of said document, River Run Plantation Property Owners' Association, Inc. (herein 'Association') was designated for the general purpose of furthering and promoting the community welfare of property owners in the subdivision and the power of levy of uniform annual charges per every lot owner subject to these restrictions as well as assessments.

WHEREAS, by numbered paragraph thirteen of said document all rights, duties and obligations described in said document for Developer were to be transferred to and assumed by the Association;

WHEREAS, Association has been legally formed and by deed recorded in Book 820 at Page 596 of the Brunswick County Registry, said rights, duties and obligations of Developer were transferred to Association including the authority of Developer to amend the Master Declaration;

WHEREAS, Association deems it expedient to make certain amendments and modifications to the amended Consolidated Master Declaration and Development to River Run Plantation including covenants, conditions, and restrictions recorded in Book 728 at Page 782 of the Brunswick County Registry;
NOW, THEREFORE, the following provisions of the amended
Consolidated Master Declaration and Development of River Run
Plantation as appears in Book 728 at Page 782 of the Brunswick
County Registry are hereby amended and modified as follows:

10. (Q) General Prohibitions and Requirements. No lot shall
be subdivided, or its boundary lines changed except with the
written consent of River Run Plantation Property Owner's
Association, Inc. In the event Ocean Side Corporation has prior
to the date of this amendment sold two or more lots as one lot on
which lot(s) improvements have been constructed or are in the
process of construction pursuant to the architectural standards
set forth for each station, then in such event the owner of said
lot(s) at his option may consolidate as one lot for the purpose
of fees and assessments those multiple lots. The exercise of
such option is to be evidenced by Notice of Declaration of
Modified Building Lot as per the sample form attached hereto and
incorporated herein by reference, and such option shall not
become effective until the said notice is duly recorded in the
Brunswick County Registry. Failure by the owner of such lot(s)
to file such notice within 365 days of the adoption of this
amendment shall be a conclusive presumption that the owner of
said lot(s) makes no claim to a modified building lot as defined
in paragraph 10 (Q) of that document recorded in Book 728 at
Page 782 of the Brunswick County Registry.

Three hundred and sixty five days from the date of this
amendment, all lots, the owners of which are entitled to exercise
such option but who have not recorded in the Brunswick County
10. (V) General Prohibitions and Requirements. In order to enhance the scenic beauty of the plantation and to prevent distraction and clutter on the lots, no For Sale, For Lease, or For Rent Signs; no Commercial Signs or Advertising Signs, shall be placed on or allowed on any lot in River Run Plantation.

10. (V) General Prohibitions and Requirements. No business or commercial enterprise shall be operated in River Run Plantation with the exception of home occupations which are permitted provided:

(i) No signs or advertisements are visible from the exterior of the home.

(ii) No transactions or services with business customers or the general public take place in the home or on the premises.

(iii) The home occupation does not emit noises or cause noxious fumes or otherwise irritate or become a nuisance to the normal residential environment of the neighborhood.

(iv) The home occupation does not create additional vehicular parking at the home or on the premises.

12. (D) River Run Plantation Property Owner's Association, Inc.

The Association shall have all the powers that are set out in its Articles of Incorporation and all other powers that
belong to it by operation of law, including, but not limited to, the power of levy against every member of the Association. The amount of said charges to be determined by the Board of Directors of the Association after consideration of current maintenance needs and future needs of the Association, for the purposes set forth in its Articles of Incorporation. The Board of Directors of the Association may impose special assessments provided two-thirds of the Board of Directors vote the proposed assessments at two regular meetings, and further that at least 60 percent of the property owners vote in writing for the proposed special assessment.

Except as herein amended, the said Master Declaration shall remain in full force and effect pursuant to the terms and conditions of said declaration.

IN TESTIMONY WHEREOF, Association has caused this instrument to be executed on its behalf in such manner as made and provided by law the 5th day of September, 1991.

RIVER RUN PROPERTY OWNERS ASSOCIATION, INC.

By: [Signature]

President