Instrument#: 2009000072976, DEED BK: 3408 PG: 2956 DOCTYPE: 069 07/07/2009 at 01:32:11 PM, 1 OF 2 BALLERY V. SKIPPER, HORRY COUNTY, SC REGISTRAR OF DEEDS

STATE OF SOUTH CAROLINA	)	AMENDMENT OF DECLARATION OF
	)	COVENANTS, CONDITIONS AND
COUNTY OF HORRY	)	RESTRICTIONS FOR BAREFOOT
		RESORT RESIDENTIAL PROPERTIES
		[Add Brookstone as a Designated Neighborhood]

THIS Amendment of Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties (hereinafter "Amendment") is made this 25th day of June, 2009, by Centex Homes, a Nevada general partnership (hereinafter, sometimes referred to as "Centex" and sometimes referred to as "Declarant").

WITNESSETH:

WHEREAS, Silver Carolina Development Company, LLC, a Delaware limited liability company and Intracoastal Development Company, LLC, a South Carolina limited liability company (collectively, "Silver Carolina"), by "Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties" dated April 12, 2000, recorded in the Office of the Register of Deeds of Horry County, South Carolina ("ROD") in Book 2251 at page 384, made certain properties in Horry County, South Carolina subject to the aforesaid Declaration (the "Master Declaration"); and

WHEREAS, by Assignment of Declarant Rights Under Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties (the "Assignment") dated December 12, 2001, recorded December 14, 2001 in the ROD in Book 2438 at page 388, Silver Carolina assigned to Declarant all of Silver Carolina's "Retained Rights" under the Master Declaration, as further described in the Assignment; and

WHEREAS, Section 6.4(a) of the Master Declaration provides, in relevant part, that Declarant may amend the Master Declaration during the Class "B" Control Period thereunder, which period has not expired; and

WHEREAS, Declarant wishes to amend the Master Declaration as herein provided, to add to the designated Neighborhoods on Exhibit "F" of the Master Declaration the land developed as "Brookstone."

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that the Declarant does hereby declare as follows"

I. Addition to Exhibit "F". Exhibit "F" of the Master Declaration is amended by adding to the designated Neighborhoods on Exhibit "F" a new Neighborhood known as "Brookstone" which is described as follows:

Brookstone—ALL AND SINGULAR those certain pieces, parcels or lots of land situate, lying and being in the City of North Myrtle Beach, County of Horry, State of South Carolina, containing Lots 1 through 39 and Lots 76 through 83 as shown on that certain plat entitled "MAP OF CENTEX, TRACT "Y"- PHASE 1A," prepared for Centex

Homes by DDC Engineers, Inc., dated August 25, 2003 and recorded October 17, 2003 in Plat Book 192 at page 19; and Lots 40 through 75 as shown on that certain plat entitled "MAP OF CENTEX, TRACT "Y"- PHASE 1B," prepared for Centex Homes by DDC Engineers, Inc., dated January 4, 2006 and recorded July 21, 2006 in Plat Book 215 at page 167 public records of Horry County, South Carolina, both of which are by reference made a part of this description.

SAID pieces, parcels or tracts of land having such size, shape, dimensions, and boundaries as will by reference to said plat more fully appear.

II. Effect of Amendment. Except as herein provided, the Declaration is and shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused this instrument to be executed the day and year first above written.

WITNESSES:

CENTEX HOMES, a Nevada general partnership
By: CENTEX REAL ESTATE CORPORATION, its Managing General Partner

By: Matthew M. Raines
Its: Director of Land Development

STATE OF SOUTH CAROLINA)
) ACKNOWLEDGEMENT
COUNTY OF HORRY)

The foregoing document was acknowledged before me this 25TH day of June, 2009 by Matthew Raines, Director of LD of Centex Homes, a Nevada general partnership, on behalf of the company.

Notary Public for the State of South Carolina
My Commission Expires 6/20/18

EILEEN DOWLING NOTARY PUBLIC MY COMMISSION EXPIRES 6/20/18 SOUTH CAROLINA