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TMS Number correct 1550001073-077,079,054,064

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STATE OF SOUTH CAROLINA	)	AMENDMENT TO THE DECLARATION OF
	)	COVENANTS, CONDITIONS AND RESTRICTIONS
COUNTY OF HORRY	)	FOR BAREFOOT RESORT RESIDENTIAL
	)	PROPERTIES

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR BAREFOOT RESORT RESIDENTIAL PROPERTIES (hereinafter "Amendment") is entered this 5<sup>th</sup> day of January, 2012 by Centex Homes, a Nevada general partnership (hereinafter referred to as "Centex" or "Declarant").

WHEREAS, on April 13, 2000, the Declarant caused to be filed the Declaration of Covenants, Conditions and Restrictions for Barefoot Resort Residential Properties (hereinafter "Barefoot") in Deed Book 2251 at Page 384 in the Office of the Register of Deeds for Horry County (which, together with all amendments and supplements thereto, shall collectively be referred to as the "Declaration"); and

WHEREAS, as set forth in Section 19.1 of the Declaration and Section 6.6 of the Bylaws, the Declarant reserved the right to amend the Declaration, which amendment shall become effective upon recording in the Horry County Register of Deeds; and

WHEREAS, Declarant wishes to amend the Declaration as more particularly set forth herein.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant does hereby amend the Declaration and declare as follows:

1. Recitals. The recitals set forth above are incorporated herein by reference as if fully set forth below. All capitalized terms used in this Amendment and not otherwise defined herein shall have the same meaning as set forth in Declaration.

2. Amendments. The Declaration is hereby amended as follows:

2.1 Section 3.2(b) is hereby amended by adding the following sentence:

Upon petition to the Board of Directors, any modification to the rules or recorded restrictive covenants against any Village or Neighborhood may be amended by Supplemental Declaration exclusive to the Village or Neighborhood requesting the same, in accordance with Section 9.3 herein, so long as the requested revisions do not conflict with the terms and conditions of this Declaration.

2.2 Section 7.13 of the Declaration is amended by adding the following sentence:

Neighborhoods and Villages shall also be designated as Service Areas for the purposes set forth in this Section 7.13. The Board is authorized to file any Supplemental Declaration in accordance herewith.

3. Amended and Restated By Laws. The Amended and Restated By Laws of Barefoot Resort Residential Owners Association, Inc. are hereby attached hereto as Exhibit A and incorporated herein by reference.

4. Ratification. Unless amended as set forth herein, the Declaration is hereby ratified, confirmed and adopted in all respects and in all particulars as to each and every provision thereof. This Amendment shall, and does hereby, constitute an amendment to the Declaration with regard to the matters and things set forth herein, is incorporated therein and made a part and parcel thereof.

5. Binding Effect. This Amendment shall be binding upon, and inure to the benefit of, all parties having any right, title or interest in the properties subject to the Declaration, their heirs, successors and assigns, and shall inure to the benefit of each Owner therein.

WITNESSES:

Tiffany D. Cicala  
Amy Hadd

~~CENTEX HOMES~~, a Nevada General Partnership  
 By: Centex Real Estate Corporation, its  
 Managing General Partner

Matt Raines  
 By: Matt Raines  
 Its: Vice President of Land: Coastal Carolinas

STATE OF SOUTH CAROLINA )  
 )  
 COUNTY OF Horry )

ACKNOWLEDGEMENT

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of January, 2012 by Matt Raines, the Vice President of Land: Coastal Carolinas, for Centex Real Estate Corporation, the Managing General Partner of Centex Homes, A Nevada General Partnership, on behalf of the corporation.

Allen Rauling  
 Notary Public for South Carolina  
 My Commission expires: 6/20/18