

AMENDMENT TO SUPPLEMENTAL
DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR THE PENINSULA AT HARBOUR VILLAGE

THIS AMENDMENT TO SUPPLEMENTAL DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR THE PENINSULA AT HARBOUR VILLAGE is
made as of the 30th day of December, 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,
including that portion of the Harbour known as The Peninsula at Harbour Village, all located in the
Village of Bald Head Island, 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 1291 at Page 1007, that certain Supplemental
Declaration of Covenants, Conditions and Restrictions for The Peninsula at Harbour Village; and,

WHEREAS, Paragraph 8 of the aforesaid Supplemental Declaration provides as follows:
"To the extent that the State of North Carolina should revise its existing stormwater permit to allow
greater impervious surface on any one or more of said Revised Lots, upon filing by Declarant or the
Association of a notice of said change in permit with the HARB, the impervious surface limitation as to
said lot or lots shall be automatically deemed amended to comply with the increased impervious surface
limitation allowed by the State of North Carolina by permit."; and,

WHEREAS, Bald Head Island Limited, Declarant, has filed or will file with the HARB notice
of a change in the existing stormwater permit from the State of North Carolina, allowing, inter alia,
greater impervious surface on Lot 208 of The Peninsula at Harbour Village, one of the Revised Lots
subject to the aforesaid Supplemental Declaration;

NOW, THEREFORE, Declarant, Bald Head Island Limited, hereby declares that pursuant to
Paragraph 8 of the Supplemental Declaration, and in accordance with the stormwater permit (as
revised) under Title 15 NCAC 2H.1003(a)(2), Exhibit A to the Supplemental Declaration of
Covenants, Conditions and Restrictions for The Peninsula at Harbour Village, dated April 1, 1999, and
recorded in the Brunswick County Registry in Book 1291, Page 1007, is hereby amended as follows:

As to Lot #208, as shown on that plat of survey for The Peninsula at Harbour Village,
recorded in Map Cabinet 21, Page 79 of the Brunswick County Registry, the
"Allowable Built Upon Area (Square Feet)" shall be 2,500. As to Lot #219, as shown
on the aforesaid plat of survey, the "Allowable Built Upon Area (Square Feet)" shall be
300. Except as specifically set forth herein, said Exhibit A to the Supplemental
Declaration shall remain unchanged and in full force and effect.

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #34366 Book 1352Page 298
01/06/2000 08:58am Rec# 32662

RET Jude Ward
TOTAL 10.00 REV _____ TC# _____
REC# 38 CK AMT 10.00 CK# 1222
CASH _____ REF _____ BY [Signature]

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 30th day of December, 1999.

BALD HEAD ISLAND LIMITED (SEAL)
a Texas Limited Partnership

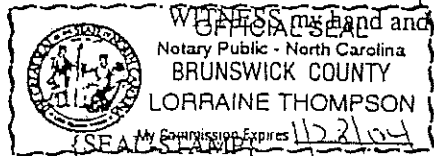
By: [Signature] (SEAL)
Kenneth M. Kirkman
Attorney in Fact

STATE OF NORTH CAROLINA
BRUNSWICK COUNTY

I, Lorraine Thompson, a Notary Public for said County and State, do hereby certify that Kenneth M. Kirkman, 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 916, 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 Kenneth M. Kirkman acknowledged the due execution of the foregoing and annexed instrument for the purposes therein expressed for and in behalf of the said Bald Head Island Limited.

WITNESSED and official seal, this the 30 day of December, 1999.



Lorraine Thompson
Notary Public
My commission expires: _____

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of LORRAINE THOMPSON

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

This Instrument was filed for Registration on this 6th Day of January 2000
in the Book and Page shown on the First Page hereof.

Robert J. Robinson
ROBERT J. ROBINSON, Register of Deeds