

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #42761 Book 1372 Page 263
04/20/2000 02:35pm Rec# 41272

AMENDMENT AND ANNEXATION TO PROTECTIVE COVENANTS
BALD HEAD ISLAND STAGE TWO
SINGLE FAMILY 18
CAPE FEAR STATION

This Amendment and Annexation to Protective Covenants, Bald Head Island Stage Two, ("Amendment") is made by Bald Head Island Limited this 20th day of April, 2000.

RECITALS:

Bald Head Island Limited, a Texas Limited Partnership qualified to do business in the State of North Carolina ("Declarant") is the developer of property generally referred to as Bald Head Island. In furtherance of that plan of development, Declarant did record Protective Covenants for Bald Head Island Stage Two, dated August 3, 1995 ("Protective Covenants"), which Protective Covenants are recorded in Deed Book 1045, Page 676 et seq., Brunswick County Registry. Paragraph 2 of the Protective Covenants authorizes and allows Declarant to annex additional property on Bald Head Island to the provisions of the Protective Covenants, and to subject lots so annexed to building and site restrictions as may be set out in the Amendment annexing said lots.

By execution and recordation of this Amendment, it is the intent of the Declarant to annex those properties described hereinafter to the terms, provisions and conditions of the Protective Covenants, subject to the specific provisions contained herein.

The Protective Covenants, as previously amended, are hereby further amended as follows:

1. **ADDITIONAL PROPERTIES.** The provisions of the Protective Covenants shall apply fully to all of the property (including Lots 2596, 2597, 2599, and odd-numbered Lots 2601 through 2615, collectively known as single-family tract 18) as shown on that plat recorded in Map Cabinet 22, Instrument 462, Brunswick County Registry, ("Plat") as the same may be amended from time to time. As used herein, "Lot" shall mean any numbered Lot designated for residential use as shown on the Plat made subject to the Protective Covenants by this Amendment.
2. **ASSOCIATION.** As set out in the Protective Covenants, Declarant has chartered a North Carolina non-profit homeowners association named Bald Head Island Stage Two Association, Inc. ("Association"). The owner of each Lot shall be a member of the Association, and shall be required to pay dues thereto as set out in the Protective Covenants. The owner of each of the Lots shall begin paying dues to the Association as of the date of acquisition of title, and as for Lots owned by Declarant or an entity

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owned or controlled by Declarant, as of January 1, 2001, if not previously conveyed to a third party.

3. SINGLE FAMILY UTILIZATION. Except for such other uses as are hereinafter set forth or are reserved to Declarant, all Lots shall be limited to use only for single family residential purposes. All of the provisions of Paragraph 3 of the Protective Covenants are specifically incorporated herein by reference.
4. SETBACKS. There shall be no setbacks, other than those imposed by the Village of Bald Head Island or other governmental authority, and as set forth on the Plat, except that all construction of every Living Unit is subject to the approval of the Committee, as more fully set out in Paragraph 4 of the Protective Covenants. Nothing contained herein shall, with the approval of the Committee, restrict construction of improvements other than the primary residential structure on any portion of any Lot or any combination of Lots, including within any easement or setback designated on the Plat, to the extent such construction is consistent with the zoning ordinances of the Village of Bald Head Island, and to the extent that no such construction shall be allowed which would interfere with utilization of any reserved utility easement.
5. COMBINATION OF LOTS. Any two or more contiguous Lots shown on the Plat may be combined into a single Lot, and the provisions of Paragraph 12 of the Protective Covenants shall apply thereto. In the event of such a combination of Lots, any easements or set back requirements, whether set forth herein or appearing on the Plat, which are located along or pertain to a Lot line between any two combined Lots, shall, upon such combination of Lots, be extinguished, provided that said easements shall be extinguished only to the extent that they are used to provide services solely to the combined Lots.
6. LIMITATION ON HEIGHT. No structure constructed on any Lot shall exceed thirty-five (35) feet in height as measured from the lowest natural point where the building perimeter meets grade to the roof ridge. The provisions of Paragraph 19 of the Protective Covenants are specifically incorporated herein by reference.
7. BUILDING AND SITE RESTRICTIONS. All Lots as shown on the Plat shall be subject to the following restrictions:
 - (a) The minimum square footage of heated, enclosed living space for each approved primary residential structure shall be 1,800 square feet. There shall be no limit on the maximum size of a primary residential structure built on any Lot or combination of Lots, subject however, to the impervious surface limitations set forth in paragraph 7(d) herein, and to the provisions of the Declaration requiring approval by the Committee.


- (b) Each Lot owner shall keep the grounds on his Lot and all structures located thereon in a clean, neat and sightly condition, and shall provide for the regular removal of all trash or refuse from the Lot.
- (c) No animals, livestock or poultry of any kind shall be kept or maintained on any Lot except that no more than 2 dogs or cats are allowed, provided they are attended as required by the ordinances of the Village of Bald Head Island.
- (d) In order to comply with the North Carolina Coastal Storm Water Regulations enacted by the Department of Environmental Management of the State of North Carolina, each Lot shall contain a maximum square footage covered by impervious surfaces (as defined by the Department of Environmental Management), which limitation is set forth on the attached Exhibit A. To the extent that two or more Lots are combined into a single Lot, the total square footage of the impervious surface limitations applicable to the individual Lots shall be combined, and such combined square footage shall apply to the resulting single Lot. Impervious surfaces include structures, paved surfaces, walkways, patios of brick, stone, slate and similar materials, and use of other materials that substantially negatively impact the ability of water to be assimilated into the soil. This provision is intended to ensure continued compliance with storm water runoff regulations adopted by the State of North Carolina, and therefore this Paragraph 5(d) may be enforced by the State of North Carolina, as well as any other party entitled to enforce the Protective Covenants. This provision, as well as all other provisions of the Protective Covenants, runs with the land and is binding on all persons owning any Lot as shown on the Plat. No amendment of this provision shall be allowed unless consented to in writing by the State of North Carolina, Department of Environmental Management. Declarant reserves the right to seek amendment of the storm water permit(s) for the property shown on the Plat. If the impervious surface limitation for the property is altered with the approval of the State of North Carolina, the limitations set out on Exhibit A shall be deemed amended so as to be consistent with the amended State permit, without the necessity of obtaining consent from the owner of any Lot.
- (e) As shown on the Plat, all of the Lots abut a public road right-of-way, and all driveways providing ingress to and egress from the Lots shall be from said right-of-way, subject to the approval of the Committee as to size and location. Each owner shall, if required by the Association or the Village of Bald Head Island, install an address bollard or other approved property identification at the front of his Lot.
- (f) There are hereby reserved for the benefit of the owners of the Lots within the Plat, the Declarant, the Association, and all public and private utilities, and as

to the front seven (7') feet of each Lot for the benefit of the Village of Bald Head Island for road maintenance, those certain easements for the installation and maintenance of all utilities, public and private, upon, under and across the following: the front seven (7') feet of each Lot (adjacent to the public road right-of-way), and five (5') feet along the side Lot lines of each Lot.

- (g) Yards shall be maintained with natural vegetation. No grasses or ornamental vegetation shall be permitted without the approval of the Committee.
8. DEFINITIONS. All capitalized terms set out within this Amendment shall have the meaning specified herein, and if not so specified, the definition as contained in the Protective Covenants shall be applicable.
9. INCORPORATION BY REFERENCE. Except as specifically amended by a provision contained within this Amendment, or by a specific limitation contained in the Protective Covenants, all the terms, provisions and conditions of the Protective Covenants are made fully applicable to the property described in Paragraph 1 hereinbefore.
10. DECLARANT RESERVATION. There is hereby reserved to the Declarant, and to any assignee to whom Declarant transfers or assigns its interests hereunder, the right to use any Lot as a model home, sales office, or for any similar purpose related to the marketing and sale of the Lots, notwithstanding any other provisions of this Amendment or the Protective Covenants to the contrary, this right to expire when Declarant or its assigns is no longer actively engaged in the original sale of subdivided Lots on Bald Head Island.

This Amendment is executed as of the day and year first above written, on behalf of Declarant, by its Attorney in Fact, under authority duly granted.

BALD HEAD ISLAND LIMITED
a Texas Limited Partnership

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

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

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 an in behalf of the said Bald Head Island Limited.

WITNESS my hand and official seal, this the 20th day of April, 2000.

My Commission expires: _____

Lorraine Thompson
Notary Public



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 20th Day of April, 2000
in the Book and Page shown on the First Page hereof.

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

EXHIBIT A

Inst # 42761 Book 1372Page: 268

TABLE OF LOT SIZES AND BUILT UPON AREAS

Single Family 18 - Cape Fear Station

<u>Lot #</u>	<u>Area (square feet)</u>	<u>Allowable Built-Upon (square feet)</u>
2596	16,289	5500
2597	26,608	5500
2599	22,989	5500
2601	23,412	5500
2603	17,906	5500
2605	18,236	5500
2607	15,931	5500
2609	17,536	5500
2611	16,446	5500
2613	21,688	5500
2615	17,821	5500

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LET Judi / Bald Head
TOTAL 17 REV _____ TC# 38
REC# _____ CK AMT _____ CK# 08
CASH _____ OFF _____ BY _____

ADDENDUM TO AMENDMENT AND ANNEXATION
TO PROTECTIVE COVENANTS
BALD HEAD ISLAND STAGE TWO
SINGLE FAMILY 18 - CAPE FEAR STATION

THIS ADDENDUM TO AMENDMENT AND ANNEXATION TO PROTECTIVE COVENANTS, BALD HEAD ISLAND STAGE TWO, SINGLE FAMILY 18 - 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 in Book 1372 at Page 263, an Amendment and Annexation to Protective Covenants for Bald Head Island Stage Two, Single Family 18 - Cape Fear Station; and,

WHEREAS, Bald Head Island Limited, Declarant and developer of the Lots within said Single Family 18, as shown on that plat of survey recorded in the aforesaid Registry in Map Cabinet 22 at Page 462, has, in accordance with Title 15 NCAC 2H.1000 et seq., recorded as part of the above-referenced Amendment and Annexation to Protective Covenants certain provisions pertaining to the allowable impervious coverage for said Lots; 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; and the aforesaid Amendment and Annexation for Single Family 18 further provides in paragraph 7(d) that Declarant has reserved the right to seek amendment of the stormwater management permit applicable to the property, and that, should the impervious surface limitation(s) be changed, the limitations set forth on Exhibit A to the Amendment and Annexation shall be automatically deemed amended to be consistent with the changed permit, without the necessity of obtaining the consent from the owner of any Lot;

NOW, THEREFORE, Declarant, Bald Head Island Limited, hereby declares that Exhibit A to the Amendment and Annexation to Protective Covenants, Bald Head Island Stage Two, Single Family 18, Cape Fear Station, recorded in the Brunswick County Registry in Book 1372, Page 263, is revised to provide that the maximum allowable built-upon area for Lot 2597 is increased from

5,500 square feet to 6,000 square feet, that being a change in the stormwater management permit applicable to the property.

The maximum allowable built-upon area 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 and coquina, but does not include raised, open wood decking, or the water surface of swimming pools.

This Addendum is made as a result of the modification of the Stormwater Management Permit No. SW8-980920MOD issued to Declarant for Cape Fear Station, and 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. 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. Alteration of the drainage as shown on the approved plan may not take place without the concurrence of the State.

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

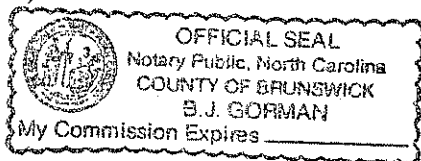
STATE OF NORTH CAROLINA
BRUNSWICK COUNTY

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}

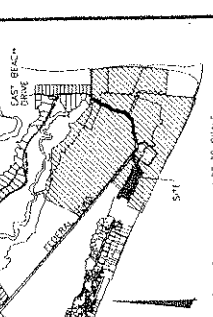


B. J. Gorman
Notary Public
My commission expires: 3/10/08

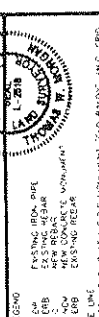
STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of B J GORMAN

22/402



NO. 1, No. 2, No. 3, No. 4
 CAPTAIN CHARLES
 and BALD HEAD ISLAND
 NATURE CONSERVANCY



THOMAS W. MORGAN
 Professional Land Surveyor
 State of North Carolina
 License No. 19025

DATE OF SURVEY FOR
 SINGLE FAMILY 18
 CAPE FEAR STATION
 BALD HEAD ISLAND PLANNING DEPARTMENT
 MADE FROM DEED BOOK 250, PAGE 18 AND FROM EXISTING
 PHYSICAL EVIDENCE

BRUNSWICK
 SURVEYING, INC
 Thomas W. Morgan
 Professional Land Surveyor
 State of North Carolina
 License No. 19025

DRAWN BY: A.A.	© 2002 Brunswick Surveying, Inc.
SCALE: 1" = 80'	DATE: 4-19-00
TOWNSHIP: Bald-Head	PLD BOOK:
COUNTY: Brunswick	FILE: 982255F18
STATE: NORTH CAROLINA	JOB NO.: 98013-18

NO. 1, No. 2, No. 3, No. 4
 CAPTAIN CHARLES
 and BALD HEAD ISLAND
 NATURE CONSERVANCY

LINE	LENGTH	BEARING	CURVE	RADIUS	DELTA	CHORD
L1	27.15	N072°34'33"E				
L2	58.40	N007°20'30"E				
L3	55.90	S29°22'31"E				
L4	44.93	S31°29'54"E				
L5	7.78	S38°27'28"E				
L6	46.90	S87°24'04"E				
L7	29.51	S50°18'07"E				
L8	8.25	S67°22'56"E				
L9	19.82	S88°09'07"E				
L10	14.79	S37°24'35"E				
L11	2.02	N52°39'06"W				
L12	69.21	S73°40'14"E				
L13	15.01	S72°53'37"E				
L14	13.70	S65°31'18"E				
L15	21.58	S28°17'28"E				
L16	27.81	S98°09'01"E				
L17	22.4	S50°18'07"E				
L18	48.94	N69°24'47"E				
L19	26.10	S87°24'04"E				
L20	48.78	S87°24'04"E				
L21	15.94	S23°22'21"E				
L22	80.97	S31°29'54"E				
L23	14.72	S23°22'21"E				
L24	43.89	S65°31'18"E				
L25	41.71	N69°16'20"E				
L26	54.31	N89°28'38"E				
L27	27.17	N07°24'33"E				
L28	31.22	N45°21'14"E				
L29	52.58	N45°09'15"E				
L30	35.81	N29°30'03"W				
L31	50.90	N32°20'05"W				
L32	43.15	N00°12'04"W				
L33	86.18	N27°24'42"E				
L34	79.91	N71°55'42"W				

CAPE FEAR STATION
 BALD HEAD ISLAND, LIMITED
 DEED BOOK 157, PAGE 48

CAPE FEAR STATION
 BALD HEAD ISLAND, LIMITED
 DEED BOOK 250, PAGE 18

CAPE FEAR STATION
 BALD HEAD ISLAND, LIMITED
 DEED BOOK 250, PAGE 18

CAPE FEAR STATION
 BALD HEAD ISLAND, LIMITED
 DEED BOOK 250, PAGE 18

CAPE FEAR STATION
 BALD HEAD ISLAND, LIMITED
 DEED BOOK 250, PAGE 18

STATE OF NORTH CAROLINA
 COUNTY OF BRUNSWICK
 I, THOMAS W. MORGAN, Professional Land Surveyor, State of North Carolina, License No. 19025, do hereby certify that the above and foregoing plat was prepared by me or under my direct supervision and that I am a duly licensed Professional Land Surveyor of the State of North Carolina.

DATE: 4/19/00
 SIGNATURE: [Signature]

NO. 1, No. 2, No. 3, No. 4
 CAPTAIN CHARLES
 and BALD HEAD ISLAND
 NATURE CONSERVANCY

NO. 1, No. 2, No. 3, No. 4
 CAPTAIN CHARLES
 and BALD HEAD ISLAND
 NATURE CONSERVANCY

NO. 1, No. 2, No. 3, No. 4
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 and BALD HEAD ISLAND
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NO. 1, No. 2, No. 3, No. 4
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 and BALD HEAD ISLAND
 NATURE CONSERVANCY

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