STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

AMENDMENT TO AMENDED CONSOLIDATED
MASTER DECLARATION AND DEVELOPMENT
FOR RIVER RUN PLANTATION
BRUNSWICK COUNTY, N.C.

This amendment to Amended Consolidated Master Declaration and
Development for River Run Plantation made this the 11th day of
November, 1992 by River Run Plantation Property Owner's Association,
Inc., a North Carolina corporation with offices located in River
Run Plantation, Bolivia, North Carolina;

W I T N E S S E T H:

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 430 at Page
84 of the Brunswick County Registry and amended by those 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 630 at Page 779, amended in Book 686
at Page 499 and by Amended Consolidated Master Declaration in Book
687 at Page 685 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 702 and amended by amendment to

Prepared by: HCFV
Amended Consolidated Master Declaration and Development for River Run Plantation recorded in Book 856 at Page 59 of the Brunswick County Registry;

WHEREAS, pursuant to numbered paragraph two of the document recorded in Book 728 at Page 70 of the Brunswick County Registry, Developer reserved the right to modify or amend the restrictions;

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 Association;

WHEREAS, Association has been legally formed and by deed recorded in Book 828 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 For River Run Plantation Including Covenants, Conditions, and Restrictions recorded in Book 728 at Page 702 of the Brunswick County Registry;

NOW, THEREFORE, the following provisions of the amended Consolidated Master Declaration and Development For River Run Plantation Including Covenants, Conditions and Restrictions as appears in Book 728 at Page 702 of the Brunswick County Registry are hereby amended and modified as follows:

2. TERM.

These restrictions shall affect and run with the land and
shall exist and be binding upon all parties and all persons claiming under them until December 31, 2010, and shall continue in force and effect thereafter until sixty (60) percent of the owners have, by written vote, agreed to amend or terminate them. River Run Plantation Property Owner's Association, Inc. reserves the right to modify or amend these restrictions, provided such modification of the restrictions does not materially alter the basic plan of development of the subdivision or the particular station involved. Such amendment shall be by act of the Board of Directors as provided in the by-laws and when such action is taken by the Board of Directors it shall immediately give notice to the members of the association of such action. Such action must be ratified by sixty percent of those members present at the next annual or special meeting of the members of the association. The amendment is effective upon ratification upon which a Declaration of Amendment shall be duly registered in the Brunswick County Registry. Once the restrictions have been amended or modified, as herein provided, such amendment or modification shall extend to and be applicable to all the lots subject to the amendment or modification, whether sold prior to or subsequent to such amendment or modification.

IN TESTIMONY WHEREOF, Association has caused this instrument to be executed on its behalf in such matter as made and
provided by law this 11TH day of August, 1992.

RIVER RUN PROPERTY OWNERS ASSOCIATION, INC.

BY:

ATTEST:

Carol Ann Jenkins
SECRETARY
(CORPORATE SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that Carol Ann Jenkins personally came before me this day and acknowledged that she is Secretary of River Run Plantation Property Owners Association, Inc. 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 her as its Secretary.

Witness my hand and official stamp or seal, this 11TH day of November, 1992.

Charles Herbert McCarthy, Jr.
NOTARY PUBLIC

My Commission Expires:
MAY 25, 1993

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The foregoing (or annexed) Certificates of Charles H. McCarthy, Jr.

Notary(ies) Public (if any) Certified to be Correct.
This instrument was filed for Registration on the Day and Hour in the Book and Page shown on the First Page hereof.

Robert J. Robinson, Register of Deeds