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 Presenter Judy Ward Ret: IS
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**SEVENTH AMENDMENT TO AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR BALD HEAD ISLAND HARBOUR**

This Seventh Amendment to the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Island Harbour is dated for purposes of reference only this 8th day of December, 2008, and is made and entered into by the Harbour Association of Bald Head Island, a North Carolina nonprofit corporation ("Harbour Association"), upon vote duly made by the members of the Harbour Association, as certified by the Harbour Association;

WITNESSETH:

WHEREAS, by Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Island Harbour, recorded in Book 985, Page 384 of the Office of the Register of Deeds for Brunswick County, North Carolina, as subsequently amended (the "Covenants"), the property described in the Covenants was made subject thereto; and,

WHEREAS, the Covenants fail to address the potential use of the aforesaid properties and the improvements thereon as "timeshares" under North Carolina law; and,

WHEREAS, the members of the Harbour Association have determined, by the signed written vote of not less than fifty percent (50%) of the owners of the lots now existing, that it is in the best interest of the Association and its members to prohibit timeshare use of residential properties, and to amend Article VII of the Covenants to so provide;

NOW, THEREFORE, the Covenants are hereby amended as follows:

1. A new subparagraph "h." shall be added to Article VII of the Covenants, "Use Restrictions", to read as follows:

h. As used within this Declaration, a limitation on the use of any numbered lot to "single family residential purposes only" under Article VIII herein shall prohibit the use of any such lot (or any living unit constructed thereon) as a "timeshare". For purposes of this subparagraph, a "timeshare" shall be any utilization that requires registration with the State of North Carolina under Chapter 93A, Article 4, of the North Carolina General Statutes or any successor statute. The provisions of this subparagraph shall be specifically applicable to all lots currently subject to the Declaration except lots numbered 1A, 1B, 2, 3, 21, 22, 86, 87, 219, and Keelson Row lots 64 through 85, and shall apply to any properties that may hereafter be annexed to the Subject Property pursuant to Article III of the Declaration.



2. It is expressly understood that, to the extent necessary, the definitions contained in the Covenants and in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Association shall be applicable to the defined terms, if any, within this Seventh Amendment.

3. Except as set out herein, all of the terms, provisions, conditions and restrictions contained in the Covenants, including all amendments thereto, shall remain in full force and effect.

4. As required by Article XI, paragraph 4 of the Covenants, attached hereto is a certification duly adopted by the Board of Directors of the Association certifying that this Seventh Amendment has been approved by the required written vote of the Members of the Harbour Association.

IN WITNESS WHEREOF, the Harbour Association of Bald Head Island has executed this instrument, under seal, this the 16th day of December, 2008.



HARBOUR ASSOCIATION OF BALD HEAD ISLAND

By Anita M. Schnog (SEAL)
Anita Schnog, President

ATTEST:

Joyce C. Fulton
Joyce C. Fulton, Secretary

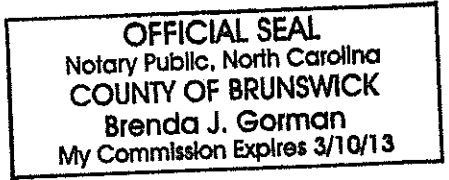
STATE OF NORTH CAROLINA,
BRUNSWICK COUNTY

I, Brenda J. Gorman a Notary Public for the County and State aforesaid, certify that Joyce C. Fulton personally came before me this day and acknowledged that she is the Secretary of the Harbour Association of Bald Head Island, a North Carolina nonprofit 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 seal, this the 16th day of December, 2008.

{stamp or seal}

Brenda J. Gorman
Notary Public
My commission expires: 3/10/13





CERTIFICATION

The Board of Directors of the Harbour Association of Bald Head Island hereby certifies, in accordance with the requirement of Article XI, paragraph 4 of the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Island Harbour, as recorded in Book 985, Page 384, Brunswick County Registry, that said Declaration has been amended upon the proper written vote of owners of not less than fifty (50%) percent of the Lots within said Association, and that the Amendment to which this Certification is attached, upon recordation, is certified to be valid, properly adopted, and of full force and effect.

This the 19th day of December, 2008.

By: Anita M. Schnog
Anita Schnog, Director

By: Joyce C. Fulton
Joyce C. Fulton, Director

By: Bill Waddell
Bill Waddell, Director

By: _____
Dan McLamb, Director

By: _____
Joan Thomas, Director

CERTIFICATION

The Board of Directors of the Harbour Association of Bald Head Island hereby certifies, in accordance with the requirement of Article XI, paragraph 4 of the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Island Harbour, as recorded in Book 985, Page 384, Brunswick County Registry, that said Declaration has been amended upon the proper written vote of owners of not less than fifty (50%) percent of the Lots within said Association, and that the Amendment to which this Certification is attached, upon recordation, is certified to be valid, properly adopted, and of full force and effect.

This the 19th day of December, 2008.

By: _____
Anita Schnog, Director

By: _____
Joyce C. Fulton, Director

By: _____
Bill Waddell, Director

By: 
Dan McLamb, Director

By: _____
Joan Thomas, Director



CERTIFICATION

The Board of Directors of the Harbour Association of Bald Head Island hereby certifies, in accordance with the requirement of Article XI, paragraph 4 of the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bald Head Island Harbour, as recorded in Book 985, Page 384, Brunswick County Registry, that said Declaration has been amended upon the proper written vote of owners of not less than fifty (50%) percent of the Lots within said Association, and that the Amendment to which this Certification is attached, upon recordation, is certified to be valid, properly adopted, and of full force and effect.

This the 19th day of December, 2008.

By: _____
Anita Schnog, Director

By: _____
Joyce C. Fulton, Director

By: _____
Bill Waddell, Director

By: _____
Dan McLamb, Director

By: Joan A Thomas
Joan Thomas, Director