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'97 MAY 14 PM 1 56

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

RECORDED AND VERIFIED *DM*
MARY SUE OOTS
REGISTER OF DEEDS
NEW HANOVER CO. NC

FIRST AMENDMENT IN 1997 TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
MASONBORO FOREST, ALL PHASES

THIS FIRST AMENDMENT IN 1997 TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF MASONBORO FOREST, ALL PHASES,
(hereinafter referred to as the "Amendment") is made and entered
into this 18th day of MARCH, 1997, by and among the
undersigned.

RECITALS:

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1. By a Declaration of Covenants, Conditions and
Restrictions recorded in Book 2086, at Page 176 et seq. of the New
Hanover County Registry (the "Registry"), Masonboro Forest, Inc.
subjected the Properties to certain covenants, conditions and
restrictions. The Declaration of Covenants, Conditions and
Restrictions recorded in Book 2086 at Page 176 et seq. of the
Registry are hereinafter collectively referred to as the
"Declaration".

2. Article VI, Section 3, of the Declaration provides that
the Declaration can be amended during the first twenty (20) year
period by an instrument signed by not less than eighty percent
(80%) of the Lot owners, and thereafter by an instrument signed by
not less than sixty percent (60%) of the Lot Owners. Any
amendment must be recorded.

3. The MASONBORO FOREST Homeowners Association, Inc. is the
property Homeowners Association having certain power and authority
over the development known as MASONBORO FOREST, and it joins in
the execution thereof for the purpose of consenting to and
acknowledging the amendment(s) to the Declaration set forth
hereinafter.

NOW, THEREFORE, in consideration of the premises and other
valuable considerations, the receipt and legal sufficiency of
which are hereby acknowledged, the undersigned hereby adopt the
following Amendments to the Declaration and declare that all of
the property known as MASONBORO FOREST (the "Properties") as

RETURNED TO
You, J.A. & M. Allen

468316

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described in the Declaration shall be held, sold, mortgaged, hypothecated, and conveyed subject to the easements, restrictions, covenants and conditions set forth in the Declaration, as the same are amended by this Amendment, which are for the purpose of protecting the value and desirability of, and which shall run with the Properties and be binding upon all parties having any right, title or interest in the Properties, or any part thereof, and their respective heirs, personal representatives, successors and assigns, and shall inure to the benefit of each Owner and their respective heirs, personal representatives, successors and assigns.

FIRST AMENDMENT

Amend Article IV, Section 2. Purpose of Assessments of the Declaration by deleting the words "and the payment for life guards".

SECOND AMENDMENT

Amend Article IV, Section 3 titled Maximum Annual Assessment omit the words "the maximum annual assessment shall be TWO HUNDRED FORTY AND 00/100 DOLLARS (\$240.00) per Lot" and replace with "the maximum annual assessment shall be FOUR HUNDRED TWENTY AND 00/100 (\$420.00) per Lot".

THIRD AMENDMENT

Amend Article V, Section 2 titled Standards for Approval of the Declaration by adding as the second sentence of the eighth paragraph of Section 2 "The Declarant shall be the sole arbitrator as to what is to be traditional southern style architecture."

FOURTH AMENDMENT

Amend Article V titled "Architectural Control Committee Procedures" by adding new Section 1 titled Architectural Control Committee All duties and responsibilities conferred upon the Board or the Architectural Control Committee by this Declaration or the Bylaws of the Association shall be exercised and performed by the **Declarant** or its Designee, so long as **Declarant** shall own any lot in the Properties or any additions annexed thereto by Supplemental Declaration or Amendment to this Declaration. The Architectural Control Committee shall consist of three persons who need not be Lot Owners of the Association.

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Amend Article VI, Section 6 titled Storm Water Runoff by adding "Further in accordance with these regulations the Declarant has engineered a storm water plan for all of Masonboro Forest which includes natural drainage patterns, swails and retention ponds for the general flow of storm water. Each lot owner shall be required to develop and maintain his lot in such a manner that is consistent with this storm water plan."

SIXTH AMENDMENT

Amend Article VI, Section 7 titled Amenities by omitting "Declarant has or is obligated to construct on the Common Area a clubhouse consisting of approximately 2500 square feet of heated space, a swimming pool with poolhouse and a minimum of two (2) tennis courts." and replace with "Declarant has or is obligated to construct on the Common Area a clubhouse consisting of approximately 2500 square feet of covered space, a swimming pool with poolhouse and a minimum of two (2) tennis courts."

SEVENTH AMENDMENT

Amend Article VI, Section 13 titled Parking by adding to the end of the existing paragraph "No boat, motor boat, camper, trailer, motor or mobile homes, or similar type vehicle, shall be permitted to remain on any lot, or in parking spaces, at any time, unless by consent of the Association."

EIGHTH AMENDMENT

Amend Article VI title "General Provisions" by adding new Section 19 titled Mailboxes. All mailboxes shall be of one design and color approved by the Architectural Control Committee. Each owner shall be responsible for the maintenance, repair and/or replacement of said mailbox.

NINTH AMENDMENT

Amend Article VI, Section 11 titled Fences by deleting the sentence "Absent an extraordinary showing of need by the owner of a Lot or Living Unit, no fence shall be allowed along any property line, no fence shall be allowed in any front yard and no fence shall be allowed in any side yard."

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END OF AMENDMENTS

EXCEPT as specifically amended by this First Amendment in 1997 to Declaration of Covenants, Conditions and Restrictions of MASONBORO FOREST, All Phases, all of the remaining terms, conditions, provisions, covenants and restrictions of the Declaration shall be and remain in full force and effect.

All of the amendments to the Declaration set forth hereinabove shall be effective on the date of this instrument is recorded in the office of the Register of Deeds of New Hanover County, North Carolina.

The signature pages to the Amendment are attached hereto and made a part hereof by this reference.

IN TESTIMONY WHEREOF, said parties have caused this instrument to be executed in their corporate names by their corporate officers, and their corporate seals to be hereto affixed, all by order of their Boards of Directors first duly given, this the day and year first above written.

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SIGNATURE PAGE

To: First Amendment in 1997 to Declaration of Covenants, Conditions and Restrictions of MASONBORO FOREST, All Phases.

MASONBORO FOREST HOMEOWNERS ASSOCIATION, INC.

BY: [Signature]
HOA PRESIDENT

ATTEST:
BY: [Signature]
HOA SECRETARY
(Corporate Seal)

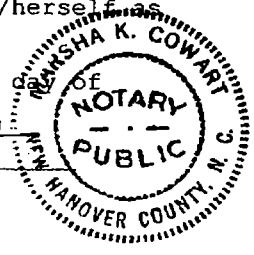


STATE OF North Carolina
COUNTY OF New Hanover

I, Marsha K. Cowart, a Notary Public in and for the County and State aforesaid do hereby certify that Lionel L. Yow personally appeared before me this day and acknowledged that he/she is HOA Secretary of Masonboro Forest Homeowners Association, Inc., and that, by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its HOA President, sealed with its corporate seal, and attested by himself/herself as its HOA Secretary.

WITNESS my hand and notary seal this the 25th March, 1997.

Marsha K Cowart
NOTARY PUBLIC



MY COMMISSION EXPIRES:
2-2-99

MASONBORO FOREST, INC.
BY: [Signature]
President

ATTEST:
BY: [Signature]
SECRETARY
(Corporate Seal)

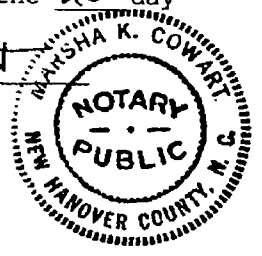


STATE OF North Carolina
COUNTY OF New Hanover

I, Marsha K. Cowart, a Notary Public of the aforesaid County and State do hereby certify that John A. Elmore II personally came before me this day and acknowledged that he is the Secretary of Masonboro Forest, Inc., a North Carolina Corporation, and that by authority duly given and as an act of the Corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by its Secretary.

WITNESS my hand and official stamp or seal, this the 25th day of March, 1997.

Marsha K Cowart
NOTARY PUBLIC



MY COMMISSION EXPIRES: 2-2-99

SIGNATURE PAGE

We, the undersigned, by the execution hereof, join in the execution of the vote affirmative for, that First Amendment in 1997 to the Declaration of Covenants, Conditions and Restrictions for MASONBORO FOREST, All Phases, to which this Signature Page shall be attached and incorporated therein.

Owner: Lots 301 and 306

BLANTON BUILDING, INC

By:

[Signature]
President

ATTEST:

BY: Wendy P. Register
Asst. SECRETARY (Corporate Seal)

STATE OF North Carolina

COUNTY OF New Hanover



I, Robin L. Woodruff, a Notary Public of the aforesaid County and State do hereby certify that Wendy P. Register personally came before me this day and acknowledged that she is the Asst. Secretary of Blanton Building, Inc., a North Carolina Corporation, and that by authority duly given and as an act of the Corporation, the foregoing instrument was signed in its name by its Asst. President, sealed with its corporate seal, and attested by as its Asst. Secretary.

WITNESS my hand and official stamp or seal, this the 18th day of March, 1997.

Robin L. Woodruff
NOTARY PUBLIC

MY COMMISSION EXPIRES:

MY COMMISSION EXPIRES 8/31/2000

Owner: Lots 302 and 308

MANLY HOPKINS, INC.

By:

[Signature]
President

ATTEST:

BY: John M. Pollard, Jr.
SECRETARY (Corporate Seal)

STATE OF North Carolina

COUNTY OF New Hanover



I, Caron C. Campbell, a Notary Public of the aforesaid County and State do hereby certify that John M. Pollard, Jr. personally came before me this day and acknowledged that he is the Secretary of Manly Hopkins, Inc., a North Carolina Corporation, and that by authority duly given and as an act of the Corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by as its Secretary.

WITNESS my hand and official stamp or seal, this the 18th day of March, 1997.

Caron C. Campbell
NOTARY PUBLIC

MY COMMISSION EXPIRES: 8/11/98



Owner: Lots 303 and 305

AWK, INC., D/B/A KENT HOMES
AND ASSOCIATES.

By: [Signature]
President

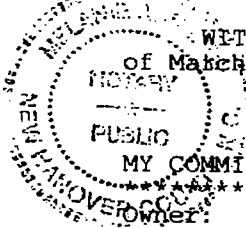


William H. Kent
SECRETARY Corporate Seal)
OF North Carolina
COUNTY OF New Hanover

RECORD OF POOR QUALITY DUE TO
CONDITION OF ORIGINAL DOCUMENT
G.S. 101-14

Notary Seal

I, Melanie A. James, a Notary Public of the
aforesaid County and State do hereby certify that
MIRIAM H. Kent personally came before me this
day and acknowledged that she is the _____ Secretary of AWK,
Inc., D/B/A Kent Homes and Associates, a North Carolina
Corporation, and that by authority duly given and as an act of the
Corporation, the foregoing instrument was signed in its name by
its _____ President, sealed with its corporate seal, and attested
by as its _____ Secretary.



WITNESS my hand and official stamp or seal, this the 18th day
of March, 1997.

Melanie A. James
NOTARY PUBLIC MELANIE A. JAMES

MY COMMISSION EXPIRES: August 2, 1997

Owner: Lots 304 and 307

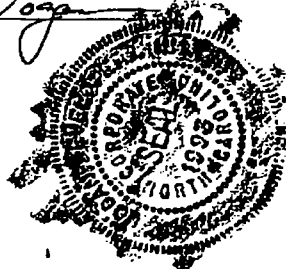
LOGAN DEVELOPERS, INC.

By: [Signature]
President

ATTEST:

BY: [Signature]
SECRETARY Corporate Seal)

STATE OF North Carolina
COUNTY OF New Hanover

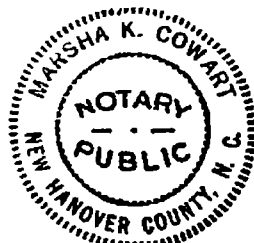


I, Marsha K. Cowart, a Notary Public of the
aforesaid County and State do hereby certify that
Mary T. Moore personally came before me this
day and acknowledged that she is the _____ Secretary of Logan
Developers, Inc., a North Carolina Corporation, and that by
authority duly given and as an act of the Corporation, the
foregoing instrument was signed in its name by its _____
President, sealed with its corporate seal, and attested by as its
_____ Secretary.

WITNESS my hand and official stamp or seal, this the 25th day
of March, 1997.

Marsha K. Cowart
NOTARY PUBLIC

MY COMMISSION EXPIRES: 2-2-99



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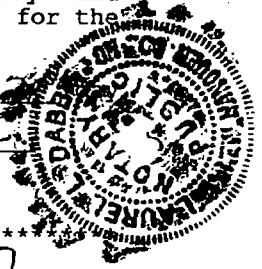
Owner: Lots 253, 254, COASTAL TRADITIONS, LLC
200 AND 201

By: [Signature]
Member/Manager

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Laurel L. Dabb, a Notary Public of the aforesaid County and State do hereby certify that Daniel T. Kent, Member/Manager of Coastal Traditions, LLC, personally came before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official stamp or seal this the 25th day of March, 1997.
Laurel L. Dabb
NOTARY PUBLIC



MY COMMISSION EXPIRES: 12-31-2000

Owner/Developer: Remaining Lots MASONBORO FOREST, INC.

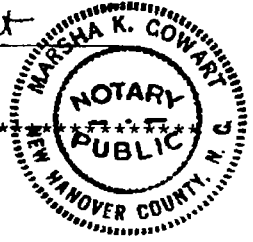
By: [Signature]
President

ATTEST:
BY: [Signature]
Asst. SECRETARY (Corporate Seal)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Marsha K Cowart, a Notary Public of the aforesaid County and State do hereby certify that John A. Elmore II personally came before me this day and acknowledged that he is the Asst. Secretary of Masonboro Forest, Inc., a North Carolina Corporation, and that by authority duly given and as an act of the Corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by as its Asst. Secretary.

WITNESS my hand and official stamp or seal, this the 25th day of March, 1997.
Marsha K Cowart
NOTARY PUBLIC



MY COMMISSION EXPIRES: 2-2-99

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Owner: Lot 367 2180 0970

MICHAEL SACCATTOTO AND, WIFE,
MARIA SACCATTATO

By: Michael Saccattoto

By: Maria Saccattato

STATE OF NORTH CAROLINA

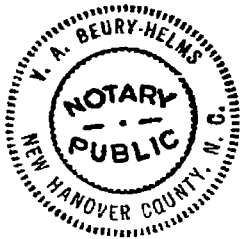
COUNTY OF NEW HANOVER

I, V. A. Beury-Helms, a Notary Public of the aforesaid County and State do hereby certify that Michael Saccattoto and Maria Saccattato personally came before me this day and acknowledged that the foregoing instrument was signed in their names.

WITNESS my hand and official stamp or seal, this the 21 day of March, 1997.

Va Beury Helms
NOTARY PUBLIC

MY COMMISSION EXPIRES: 8/5/99



STATE OF NORTH CAROLINA, New Hanover County

The Foregoing Certificate(s) of Marsha R. Cowart, Robin S. Woodruff, Caron C. Campbell, Melanie A. James, Laurel L. Dabb and V. A. Beury-Helms NOTARY (NOTARIES) PUBLIC . (is) (are) certified to be correct.

This 14 day of May, A. D., 1997. MARY SUE COOK, Register of Deeds
By: Patricia Barnes
DEPUTY/ASSISTANT