STATE OF SOUTH CARO	INA) SECOND AMENDMENT TO
) DECLARATION OF PROTECTIVE COVENANTS,
) RESTRICTIONS, EASEMENTS, CHARGES
) AND LIENS FOR WATERBRIDGE
COUNTY OF HORRY)

This Second Amendment to Declaration of Protective Covenants, Restrictions, Easements, Charges, and Liens for Waterbridge is made by SOUTH CAROLINA COASTAL DEVELOPMENT I, INC., a South Carolina corporation (hereinafter referred to as "the Developer").

RECITALS:

- A. By Declaration of Protective Covenants, Restrictions, Easements, Charges and Liens dated August 8, 2006, recorded in the office of the Horry County Register of Deeds on August 24, 2006 in Deed Book 3147 at page 901 ("the Declaration"), the Developer imposed certain covenants, restrictions and easements upon certain real property located in Horry County, South Carolina, more particularly described in the Declaration; and
- B. By First Amendment to Declaration dated September 26, 2006, recorded in the office of the Horry County Register of Deeds on September 28, 2006 in Deed Book 3164 at page 826 the Declarant amended Exhibit A to the Declaration to substitute a new legal description based on a revised subdivision plat and amended the Declaration to allow Declarant to annex adjacent property to the Declaration; and
- C. By Corrective First Amendment to Declaration dated September 28, 2006, recorded in the office of the Horry County Register of Deeds on September 29, 2006 in Deed Book 3166 at page 410 the Declarant corrected a scrivener's error in the First Amendment; and
- D. Article XI, Section 2 of the Declaration provides that the Declaration may be amended by the Declarant for the purpose of submitting additional real property to the Declaration; and
- E. Article XI, Section 2 of the Declaration provides that the Declarant may bring such additional real estate under the terms of the Declaration, together with such additional restrictions and obligations as Developer may impose on the land being submitted to the provisions of the Declaration by such Supplemental Declaration.

DECLARATION:

NOW, THEREFORE, the Declaration is hereby amended to add the real property described on Exhibit "A" attached hereto to the Subdivision described in the Declaration, and such real property is hereby subjected to the provisions of the Declaration as amended hereby.

Instrument#: 2008000085949, DEED BK: 3347 PG: 54 DOCTYPE: 082 06/30/2008 at 04:37:22 PM, 1 OF 3 BALLERY V. SKIPPER, HORRY COUNTY, SC REGISTRAR OF DEEDS

Article III, Section 2, <u>Size of Residences and Lot Coverage</u>. is amended as to Phase 3A to provide that residences constructed on Lots 820 through 847 and Lots 852 through 904 shall have a minimum of 2000 square feet of enclosed heated living area (exclusive of porches, decks and garages or other unheated spaces). Should such residence be a 2-story structure, there shall be a minimum of 1400 square feet of enclosed heated living area on the first or ground floor.

IN WITNESS WHEREOF, South Carolina Coastal Development I, Inc. has executed this Second Amendment to the Declaration as of June 22, 2008.

Signed, Sealed and Delivered
In the Presence of:

SOUTH CAROLINA COASTAL
DEVELOPMENT I, INC.

(SEAL)

By:

Randolph M. Allen, President

STATE OF NORTH CAROLINA

PROBATE

COUNTY OF MECKLENBURG

PERSONALLY appeared before me the undersigned witness and made oath that s/he saw the within named South Carolina Coastal Development I, Inc., by its duly authorized signatory sign, seal and as its act and deed deliver the within written Second Amendment to the Declaration of Protective Covenants, Restrictions, Easements, Charges and Liens for Waterbridge and that s/he with the other witness subscribed above witnessed the execution thereof.

Claraf Buch Witness

SWORN to before me this 27 day of June 2008.

Notary Public for North Carolina (L.S.)

My Commission Expires: 9/24/2010

Nancy J. Morrison Notary Public Meckleriburg County, NC Exp'res: Sept 24, 2010

EXHIBIT "A"

ALL AND SINGULAR those certain pieces, parcels or lots of land, situate, lying and being in Horry County, South Carolina, being shown and described as Lots 848 through 851 Phase 1A, and Lots 820 through 847 and Lots 852 through 904 Phase 3A on "Final Plat of Waterbridge, Phase 1A & Phase 3A, Conway Township, Horry County, South Carolina" prepared for South Carolina Coastal Development I, Inc. by DDC Engineers, Inc., dated March 31, 2008, and recorded on June 20, 2008, in the Office of the Register of Deeds for Horry County in Plat Book 238 at pages 193 through 196 (4 sheets) which plat is incorporated herein and made a part hereof by reference.

TOGETHER WITH the streets and common areas known as: Waterbridge Boulevard, Lavender Lane, and Moss Bridge Lane; and open areas shown as: Open Space#1 (Phase 3A), and Open Space#2 (Phase 3A).

Portion of 164-00-01-107 (Parent)