 COPY

STATE OF SOUTH CAROLINA)
)
COUNTY OF HORRY)

SECOND AMENDMENT TO
MASTER DEED OF CLEARWATER BAY
HORIZONTAL PROPERTY REGIME

THIS SECOND AMENDMENT TO MASTER DEED OF CLEARWATER BAY HORIZONTAL PROPERTY REGIME (the "Second Amendment" is made this 19th day of February, 2007, by Centex Homes, a Nevada general partnership, hereinafter called "Developer."

W I T N E S S E T H:

WHEREAS, the Developer, by "Master Deed of The Clearwater Bay Horizontal Property Regime", recorded February 2, 2007 in the Office of Recorder of Deeds for Horry County in Book 3220 Page 327 (hereinafter referred to as the "Master Deed"), created a horizontal property regime upon certain property situate in Horry County, South Carolina; and

WHEREAS, pursuant to Article XIV, Section 14.2 of the Master Deed, the Developer retained the right to expand the Regime by constructing additional Units on any portion of the Common Area previously submitted to the Regime; and

WHEREAS, Developer desires to amend the Master Deed to submit to the Regime additional Units it has constructed.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that the Developer does hereby exercise its right under the Master Deed to expand the Regime by adding as Phases III and IV thereto two (2) Buildings, Building 4 and Building 5, each such Building containing three (3) Units, which shall be held, transferred, sold, conveyed, given, donated, leased and occupied subject to the Master Deed, as amended by this Second Amendment, and shall be held, transferred, sold, conveyed, given, donated, leased and occupied subject to the covenants, restrictions, conditions, easements and affirmative obligations set forth therein, and as further amended hereby, and does further declare as follows:

I. Definitions. The words used in this Second Amendment, unless the context shall clearly indicate otherwise, shall have the same meanings as set forth in the Master Deed.

II. Addition of Buildings 4 and 5 as Phases III and IV. Exhibit "B" to the Master Deed is hereby amended by the addition thereto of Exhibit "B-2" attached hereto and made a part hereof by this reference, and the Plans of the Regime shall include the site plans and floor plans for Buildings 4 and 5 recorded simultaneously herewith, as referred to in Exhibit "B-2."



III. Amendment of Exhibit "C". Exhibit "C" to the Master Deed, the schedule of "Schedule of Assigned Values and Percentage Interests" for the Regime, is deleted in its entirety; and a new Exhibit "C" which is attached hereto and made a part hereof by this reference, shall be substituted therefor.

Instrument#: 2007000028049, DEED BK:
3223 PG: 2534 DOCTYPE: 069 02/22/2007
at 01:51:42 PM, 1 OF 10 BALLERY V.
SKIPPER, HORRY COUNTY, SC
REGISTRAR OF DEEDS

NPMB1:17356.1-CONDO-(BKF) 025000-00003

IN WITNESS WHEREOF, the Developer has caused this SECOND AMENDMENT TO MASTER DEED OF THE CLEARWATER BAY HORIZONTAL PROPERTY REGIME to be executed the day and year first above written.

WITNESSES:


(Witness No. 1)

(Notary)

CENTEX HOMES, a
Nevada general partnership

By: 

Its: Asst. Secretary

STATE OF SOUTH CAROLINA)
COUNTY OF HORRY)

PROBATE

PERSONALLY appeared before me the undersigned witness who, being duly sworn, deposes and says that (s)he saw the within-named Centex Homes, by Kellie Honeycatt, its Asst. Secretary, sign, seal and as its act and deed deliver the foregoing instrument, and that (s)he together with the other witness whose name appears as a witness, witnessed the execution thereof.


(Witness #1)

SWORN and subscribed to before me
this 19th day of February 2007.

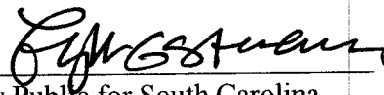
 (L.S.)
Notary Public for South Carolina
My commission expires: 11/15/14

Exhibit "B-2"

SITE PLANS AND FLOOR PLANS

THE CLEARWATER BAY HORIZONTAL PROPERTY REGIME

PHASES III and IV

BUILDINGS 4 AND 5

NOTE

Exhibit "B-2" is composed of two surveys showing the locations of Building 4 and Building 5 and other improvements, as well as the vertical locations of each floor and the Units located therein. Exhibit "B-2" also includes a set of floor plans for each of Building 4 and Building 5, which shows graphically the dimensions, area and location of each Unit in the Buildings, and the dimensions, area and location affording access to each such Unit.

The survey for Building 4 has been recorded in Plat Book 222 at Page 63. The floor plans for Building 4 have been recorded in Condominium Cabinet 222 at Page 64.

The survey for Building 5 has been recorded in Plat Book 222 at Page 69. The floor plans for Building 5 have been recorded in Condominium Cabinet 222 at Page 70.

Exhibit "B-2" further includes the matters set forth below, and includes the attached Building 4 and Building 5 certification letters by Miller Design Services, P.A., architect of the above referenced plans, each dated February 8, 2007 and recorded herewith.

Building 4 contains three (3) Units. Each Unit is individually numbered and described as Unit 0411, Unit 0412 and Unit 0413. Units 0411 and 0412 are each two stories in height, and Unit 0413 is one-story in height. Unit 0411 is located on the southeast end of Building 4, and Unit 0413 is located on the northwest end of Building 4. All the Units have both garage and living area on the ground floor. Units 0411 and 0412 have additional living area on the second floor, as well as a Limited Common Element courtyard adjacent to each of the Units. Unit 0411 has a master and second bedroom and 2½baths on the first floor, and a third bedroom and bath on the second floor. Unit 0412, a two-story Unit, has an owner's suite with adjoining sitting room and a second bedroom and two full baths on the first floor, and a third bedroom and full bath on the second floor. Unit 0413, the one-story Unit, has two bedrooms, a master bedroom and a second bedroom, and two full baths.

The locations of each Unit and the floor plan for Building 4 are graphically shown on the floor plans of Miller Design Services, P.A., dated February 8, 2007. The as-built survey of Dale Land Surveying, dated February 14, 2007 shows the ground location of Building 4, the elevations of each floor of the Building, and the Common Elements, which as-built survey is made a part hereof and recorded simultaneously herewith.

Building 5 contains three (3) Units. Each Unit is individually numbered and described as Unit 0511, Unit 0512 and Unit 0513. Unit 0511 is one-story in height and Units 0512 and 0513 are each two stories in height. Unit 0511 is located on the northwest end of Building 5, and Unit 0513 is located on the southeast end of Building 5. All the Units have both garage and living area on the ground floor. Units 0512 and 0513 have additional living area on the second floor, as well as a Limited Common Element courtyard adjacent to each of the Units. Unit 0511, the one-story Unit, has two bedrooms, a master bedroom and a second bedroom, and two full baths. Unit 0512, a two-story Unit, has an owner's suite with adjoining sitting room and a second bedroom and two full baths on the first floor, and a third bedroom and full bath on the second floor. Unit 0513 has a master and second bedroom and 2½baths on the first floor, and a third bedroom and bath on the second floor.

The locations of each Unit and the floor plan for Building 5 are graphically shown on the floor plans of Miller Design Services, P.A., dated February 8, 2007. The as-built survey of Dale Land Surveying, dated February 7, 2007 shows the ground location of Building 5, the elevations of each floor of the Building, and the Common Elements, which as-built survey is made a part hereof and recorded simultaneously herewith.

As to each Unit: All built-in kitchen appliances, any refrigerator, air conditioner units and condensers and hot water heater located in each Unit are part of the Unit in which they are located and are not Common Elements. The entry stoop, patio or courtyard adjacent to each Unit, including the railing thereof, is a Limited Common Element and is subject to restrictions as set forth elsewhere in this Master Deed.

The Developer shall provide either to the Owner or to the Association plywood sheets that may be placed over all of the windows in Buildings 4 and 5 in the event of an impending hurricane or storm. If given to the Association, the Association shall make such plywood sheets available to each Building 4 and each Building 5 Owner in the event of such impending hurricane or storm and if the Association is not to undertake such installation and removal, which the Association is not otherwise obligated to undertake as further provided in Section 4.2 of the Master Deed to which this Exhibit is attached and incorporated by reference. Unless specifically provided in this Exhibit "B-2" or any amendment or addition to this Exhibit for future phases and as may be required by law, the Developer shall not be obligated to provide plywood sheets or other hurricane covering for windows in the Regime's Buildings, other than is covenanted to be provided for Buildings 4 and 5, as herein stated.

Reference to areas as Common Elements or elements in this paragraph will be in addition to and read in conjunction with the further designations of Common Elements and elements set out in other portions of this Master Deed and the survey and floor plans making up the balance of this Exhibit "B-2". The asphalt parking areas designated on the as-built survey are Common Elements.

ARCHITECT'S CERTIFICATION LETTER
Attached Hereto

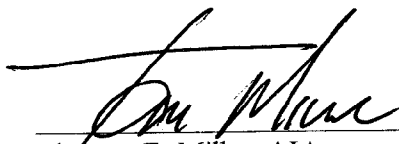


Brian F. Kernaghan, Esq.
Nexsen Pruet Jacobs Pollard & Robinson, LLC
P.O. Drawer 14610
Surfside Beach, SC 29587

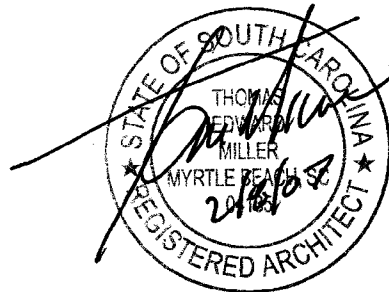
Re: Clearwater Bay, Building No. 4

This letter is to serve as the Architect's Certification for the above referenced project as requested by you for attachment to the Master Deed.

The undersigned Architect, registered to practice in the State of South Carolina, certifies that these documents reflect, to the best of the Architect's knowledge, information and belief, the observable and accessible configuration of the structures. They show floor plans and elevations of the building, and graphically show the dimensions, area and location of the common elements affording access to each apartment.



Thomas E. Miller, AIA
Miller Design Services, P.A.
South Carolina Architect
License No. 04135



Myrtle Beach, SC
February 8, 2007



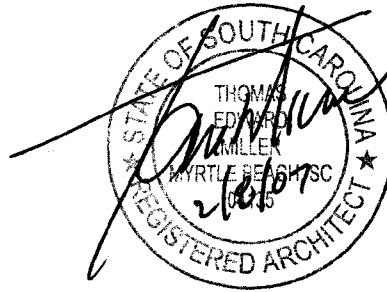
Brian F. Kernaghan, Esq.
Nexsen Pruet Jacobs Pollard & Robinson, LLC
P.O. Drawer 14610
Surfside Beach, SC 29587

Re: Clearwater Bay, Building No. 5

This letter is to serve as the Architect's Certification for the above referenced project as requested by you for attachment to the Master Deed.

The undersigned Architect, registered to practice in the State of South Carolina, certifies that these documents reflect, to the best of the Architect's knowledge, information and belief, the observable and accessible configuration of the structures. They show floor plans and elevations of the building, and graphically show the dimensions, area and location of the common elements affording access to each apartment.

Thomas E. Miller, AIA
Miller Design Services, P.A.
South Carolina Architect
License No. 04135



Myrtle Beach, SC
February 8, 2007

Exhibit "C"

Schedule of Assigned Values and Percentage Interests in the Common Elements

This is a schedule of Assigned Values and Percentage Interests in the Common Elements appurtenant to Units in Clearwater Bay. The Developer's current plan provides for sixty-two (62) Buildings developed in sixty-two (62) phases, which the Developer may, but is not obligated to, develop; provided, the Developer has also reserved the right to expand the Regime further by adding an additional sixty-third (63rd) Phase Building. At the date hereof, the Declarant has completed construction of four (4) Buildings, Buildings 2, 3, 4 and 5, and being development Phases I – IV. The Declarant has reserved the right, but not the obligation, to develop Phases V through LXIII, inclusive. The Assigned Value is for statutory purposes only and has no relationship to the actual value of each Unit.

Clearwater Bay			
Buildings / Units Numbering Per Horizontal Property Regime Act	Assigned Value	Percentage Interests	Propane Tank Ltd Common Element
0211	\$2,000	8.33333%	
0212	\$2,000	8.33333%	
0213	\$2,000	8.33333%	
0311	\$2,000	8.33333%	
0312	\$2,000	8.33333%	
0313	\$2,000	8.33333%	
0411	\$2,000	8.33333%	
0412	\$2,000	8.33333%	
0413	\$2,000	8.33333%	
0511	\$2,000	8.33333%	
0512	\$2,000	8.33333%	
0513	\$2,000	8.33333%	
	\$24,000	99.99996%	

Buildings 1 and 6 through and including 63, or any of them, may be submitted in any order as Phases V through LXIII of The Clearwater Bay Horizontal Property Regime. As each phase is added, the total Assigned Value of all phases submitted and constituting The Clearwater Bay Horizontal Property Regime at that time and the Percentage Interest of each Unit may be determined. In determining the Percentage Interest of each Unit, a formula is employed using the Assigned Value of each Unit set forth in this Exhibit "C", as amended for each phase added, as the numerator and the total Assigned Values of all Units (including the phase being submitted

and all phases previously submitted to the Regime) as the denominator. The resulting fraction will then be expressed as a percentage rounded to the nearest .00001. The total Assigned Values assigned to each Building currently a part of the Regime and that may be constructed and submitted to the Regime as Phases V through LXIII, if constructed and submitted, will be in accordance with the following schedule.

Total Assigned Values in Building 4 Submitted Herewith	\$ 6,000
Total Assigned Values in Building 5 Submitted Herewith	\$ 6,000
Total Assigned Values in Building 3 Previously Submitted	6,000
Total Assigned Values in Building 2 Previously Submitted	6,000
Total Assigned Values in Proposed Building 1	6,000
Total Assigned Values in Proposed Building 6	6,000
Total Assigned Values in Proposed Building 7	6,000
Total Assigned Values in Proposed Building 8	6,000
Total Assigned Values in Proposed Building 9	6,000
Total Assigned Values in Proposed Building 10	6,000
Total Assigned Values in Proposed Building 11	6,000
Total Assigned Values in Proposed Building 12	6,000
Total Assigned Values in Proposed Building 13	6,000
Total Assigned Values in Proposed Building 14	6,000
Total Assigned Values in Proposed Building 15	6,000
Total Assigned Values in Proposed Building 16	6,000
Total Assigned Values in Proposed Building 17	6,000
Total Assigned Values in Proposed Building 18	6,000
Total Assigned Values in Proposed Building 19	6,000
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Total Assigned Values in Proposed Building 60	6,000
Total Assigned Values in Proposed Building 61	6,000
Total Assigned Values in Proposed Building 62	6,000
Total Assigned Values in Proposed Building 63 (TBD - 3 max. Units)	<u>6,000</u>

Total Assigned Values of the Project, If All Phases Remaining Are Constructed and Submitted	<u>\$ 378,000</u>
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As an example, if Building 17, composed of 3 Units, is added as Phase V, the total Assigned Values in Phases I – IV (\$24,000) would be added to the additional Assigned Values in Phase III (\$6,000), so that, following submission the total Assigned Values in Phases I – V would be \$30,000.00. To determine the Percentage Interest of Unit 1711 if Phase V is added to Phases I – IV and those phases constitute the entire Regime, the following formula would be used:

ASSIGNED VALUE	<u>\$ 2,000</u>	=	6.66667%
TOTAL ASSIGNED VALUES	\$30,000		