

THIRD AMENDMENT TO AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR BALD HEAD ISLAND HARBOUR

THIS THIRD AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR BALD HEAD ISLAND HARBOUR is made as of the 21st day of March, 1999, as follows:

WHEREAS, Bald Head Island Limited, a Texas limited partnership, is the owner and developer of that certain real property on Bald Head Island known as Bald Head Island Harbour, Brunswick County, North Carolina; and;

WHEREAS, Bald Head Island Limited, as Declarant, has heretofore caused to be recorded in the records of the Brunswick County Registry in Book 985 at Page 384, Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Island Harbour, and has further caused to be recorded in said Registry in Book 991 at Page 1022, and in Book 1185 at Page 928, certain Amendments to said Amended and Restated Declaration; and,

WHEREAS, Article XI, Section 6 of said Declaration provides as follows:
"The Declarant, without the consent or approval of any other owner, shall have the right to amend this Declaration to conform to the requirements of law or governmental agency having legal jurisdiction over the Property . . . including without limitation, ecological controls, construction standards, aesthetics, and matters affecting the public health, safety and general welfare, . . . or any agency of the State of North Carolina requiring an amendment as a condition of approval, or suggesting an amendment, shall be sufficient evidence of the approval of such amendment of by such corporation or agency."; and,

WHEREAS, Bald Head Island Limited, Declarant and developer of the hereinafter described Lot, as shown on that certain plat of survey recorded in the aforesaid Registry in Map Cabinet Y at Page 313, has, in accordance with Title 15 NCAC 2H.1003(a)(2), recorded certain restrictions and protective covenants pertaining to the impervious coverage of said lots, and is required to record amended covenants should the identification or proposed use of said lots change;

NOW, THEREFORE, Declarant, Bald Head Island Limited, hereby declares that in accordance with Title 15 NCAC 2H.1003(a)(2), the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Island Harbour, dated June 1, 1994, and recorded in the Brunswick County Registry in Book 985, Page 384, as heretofore amended, are further amended as follows:

As to Lot #198, as shown on that plat of survey for Bald Head Island Harbour, recorded in Map Cabinet 17, Page 176 of the Brunswick County Registry, which Lot was formerly identified as Lot #58 in the permit issued by the State of North Carolina for Stormwater Project No. SW8 940417, no more than three thousand (3000) square feet shall be covered by structures and/or paved surfaces, including walkways or patios of brick, stone, slate or similar materials, and said Lot shall be used for single-family residential purposes.

RET Judy
TOTAL 10 REV _____ TC# _____
REC# 16 CK AMT 10 CK# 154
CASH _____ REF _____ BY AF

This Amendment is intended to insure continued compliance with stormwater runoff rules adopted by the State of North Carolina and therefore benefits and may be enforced by the State of North Carolina. The covenants contained herein are to run with the land and shall be binding on all parties and all persons claiming under them.

The covenants pertaining to stormwater regulations may not be changed or deleted without concurrence of the State. Runoff from all impervious areas of all designated Lots must be directed into the system. Alteration of the drainage as shown on the approved plan may not take place without the concurrence of the State. Lots within the Coastal Area Management Act's Area of Environmental Concern may be subject to a reduction in their allowable built-up area due to CAMA regulations.

IN WITNESS WHEREOF, the undersigned being the Declarant herein has caused this instrument to be executed by its duly authorized attorney in fact, under seal, this the 9th day of March, 1999.

BALD HEAD ISLAND LIMITED (SEAL)
a Texas Limited Partnership

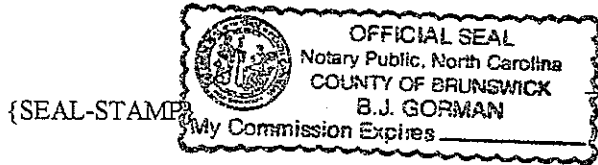
By [Signature] (SEAL)
M. Kent Mitchell
Attorney in Fact

STATE OF NORTH CAROLINA
BRUNSWICK COUNTY

I, B.J. Gorman, a Notary Public for said County and State, do hereby certify that M. Kent Mitchell, attorney in fact for Bald Head Island Limited, personally appeared before me this day, and being by me duly sworn, says that he executed the foregoing and annexed instrument for and in behalf of the said Bald Head Island Limited, and that his authority to execute and acknowledge said instrument is contained in an instrument duly executed, acknowledged, and recorded in the office of the Register of Deeds in the County of Brunswick, State of North Carolina, in Deed Book 1143 at Page 912, and that this instrument was executed under and by virtue of the authority given by said instrument granting him power of attorney.

I do further certify that the said M. Kent Mitchell acknowledged the due execution of the foregoing an annexed instrument for the purposes therein expressed for and in behalf of the said Bald Head Island Limited.

WITNESS my hand and official seal, this the 9th day of March, 1999.



B.J. Gorman
Notary Public
My commission expires: 3/10/03

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of B. J. Gorman

Notary(ies) Public is (are) Certified to be Correct.

This Instrument was filed for Registration on this 11 Day of March, 1999
in the Book and Page shown on the First Page hereof.

[Signature]
ROBERT J. ROBINSON, Register of Deeds