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C. Williams

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
SANDCASTLES BY THE SEA**

**THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR SANDCASTLES BY THE SEA** ("First
Amendment") is made on this 29th day of October, 2009, by Star Fish Investments, LLC,
a Delaware limited liability company, having an address of 18 Folly Field Road, Hilton Head
Island, South Carolina, 29928 (the "Declarant").

WHEREAS, the Declarant recorded that certain Declaration of Covenants, Conditions
and Restrictions for Sandcastles by the Sea in the Office of the Register of Deeds for Beaufort
County, South Carolina on May 26, 2006 in Record Book 2380 at Page 1162 (the
"Declaration"); and

WHEREAS, pursuant to Section 12.05 of the Declaration, the Declarant retains the right
to unilaterally amend the Declaration for any purpose, provided, any such amendment shall not
materially adversely affect the substantive rights of any Lot Owners; and

WHEREAS, the Declarant desires to amend the Declaration pursuant to its reserved
rights as provided hereinafter; NOW, THEREFORE, the Declarant, by and through its
undersigned authorized officer, does hereby amend the Declaration as provided herein:

1. Recitals. The above stated recitals are hereby incorporated by reference.

Amendment of Section 1.10 of the Declaration. Section 1.10 is
hereby amended to indicate that Star Fish Investments, LLC is a
Delaware limited liability company authorized to transact business
in South Carolina.

3. Ratification of the Declaration. Except as specifically amended in this First Amendment,
all terms and conditions of the Declaration are hereby ratified and all defined terms in the
Declaration shall have the same meaning when used in this First Amendment.

[THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]




IN WITNESS WHEREOF, the Declarant herein, hereby executes this First Amendment on the day and year first above written.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

STAR FISH INVESTMENTS, LLC



By: 
_____ (L.S.)
Michael F. Russo, Manager



STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGEMENT

I, the undersigned Notary Public, do hereby certify that Star Fish Investments, LLC by Michael F. Russo, its Manager, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this 29th day of October, 2009.


_____ (SEAL)

Notary Public for South Carolina
My Commission Expires: 7-31-2010

