Instrument#: 2009000072508, DEED BK: 3408 PG: 2242 DOCTYPE: 082 07/06/2009 at 01:57:18 PM, 1 OF 4 BALLERY V. SKIPPER, HORRY COUNTY, SC REGISTRAR OF DEEDS

Prepared by: McNair Law Firm, P.A. Allison A. Murphy 2411 Oak Street, Suite 206 Myrtle Beach, SC 29577

2.

STATE OF SOUTH CAROLINA)	SUPPLEMENT TO THE SUPPLEMENTAL
)	DECLARATION OF COVENANTS,
)	CONDITIONS AND RESTRICTIONS FOR
COUNTY OF HORRY)	BROOKSTONE AT BAREFOOT RESORT

THIS SUPPLEMENT TO THE SUPPLEMENTAL DECLARATION of Covenants, Conditions and Restrictions for Brookstone at Barefoot Resort (hereinafter "Supplement") made this <u>24th</u> day of June, 2009 by CENTEX HOMES, a Nevada general partnership (hereinafter the "Declarant").

WITNESSETH:

WHEREAS, on April 12, 2000, Silver Carolina Development Company, LLC, a Delaware limited liability company and Intracoastal Development Company, LLC, a South Carolina limited liability company (hereinafter collectively "Silver Carolina") caused to be filed the Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties (hereinafter "Declaration"), which appears in Book 2251 at Page 384 of the Georgetown County, South Carolina Registry¹; 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, and recorded December 14, 2001 in Deed Book 2438 at page 388² in the Horry County Register of Deeds, Silver Carolina assigned to Centex Homes, a Nevada general partnership (hereinafter "Declarant") all of Silver Carolina's "Retained Rights" under the Master Declaration, as further described in the Assignment; and

WHEREAS, pursuant to <u>Section 9.3</u> of the Declaration, Declarant reserved the right to subject any portion of the Property to the Master Declaration to additional covenants, conditions and restrictions by filing a Supplemental Declaration with respect thereto; and

WHEREAS, on July 26, 2006, Declarant filed a Supplemental Declaration of Covenants, Conditions and Restrictions for Brookstone at Barefoot Resort in Deed Book 3132 at page 1376 in the Horry County Register of Deeds (hereinafter "Brookstone Supplement"), thereby creating a Neighborhood (as defined in the Declaration) known as "Brookstone at Barefoot Resort" (hereinafter "Brookstone"); and

WHEREAS, the real property described on the attached "Exhibit A" and incorporated herewith by reference was inadvertently omitted from the Brookstone Supplement; and

¹ s/b in the Horry County Register of Deeds

² s/b Book 2435 at page 388

WHEREAS, the Declarant does hereby desire to subject the property described on the attached "Exhibit A" to additional covenants, conditions, and restrictions as set forth herein.

NOW, THEREFORE, in consideration of the premises and other valuable consideration, the receipt and sufficiency of which is hereby expressly acknowledged, the Declarant hereby covenants and agrees to supplement the aforesaid Brookstone Supplement, and any and all Amendments and/or Supplemental Declarations thereto, as follows:

- 1. The Declarant does hereby declare and submit the property described on the attached "Exhibit A", together with all other improvements located thereon, including all easements, rights and appurtenances thereto belonging, to be a portion of the Brookstone, and said property shall be held, transferred, sold, conveyed and occupied subject to the Declaration, and any and all Amendments and/or Supplemental Declarations thereto.
- 2. It is hereby agreed that the aforesaid Declaration, and any and all Amendments and/or Supplemental Declarations thereto, are ratified, confirmed and adopted ID all respects and ID all particulars as to each and every provision thereof; and it is further agreed that this document shall, and does hereby, constitute a Supplement to the aforesaid Declaration with regard to the matters and things set forth herein.
- 3. This Supplement shall be binding upon, and inure to the benefit of, all parties having any right, title or interest in the described properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

SIGNATURE PAGES TO FOLLOW

IN WITNESS WHEREOF, the undersigned Declarant and Owner have executed this instrument on the day and year first hereinabove written.

Signed, Sealed and Delivered in the Presence of: Leden Dawling	DECLARANT: CENTEX HOMES, a Nevada general partnership By: CENTEX REAL ESTATE CORPORATION, its Managing General Partner By: William N. Cutler Its: Division President
June, 2009 by William N. Cu	ACKNOWLEDGEMENT acknowledged before me this All day of outler, the Division President of Centex Real Estates of Centex Homes, a Nevada general partnership, on Notary Public for South Carolina My Commission Expires: My COMMISSION EXPIRES CAROLINA CARO

EXHIBIT A

ALL AND SINGULAR, those certain pieces, parcels or tracts of land, situate, lying and being in the City of North Myrtle Beach, Horry County, South Carolina, designated as Lots 40 - 75 in that certain plat entitled "Map of Centex, Tract 'Y' - Phase 1 B, Final Subdivision Plat", prepared by DDC Engineers for Centex Homes dated January 4, 2006 and recorded July 21, 2006 in Plat Book 215 at page 167, records of the Office of the Registrar of Deeds for Horry County, South Carolina.

TMS# 142-22-01-048	TMS# 142-22-01-060	TMS# 142-22-01-072
TMS# 142-22-01-049	TMS# 142-22-01-061	TMS# 142-22-01-073
TMS# 142-22-01-050	TMS# 142-22-01-062	TMS# 142-22-01-074
TMS# 142-22-01-051	TMS# 142-22-01-063	TMS# 142-22-01-075
TMS# 142-22-01-052	TMS# 142-22-01-064	TMS# 142-22-01-076
TMS# 142-22-01-053	TMS# 142-22-01-065	TMS# 142-22-01-077
TMS# 142-22-01-054	TMS# 142-22-01-066	TMS# 142-22-01-078
TMS# 142-22-01-055	TMS# 142-22-01-067	TMS# 142-22-01-079
TMS# 142-22-01-056	TMS# 142-22-01-068	TMS# 142-22-01-080
TMS# 142-22-01-057	TMS# 142-22-01-069	TMS# 142-22-01-081
TMS# 142-22-01-058	TMS# 142-22-01-070	TMS# 142-22-01-082
TMS# 142-22-01-059	TMS# 142-22-01-071	TMS# 142-22-01-083

This being a portion of the property that was conveyed to Centex Homes, a Nevada general partnership from Centex Land Investments, LLC, a Delaware limited liability company by deed recorded June 20, 2003 in Deed Book 2609 at page 609 in the Horry County Register of Deeds.