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HORRY COUNTY, S.C.
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R.T.C.

STATE OF SOUTH CAROLINA)
)
COUNTY OF HORRY)

Second Amendment To The Declaration of
Covenants, Conditions And Restrictions For
Barefoot Resort Residential Properties

THIS AMENDMENT is entered into this 13th day of July, 2001, by SILVER CAROLINA DEVELOPMENT COMPANY, L.L.C., a Delaware limited liability company, and by INTRACOASTAL DEVELOPMENT COMPANY, LLC, a South Carolina limited liability company (collectively referred to herein for ease of reference as "Silver Carolina," as the Declarant). Joining as Parties to this Amendment are BAREFOOT RESORT GOLF CLUB, LLC, as successor to the interest of BAREFOOT GOLF PROPERTIES LIMITED PARTNERSHIP, a South Carolina limited partnership, CAROLINA FIRST BANK, a state banking association, successor by merger to THE ANCHOR BANK ("Carolina First"), THE DYE COURSE AT BAREFOOT RESORT, LLC, as successor to the interest of BAREFOOT PRIVATE GOLF, LLC, a South Carolina limited liability company, WACHOVIA BANK, N.A. ("Wachovia"), NEXITY BANK, a state bank association ("Nexity"), and CENTEX HOMES, a Nevada general partnership ("Centex"), (Barefoot Resort Golf Club, LLC, The Dye Course at Barefoot Resort, LLC, Wachovia Bank, N.A., Nexity, Carolina First, Silver Carolina Development Company, L.L.C., Intracoastal Development Company, LLC, and Centex Homes may hereafter be collectively referred to as the "Parties").

RECITALS

WHEREAS, the Parties or their predecessors in title, except Nexity, previously executed Declarations of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties dated April 12, 2000 and recorded April 13, 2000 in Deed Book 2251 at Page 384 in the Office of the Register of Deeds for Horry County and amended by the First Amendment to the Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties dated December 18, 2000 and recorded December 20, 2000 in Deed Book 2328 at Page 731 in the Office of the Register of Deeds for Horry County (as amended, the "Declaration").

WHEREAS, the Parties desire to amend the Declaration to clarify certain obligations set forth in the Initial Use Restrictions and Rules and certain voting provisions therein.

WITNESSETH:

NOW, THEREFORE, in consideration of the sum of Five and No/100 (\$5.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties have agreed to execute this Amendment and do hereby amend the Declaration as follows:

- 1. The first sentence of the third paragraph of Section 6.4(b) shall be deleted in its entirety and replaced with the following language:

DEED
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The Board shall call for the first election of a Voting Member from a Neighborhood not later than two years after the first conveyance of a Unit in the Neighborhood to a Person other than a Builder.

2. Section 2(a) of the Initial Use Restrictions and Rules shall be deleted in its entirety and replaced with the following:

Parking of more than two vehicles per Unit on public or private streets or thoroughfares, or parking of commercial vehicles or equipment, mobile homes, boats, trailers, motorcycles, tents, stored or inoperable vehicles in places other than enclosed garages; provided, the Board may adopt reasonable regulations regarding guest and commercial parking. Except as may be otherwise allowed by local and state laws pertaining to public streets within the Property, the use of motorcycles within the Property is strictly prohibited;

3. Wachovia, Nexity and Carolina First join in this Amendment so as to subordinate the liens of their respective mortgages on the portions of Barefoot Resort to the terms hereof. The subordinations by Wachovia, Nexity and Carolina First are expressly subject to any conditions set forth in Section 20.14 of the Declaration.

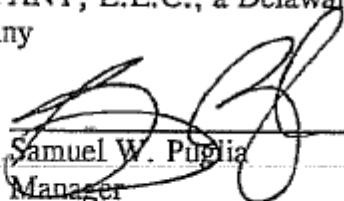
The Parties agree that the Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties as amended hereby are and shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

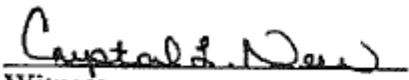
DECLARANT:

SILVER CAROLINA DEVELOPMENT
COMPANY, L.L.C., a Delaware limited liability
company

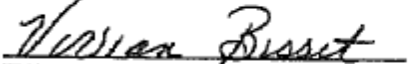
By:



Samuel W. Puplia
Its: Manager



Witness



Witness