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FILED
 HORRY COUNTY, S.C.
 STATE OF SOUTH CAROLINA) SUPPLEMENTAL DECLARATION OF COVENANTS,
 2006 JUL 20 PM 2:03) CONDITIONS AND RESTRICTIONS FOR
)
 COUNTY OF HORRY) **BROOKSTONE**
) V. SKIPPER) AT BAREFOOT RESORT
) REGISTRAR OF DEEDS

THIS Supplemental Declaration of Covenants, Conditions and Restrictions for Brookstone at Barefoot Resort ("Brookstone Supplemental Declaration") is entered into effective the 25th day of July, 2006, 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, L.L.C., 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 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, 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 9.3 of the Master Declaration provides, in relevant part, that Declarant, as assignee of Silver Carolina's Retained Rights, may subject any portion of the Property subject to the Master Declaration to additional covenants, conditions and restrictions by filing a Supplemental Declaration with respect thereto; and

WHEREAS, Declarant is the Owner of a tract of land, identified as Tract "Y", Phase 1A, a portion of which has been subdivided, or is to be subdivided, into forty-seven (47) single-family residential lots further described in Exhibit "A" hereto and made a part hereof by this reference (the lots, improvements thereon, and Exclusive Common Areas thereof, if any, being collectively referred to as "Brookstone"), to be assigned hereby to the Neighborhood called, "Brookstone."

KNOW ALL MEN BY THESE PRESENTS THAT the Declarant does hereby declare as follows:

- PART I. Definitions. The words used in this Supplemental Declaration of Covenants, Conditions and Restrictions for Brookstone at Barefoot Resort, unless the context shall clearly indicate otherwise, shall have the same meanings as set forth in the Master Declaration.
- PART II. Designation of Brookstone as a Neighborhood. Pursuant to that certain Amendment of Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties recorded in the ROD on or about the date of recording this Supplemental Declaration, Exhibit "F" of the Master Declaration was amended to add the land further described in Exhibit "A" hereto as a designated Neighborhood known as, "Brookstone."
- PART III. Completeness. Except as herein provided, the Master Declaration as amended, shall remain in full force and effect, without modification.

DEED
3132 1376

EXHIBIT "A"

ALL those certain parcels, pieces or lots of land, situate, lying and being in the State of South Carolina, County of Charleston, shown and designated as Lots 1 through 39 and Lots 76 through 83 on a plat prepared by DDC Engineers, Inc., dated August 25, 2003, last revised October 8, 2003, entitled, "MAP OF CENTEX, TRACT 'Y' - PHASE 1A, CITY OF NORTH MYRTLE BEACH, HORRY COUNTY, SOUTH CAROLINA, FINAL BONDED PLAT," recorded October 17, 2003 in Book 192, Page 197.

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

HORRY COUNTY ASSESSOR

142-22-01-001 thru 044 & 142-23-01-001 thru 043
Map Blk Parcel
7-27-06 pa

1378