

Prepared by and mail to:

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NORTH CAROLINA

GASTON COUNTY

SUPPLEMENTAL DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
REFLECTION POINTE

REFLECTION POINTE - PHASE 3 PARCEL

THIS SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR REFLECTION POINTE, is made on the date hereinafter set forth by NORTH STAR INVESTORS II, LLC, a North Carolina limited liability company, hereinafter referred to as "Declarant". All capitalized terms shall have the meanings set forth in the Declaration (as hereinafter defined).

PRELIMINARY STATEMENT

Pursuant to that certain Declaration of Covenants, Conditions and Restrictions for Reflection Pointe filed for recording October 3, 2003, in the Office of the Register of Deeds of Gaston County, North Carolina and recorded in Book 3843, Page 399 of the Office of the Register of Deeds of Gaston County, as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Reflection Pointe filed for recording October 17, 2003 in the Office of the Register of Deeds of Gaston County and recorded in Book 3852, Page 904 of said Office of the Register of Deeds (as amended, the "Declaration"), Declarant subjected the Phase I Parcel to the easements, conditions, covenants and restrictions set forth in the Declaration, which Phase I Parcel is also shown on the map recorded in Map Book 67, Pages 63-68 in the Office of the Register of Deeds of Gaston County, North Carolina.

In accordance with the Declaration, a Supplemental Declaration of Covenants, Conditions and Restrictions for Reflection Pointe was filed for recording on November 3, 2003 in the Office of the Register of Deeds of Gaston County and recorded in Book 3866, Page 963 of said Office of the Register of Deeds (the "First Supplemental Declaration"), pursuant to which certain real property identified in such First Supplemental Declaration as the "Phase 2 Parcel" was added to the Property and subjected to the Declaration.

9999-00128020

The Declaration provides that, subject to the conditions set forth therein, Additional Property constituting any portion or portions of the Entire Parcel may be brought within the scheme of the Declaration and the jurisdiction of the Association by recording a Supplemental Declaration of Covenants, Conditions and Restrictions with respect to the Additional Property which shall extend the operation and effect of the covenants, conditions and restrictions in the Declaration to such Additional Property.

Declarant is the owner of the real property described in Section 1 of Article I of this Supplemental Declaration (the "Phase 3 Parcel") and is executing this Supplemental Declaration for the purpose of adding the Phase 3 Parcel to the Property and subjecting such Phase 3 Parcel to the operation and effect of the Declaration.

DECLARATION

NOW, THEREFORE, the Declarant declares that the Phase 3 Parcel which real property is described in Section 1 of Article I of this Supplemental Declaration, is hereby made a part of the Property (as defined in the Declaration) and shall be owned, held, transferred, sold, conveyed, and occupied subject to the Declaration as hereby supplemented. The Declaration is hereby imposed upon the Phase 3 Parcel and shall run with the real property and be binding upon and inure to the benefit of all owners thereof, their heirs, personal representatives, successors and assigns, and shall inure to the benefit of each owner thereof.

ARTICLE I

ADDITIONAL PROPERTY SUBJECTED TO DECLARATION

Section 1. Additional Property. The real property which is hereby added to the Property pursuant to Article II of the Declaration, and which shall be owned, held, transferred, sold, conveyed, and occupied subject to the Declaration as hereby supplemented is located in Gaston County, North Carolina, and consists of: (i) approximately 95.44 acres, as shown on a plat entitled "Final Plat of Reflection Pointe-Phase 3 for North Star Investors II, LLC" recorded in Map Book 67, Pages 119-122 in the Office of the Register of Deeds of Gaston County, North Carolina, (ii) all easements shown on such recorded plat, (iii) all real property shown as "Common Open Space" or "C.O.S." or other Common Area on such recorded plat, and (iv) a temporary construction easement in favor of Declarant, its successors and assigns consisting of thirty-five feet from the outside perimeter of all Parks and Common Open Space on the Property, such easement to terminate upon construction of all Parks and Ponds or December 31, 2005, whichever occurs first. This property is sometimes referred to herein as the "Phase 3 Parcel."

ARTICLE II

GENERAL PROVISIONS

Section 1. Paragraph Headings. Paragraph headings, where used herein, are inserted for convenience only and are not intended to be a part of this Supplemental Declaration or in any way to define, limit or describe the particular paragraphs to which they refer.

Section 2. Applicable Law. This Supplemental Declaration shall be governed by and construed in accordance with the laws of the State of North Carolina.

Section 3. Binding Effect. This Supplemental Declaration shall be binding upon and inure to the benefit of Declarant, the Association, the Owners, and their respective heirs, executors, administrators and assigns.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed under seal this 29 day of December, 2003.

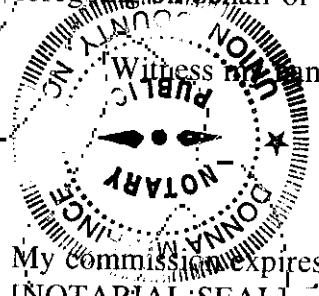
NORTH STAR INVESTORS II, LLC (SEAL)

By: *[Signature]*
Title: Manager

STATE OF NORTH CAROLINA
COUNTY OF Union

I, Donna M. Prince, a Notary Public of the aforesaid County and State, do hereby certify that Rita A. Collins personally appeared before me this day and acknowledged that (s)he is Manager of **North Star Investors II, LLC**, a North Carolina limited liability company, and that (s)he as Manager being authorized to do so, executed the foregoing on behalf of said limited liability company.

Witness my hand and notarial seal, this the 24th day of December, 2003.



Donna M. Prince
Notary Public

My commission expires: 10-01-07
[NOTARIAL SEAL]

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NORTH CAROLINA, GASTON COUNTY

The foregoing certificate(s) of Donna M. Prince
Notary Public of Union County and
Notary Public of _____ is/are certified to be correct. This
instrument was presented for registration and recorded in this office in Book 3906
Page 835 this 2nd day of January 2004 at 1:49 o'clock PM
ALICE B. BROWN REGISTER OF DEEDS BY Donna M. Prince Assistant/Deputy