

Brunswick County--Register of Deeds
Robert J. Robinson
Inst #203058 Book 1917Page 724
03/30/2004 08:37:22am Rec#183823

GET Judi/Bald Head
TOTAL 20 REV. _____ TC# 38
REC# _____ CK AMT _____ CK# _____
CASH _____ NSF _____ BY JR

AMENDMENT TO PROTECTIVE COVENANTS
BALD HEAD ISLAND STAGE TWO
CAPE FEAR STATION

THIS AMENDMENT TO PROTECTIVE COVENANTS, BALD HEAD ISLAND STAGE TWO, CAPE FEAR STATION, is made as of the 25th day of March, 2004, as follows:

WHEREAS, Bald Head Island Limited, a Texas limited partnership, is the developer of that certain real property on Bald Head Island known as Cape Fear Station, a planned unit development 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 certain Amendments to the Protective Covenants for Bald Head Island Stage Two, which Amendments annex certain of the real property in Cape Fear Station into Bald Head Island Stage Two, and regulate the ownership, use and development of said real property; and,

WHEREAS, Bald Head Island Limited, Declarant and developer of the Lots, Units, and tracts within Cape Fear Station, as described in the various Amendments and Annexations recorded in the aforesaid Registry in the Deed Books and at the Pages set forth in the attached Exhibit A, has recorded as part of said Amendments and Annexations certain provisions required by the Stormwater Management Permit issued by the State of North Carolina pertaining to impervious coverage and related limitations for said Lots, Units, and tracts; and,

WHEREAS, Article 14 of the Protective Covenants for Bald Head Island Stage Two, recorded in the Brunswick County Registry in Book 1045 at Page 676, reserves to Declarant the right to amend the said Protective Covenants for the purpose of "adding or deleting any incidental provisions deemed in the sole discretion of Declarant to be in the best interest of Declarant" without the consent, joinder or approval of any other owner;

NOW, THEREFORE, Declarant, Bald Head Island Limited, hereby declares that each of the Amendments and Annexations to Protective Covenants for Cape Fear Station, Bald Head Island Stage Two, as the same may have been previously revised and/or amended, and which are described by Deed Book and Page on the attached Exhibit A, shall be (further) amended to include the following covenant provisions applicable to all Lots, Units, and tracts therein, to wit:

Filling in or piping of any vegetative conveyances (ditches, swales, etc.) associated with the development of the property, except for average driveway crossings, is strictly prohibited. All single family Lots shall provide a minimum thirty (30') feet of vegetated buffer area between impervious areas and surface waters, and all roof drains shall terminate at least thirty (30') feet from the mean high water mark. Lots within CAMA's Area of Environmental Concern (AEC) may have their permitted maximum built-upon area reduced, due to CAMA jurisdiction within the AEC.

The covenants pertaining to stormwater regulations may not be changed or deleted without concurrence of the Division of Water Quality, Department of Environment and Natural Resources, State of North Carolina. Construction of additional impervious areas such that low density requirements are no longer met will require a permit modification to be issued prior to construction. An engineered system will be required to collect and treat the runoff from all built-upon areas associated with the development, including that area permitted under the low density option.

This Amendment is made as a result of the modification of the Stormwater Management Permit Number SW8-980920MOD, issued to Declarant for Cape Fear Station, and is intended to insure continued compliance with 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 persons claiming under them.

IN WITNESS WHEREOF, the undersigned Declarant has caused this instrument to be executed by its duly authorized attorney in fact, under seal, this the 25th day of March, 2004.

BALD HEAD ISLAND LIMITED (SEAL)
a Texas Limited Partnership

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

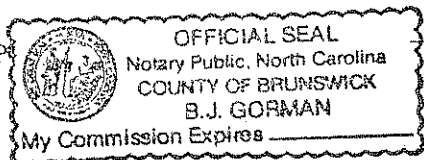
STATE OF NORTH CAROLINA
BRUNSWICK COUNTY

I, B. J. Gorman, 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 on 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 25th day of March, 2004.

{SEAL-STAMP



B. J. Gorman
Notary Public
My commission expires: 3/10/08

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

B. J. GORMAN

The Foregoing (or annexed) Certificate(s) of _____

EXHIBIT A

Single Family Sections

Recording Information (DB/PG)

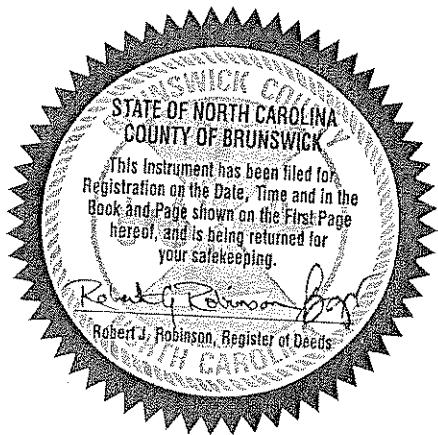
1	1590 / 0290
2	1590 / 0297
3	1380 / 0707
4	1590 / 0304
5	1380 / 0714
6	1862 / 1159
7	1380 / 0714
8	1382 / 0241
9	1380 / 0721
10	1380 / 1147
11	1381 / 0098
12	1604 / 0071
13	1602 / 0410
14	1436 / 0366
15	1476 / 1123
16	1733 / 0763
17	1372 / 0269
18	1372 / 0263

Multi-Family Sites

3 - Surfman's Walk (Phase One)	1573 / 0785
3 - Surfman's Walk (Phase Two)	1610 / 0132
4 - Keeper's Landing	1766 / 1200

Recreation Sites

1 - Village Common	1388 / 1353
2 - Club/Tennis Site	1618 / 0356
3 - Shoals Club	1610 / 0125



Presenter Judy Ward IS
 AT: 23 Rev: Apr
 C.S. 117.00 C.S. # 2112 C.S. # _____
 Refund: _____ Cash \$ _____ Finance _____
 Portions of document are being returned to the originator of original.
 Document contains a copy of a non-identical instrument and is not being returned copied.

SECOND AMENDMENT
TO PROTECTIVE COVENANTS
BALD HEAD ISLAND STAGE TWO
CAPE FEAR STATION

THIS SECOND AMENDMENT TO PROTECTIVE COVENANTS, BALD HEAD ISLAND STAGE TWO, CAPE FEAR STATION, is made the 8th day of September, 2008, as follows:

WHEREAS, Bald Head Island Limited, LLC, a Texas limited liability company, formerly known as Bald Head Island Limited, a Texas limited partnership, is the developer of that certain real property on Bald Head Island known as Cape Fear Station, a planned unit development 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 certain Protective Covenants for tracts of land in Cape Fear Station and certain Amendments to the Protective Covenants for Bald Head Island Stage Two, which Amendments annex certain of the real property in Cape Fear Station into the Bald Head Island Stage Two Association, and which Protective Covenants and Amendments regulate the ownership, use and development of the real property in Cape Fear Station; and,

WHEREAS, Bald Head Island Limited, LLC, Declarant and developer of the Lots, Units, and tracts within Cape Fear Station, as described in the various Covenants, Amendments and Annexations recorded in the aforesaid Registry in the Deed Books and at the Pages set forth in the attached Exhibit A, has recorded as part of said Covenants, Amendments and Annexations certain provisions required by the stormwater management permit issued by the State of North Carolina pertaining to impervious coverage and related limitations for said Lots, Units, and tracts; and,

WHEREAS, the Covenants, Amendments and Annexations set forth on Exhibit A, and Article 14 of the Protective Covenants for Bald Head Island Stage Two recorded in the Brunswick County Registry in Book 1045 at Page 676, reserve to Declarant the right to revise the recorded impervious coverage limitations upon any revision of the stormwater management permit issued by the State of North Carolina, as well as the right to amend the aforesaid Stage Two Covenants for the purpose of "adding or deleting any incidental provisions deemed in the sole discretion of Declarant to be in the best interest of Declarant" without the consent, joinder or approval of any other owner;



NOW, THEREFORE, Declarant, Bald Head Island Limited, LLC, hereby declares that each of the Protective Covenants and each of the Amendments and Annexations to Protective Covenants for Cape Fear Station, Bald Head Island Stage Two, as the same may have been previously revised and/or amended, and which are described by Deed Book and Page on the attached Exhibit A, shall be (further) amended to include the following covenant provisions applicable to all Lots, Units, and tracts therein, to wit:

This Second Amendment is made as a result of the modification of State Stormwater Management Permit Number SW8-980920-MOD, issued to Declarant by the Division of Water Quality on August 4, 2008 under NCAC 2H.1000, and is intended to insure ongoing compliance with said permit and with rules adopted by the State of North Carolina.

The State of North Carolina is made a beneficiary of these covenants to extent necessary to maintain compliance with the aforesaid Stormwater Management Permit. The covenants pertaining to stormwater may not be altered or rescinded without the express written consent of the State of North Carolina, Division of Water Quality.

Alteration of the drainage as shown on the approved plans may not take place without the concurrence of the Division of Water Quality.

Each lot will maintain a 30 foot wide vegetated buffer between all impervious areas and surface waters.

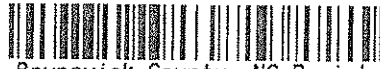
The maximum built-upon area per lot is as indicated in the permittee's application (and in the recorded documents set forth on the attached Exhibit A). This allotted amount includes any built-upon area constructed within the lot property boundaries and that portion of the right-of-way between the front lot line and the edge of the pavement. Built-upon area includes, but is not limited to, structures, asphalt, concrete, gravel, brick, stone, slate, coquina and parking areas, but does not include raised, open wood decking or the water surface of swimming pools.

For those lots within CAMA's Area of Environmental Concern, where DCM calculates a different maximum lot built-upon area, the governing lot BUA shall be the most restrictive of the two amounts.

Built-upon area in excess of the permitted amount will require a permit modification.

If credit for permeable pavement is desired, the lot owner must submit a written request, along with supporting documentation, to the permittee and receive approval prior to construction of the permeable pavement.

The covenants contained herein are to run with the land, and shall be binding on all parties and persons claiming under them.



This Addendum is executed on behalf of Declarant, as of the day and year first above written, by its duly authorized Manager.

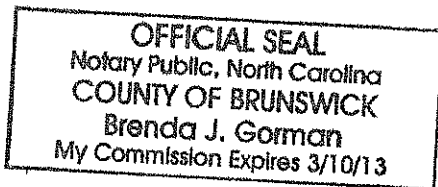
BALD HEAD ISLAND LIMITED, LLC,
a Texas limited liability company

By: *M. Kent Mitchell* (SEAL)
M. Kent Mitchell, Manager

STATE OF NORTH CAROLINA
BRUNSWICK COUNTY

I, *Brenda J. Gorman*, a Notary Public for said County and State, do hereby certify that M. Kent Mitchell, Manager for Bald Head Island Limited, LLC, personally appeared before me this day, and being by me duly sworn, says that he executed the foregoing instrument for and on behalf of the said Bald Head Island Limited, LLC.

WITNESS my hand and official seal, this the *8th* day of September, 2008.



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

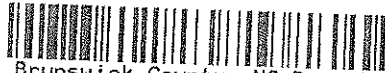


EXHIBIT A

Single Family Sections

Recording Information (DB/PG)

1	1590 / 0290
2	1590 / 0297
3	1380 / 0707
4	1590 / 0304
5	1380 / 0714
6	1862 / 1159
7	1380 / 0714
8	1382 / 0241
9	1380 / 0721
10	1380 / 1147
11	1381 / 0098
12	1604 / 0071
13	1602 / 0410
14	1436 / 0366
15	1476 / 1123
16	1733 / 0763
17	1372 / 0269
18	1372 / 0263
21	1979 / 1227

Single Family ECO Lots

ECO A	2110 / 0501
ECO A Prime	2172 / 1426
ECO A Prime Phase 2	2526 / 0795
ECO B	2110 / 0516
ECO B Prime	2365 / 0276
ECO C	1953 / 0505

Multi-Family Sites

2 – The Crescent	2180 / 1195
3 – Surfman’s Walk (Phase One)	1573 / 0785
3 - Surfman’s Walk (Phase Two)	1610 / 0132
4 – Keeper’s Landing	1966 / 0132

Recreation Sites

1 – Village Common	1388 / 1353
2 – Club/Tennis Site	1618 / 0356
3 – Shoals Club (Lot 3000)	1610 / 0125

Commercial Sites

5A	2173 / 0001 & 2173 / 0010
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