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## AMENDMENT OF THE DECLARATION OF COVENANTS AND RESTRICTIONS -FOR DEER ISLAND, HILTON HEAD ISLAND, SOUTH CAROLINA AND PROVISIONS FOR THE SEA PINES, DEER ISLAND OWNERS' ASSOCIATION, INC.

THIS AMENDMENT, is made this 25 day of April, 2000, by the Sea Pines Deer Island Owners' Association, Inc. (hereinafter referred to as the "Association").

WHEREAS, the original Declaration of Covenants and Restrictions for Deer Island, Hilton Head Island, South Carolina and Provisions for The Sea Pines, Deer Island Owners' Association, Inc. dated December 7, 1971 was recorded in Deed Book 193 at Page 1728 in the Register of Deeds Office for Beaufort County, South Carolina (hereinafter referred to as the "Declaration"); and

WHEREAS, the Declaration at Article III Section 2 provides for the Association to be comprised of Class "A" Members and a Class "B" Member where the Class "B" Member has one vote more than the Class "A" Members; and

WHEREAS, the Sea Pines Plantation Company was the original Class "B" Member; and

WHEREAS, Sea Pines Plantation Company (renamed Hilton Head Liquidation Corporation) as a result of bankruptcy proceedings in Case No. 86-03871 held in the United States Bankruptcy Court for the District of South Carolina assigned its Class "B" Member voting rights to Sea Pines Plantation Company, Inc.; and

WHEREAS, Sea Pines Plantation Company, Inc. assigned its Class "B" Member voting rights in the Association to Community Services Associates, Inc. by that certain Assignment of Rights dated September 25, 1990 and recorded in Deed Book 572 at Page 2416 in the Register of Deeds Office for Beaufort County, South Carolina; and

WHEREAS, the Association is desirous of eliminating the Class "B" Member voting rights thereby terminating Community Services Associates, Inc.'s voting rights in their entirety; and

WHEREAS, pursuant to Article VII Section 1 of the Declaration, notice was provided to all Class "A" Members and the Class "B" Member more than thirty (30) days prior to the March 10, 2000 annual meeting where the vote to terminate the Class "B" Member voting rights was made; and

WHEREAS, pursuant to Article V Section 6 of the Declaration, more than sixty (60) percent of the Association was present, either physically or by proxy, including the Class "B" Member at the March 10, 2000 annual meeting; and

WHEREAS, pursuant to Article VII Section 1 of the Declaration, greater than three-fourths (3/4) of the Association at the March 10, 2000 annual meeting voted in favor of amending the Declaration to terminate the Class "B" Member voting rights, said termination to be effective on July 1, 2000.

NOW THEREFORE, know all men by these presents that the Association hereby amends the Declaration as follows:

- 1. Article III Section 2 is hereby amended to terminate the Class "B" Member voting rights thereby eliminating the right of Community Services Associates, Inc., its successors or assigns, from any voting rights in the Association.
- 2. This amendment shall become effective on July 1, 2000.
- 3. Any matter not specifically amended herein shall remain in full force and effect.

IN WITNESS WHEREOF, The Sea Pines Deer Island Owners' Association, Inc., a South Carolina non-profit corporation has caused this instrument to be executed on the date first mentioned herein above.

WITNESSES:	ASSOCIATION, INC., a South Carolina Non-Profit Corporation
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STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT	Noel Mailhot, Secretary  ACKNOWLEDGEMENT
Joseph Grand Grand	,

I, the undersigned Notary Public, do hereby certify that Jey Waldrop, President and Noel Mailhot, Secretary of The Sea Pines Deer Island Owners' Association, Inc., Inc. a South Carolina non-profit corporation personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of the corporation.

Witness my hand and seal this the 25day of April, 2000.

Chustian & Martin (SEAL)
Notary Public for South Carolina

My Commission Expires: 4/22/2001

March 30, 2000 Prepared By: Thomas L. Reed, Esquire Novit, Scarminach & Williams, P.A.