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STATE OF SOUTH CAROLINA

COUNTY OF BEAUFORT

SECOND AMENDMENT TO DECLARATION
OF COVENANTS AND PROVISIONS FOR
MEMBERSHIP IN CROSSWINDS
PROPERTY OWNERS' ASSOCIATION, INC.

THIS AMENDMENT is made as of this 10th day of April, 2002, by **B & A Crosswinds, L.L.C.**, (hereinafter referred to as "**Declarant**") a Limited Liability Company organized and existing under and by the laws of the State of South Carolina, its successors and assigns.

WITNESSETH:

WHEREAS, the Declarant recorded that certain Declaration of Covenants and Provisions for Membership in Crosswinds Property Owners Association, Inc. dated April 19, 1999 in the office of the Register of Deeds for Beaufort County, South Carolina in Deed Book 1163 at Page 2062 (the "Declaration"); and

WHEREAS, Declarant has amended the Declaration pursuant to that certain First Amendment to Declaration of Covenants and Provisions for Membership in Crosswinds Property Owners' Association dated March 10, 2000 and recorded in the Register of Deeds Office for Beaufort County, South Carolina in Deed Book 1271 at Page 1256 (the "First Amendment"); and

WHEREAS, the Declarant, to amend and restate the Declaration as amended by the First Amendment for the purpose of adding certain contiguous property to the Crosswinds Subdivision as Phase II thereof and to submit said property to the Declaration and to correct certain scrivener's

errors in the Declaration, recorded that certain Amended & Restated Declaration of Covenants and Provisions for Membership in Crosswinds Property Owners Association, Inc. dated June 19, 2000 in the office of the Register of Deeds for Beaufort County, South Carolina in Deed Book 1305 at Page 148 (the "First Restated Declaration"); and

WHEREAS, the Declarant at Article XII of the Declaration, and all subsequent amendments and restatements thereof, reserves to itself, its successors and assigns, the right to amend the Declaration or any portion of the Declaration for any purpose whatsoever, during the initial five (5) year period from the date of the Declaration, provided, however, that the voting power of existing Owners is not diluted by such amendment; and

WHEREAS, Article XI, Section 11.04 of the First Restated Declaration reserves the right unto the Declarant, its successors and assigns, for a period of forty (40) years from the execution of the Declaration, plus extension periods as provided therein, to add additional restrictive covenants in respect to the Property and the further right to limit or amend the application of the Covenants therein contained; and

WHEREAS, as stated in Article II, Section 2.3(b) of the First Restated Declaration, it is the intention of Declarant to convey to the Crosswinds Property Owners Association, Inc. (the "POA") the Common Property as defined in the Second Restated Declaration, without any consideration in return from the POA; and

WHEREAS, Article I, Section 1.1(d) of the First Restated Declaration defines "Common Property" as being those areas of land, including those with any improvements thereon, which are deeded to the POA and designated in said deed as Common Property and all areas provided for the common use and enjoyment of Owners of the Lots, their families and guests, and designated as Common Property on the plat referred to in Exhibit "A" to the First Restated Covenants, or on any other approved plat or Master Plan evidencing a specific intent to designate Common Property, whether or not such property actually already has been conveyed to the POA; and

WHEREAS, the Declarant now desires to amend the First Restated Declaration for the sole and limited purpose of reflecting that the Declarant, by deed executed contemporaneously with this Second Amendment, has conveyed to the POA the Common Property as described in said deed, as recorded in the Office of the Register of Deeds for Beaufort County, South Carolina in Book 1635 at Page 2130; and

WHEREAS, the within amendment shall not effect the voting power of the Owners as provided in the Declaration; and

WHEREAS, this Second Amendment to Declaration of Covenants and Provisions for Membership in Crosswinds Property Owners' Association, Inc. shall be effective as of the date of recording of the Declaration with all terms thereof except as otherwise herein modified, continuing in full force and effect as of said recording date and being hereby affirmed and ratified by the Declarant.

NOW, THEREFORE, the Declarant does hereby amend the applicable provisions of the Declaration as herein provided.

1. Article II, Section 2.3(b). The first sentence is hereby replaced with the following:

“The POA is the title owner of the Common Property as described herein. It is the intention of the Declarant to convey to the POA any and all Common Property acquired or annexed to the Property by the Declarant in the future.”

2. Article VII, Section 7.2: Title to Common Property. This paragraph is replaced with the following:

“As stated in Section 2.3 above, Declarant's intent is to transfer to the POA title to any and all Common Property not already conveyed to the POA; however, the timing of such transfer is subject to Declarant's discretion subject to Section 2.3(b) above.”

3. Any and all provisions of the Second Restated Declaration which allude to or reference Declarant's title to Common Property shall be construed to be superseded by Declarant's conveyance of the Common Property to the POA to the extent that such provisions attempt to grant any right or title to such Common Property to the Declarant.
4. It is specifically recognized that some or all of the persons comprising the POA are or may be members of the Declarant, and that such circumstances shall not and cannot be construed or considered as a breach of their duties and obligations to the POA, nor as possible grounds to invalidate this Amendment, in whole or in part.
5. All other provisions of the Declaration shall remain in full force and effect and are hereby ratified and restated.

IN WITNESS WHEREOF, Declarant has set its hand and seal hereunto as of the date and year first above written.

WITNESSES:

Taffy G. Scheider
Taffy G. Scheider

B & A CROSSWINDS, LLC,
a South Carolina limited liability company

BY: *Stephen G. Anthony*
Stephen G. Anthony
Its: Manager

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGMENT

Taffy G. Scheider

PERSONALLY appeared before me *Amy T. BURCH*, who on oath, says that s/he saw the within named **B & A CROSSWINDS, LLC**, a South Carolina limited liability company by **Stephen G. Anthony**, its Manager, sign, seal and deliver the within written document and witnessed the execution thereof.

SWORN to before me this
10th day of April, 2002

Taffy G. Scheider
(Non Notary Witness)

Amy T. Burch
Notary Public for South Carolina
My Commission expires: 11/17/07