

COPY - 52
FYI

ADDENDUM TO AMENDED
PROTECTIVE COVENANTS
BALD HEAD ISLAND STAGE TWO
BRAEMAR EXTENSION
("CORRECTED DECLARATON")

RET Jude Ward
TOTAL 20 REV _____ TC# 38
REC# _____ CK AMT 20 CK# 1425
CASH _____ REF _____ BY JR

THIS ADDENDUM TO AMENDED PROTECTIVE COVENANTS, BALD HEAD ISLAND STAGE TWO, BRAEMAR EXTENSION ("CORRECTED DECLARATION"), is made as of the 21st day of October, 2002, as follows:

WHEREAS, Bald Head Island Limited, a Texas limited partnership, is the developer of that certain real property located in the Village of Bald Head Island known as Braemar Extension, 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 1045 at Page 676, the declaration of Protective Covenants for Bald Head Island Stage Two, and in Book 1127 at Page 1033, certain Amended Protective Covenants for Bald Head Island Stage Two, Braemar Extension, and has further caused to be recorded in said Registry in Map Cabinet 18, Instrument 86, a Plat of survey entitled in part "Braemar Extension", which Plat sets out and describes the real property and Lots subject to said Protective Covenants and Amended Protective Covenants; and,

WHEREAS, because the anticipated construction on Lot 2068 as shown on said Plat is subject to various governmental permitting regulations, requiring flexibility as to the size and location of the residential building pad, living unit, garage, and other improvements on the Lot to preserve its existing vegetation and natural beauty, and Declarant deems it to be in Declarant's best interest to provide for such flexibility on Lot 2068 while maintaining the integrity, beauty and value of all of the Lots in Braemar Extension;

NOW, THEREFORE, Bald Head Island Limited, Declarant, with the joinder and consent of the sole owners of Lot 2068, hereby corrects, supplements, and amends the Amended Protective Covenants for Bald Head Island Stage Two, Braemar Extension, as follows:

1.) There is hereby added to paragraph 6 (b), "BUILDING AND SITE RESTRICTIONS", the following incidental provision, to wit:

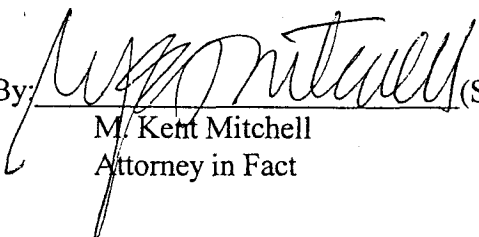
PROVIDED HOWEVER, that with respect to Lot 2068, notwithstanding the building pad shown on the Plat for said Lot, the front (street side) building set back line shall be fifty (50') feet from the front (street side) Lot line, thereby allowing construction of permitted improvements beyond said building pad in a southerly direction toward South Bald Head Wynd. All other building set back lines on said Lot shall remain consistent with the distances shown for the building pad depicted on the recorded Plat.

Except as specifically amended and supplemented by this Addendum, all of the terms, provisions and conditions of the Protective Covenants for Bald Head Island Stage Two, the Plat, and the Amended Protective Covenants, Bald Head Island Stage Two, Braemar Extension, as the same have been or may hereafter be amended, remain in full force and effect and fully applicable to the property described herein.

This Addendum to Amended Protective Covenants, Bald Head Island Stage Two, Braemar Extension ("Corrected Declaration"), shall become effective upon recordation in the Brunswick County Registry, Brunswick County, North Carolina.

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 21st day of October, 2002.

BALD HEAD ISLAND LIMITED (SEAL)
a Texas Limited Partnership

By:  (SEAL)
M. Kent Mitchell
Attorney in Fact

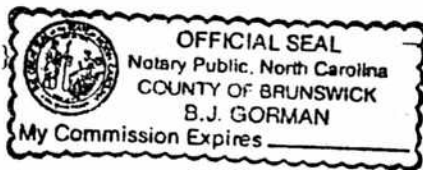
STATE OF NORTH CAROLINA
BRUNSWICK COUNTY

I, B. J. German, 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 and 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 21st day of October, 2002.

{SEAL-STAMP}



B.J. Gorman

Notary Public
My commission expires: _____

OWNERS' JOINDER AND CONSENT

The undersigned, being the sole owners of Lot 2068, Braemar Extension, Stage Two, Bald Head Island, Brunswick County, North Carolina, hereby join in and consent to the terms and conditions contained in the aforesaid Addendum to Amended Protective Covenants ("Corrected Declaration"), and by their signatures hereon, consent to the application of said terms and conditions to Lot 2068, and agree for themselves, their heirs, successors and assigns, to be bound thereby.

James A. Clark

James A. Clark (SEAL)

Mary Jane Robertson

Mary Jane Robertson (SEAL)

STATE OF NEW JERSEY
COUNTY OF MORRIS

I, Sonia Konopi a Notary Public of and for the County and State aforesaid, do hereby certify that James A. Clark and Mary Jane Robertson, husband and wife, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official stamp or seal, this 4th day of November, 2002.



Sonia Konopi

Notary Public
My Commission expires: _____

SONIA KONOPI
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 3/25/2004

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK