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STATE OF SOUTH CAROLINA)
)
)
BEAUFORT COUNTY)

**AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
CAROLINA ESTATES**

THIS AMENDMENT to Declaration of Covenants, Conditions and Restrictions for Carolina Estates ("Amendment") is made this 5th day of December, 2000, by Carolina Estates of Bluffton, LLC, its successors and assigns (collectively the "Declarant").

WHEREAS, Declarant recorded the certain Declaration of Covenants, Conditions and Restrictions for Carolina Estates ("Covenants") in the Beaufort County Register of Deeds Office on July 26, 2000 in Official Record Book 1316 at Page 2286 affecting property generally known as Carolina Estates as more particularly described in the Covenants and on Exhibit "A" attached hereto ("Property"); and

WHEREAS, Article IX, Section 2 of the Covenants provided that the Covenants could be amended in whole or in part at anytime by an instrument signed by owners of two-thirds of the Lots or Dwellings encumbered by the Covenants; and

WHEREAS, the Declarant owns all of the Lots encumbered by the Covenants, and there are no Dwellings within the Property at this time; and

WHEREAS, the Declarant wishes to amend the Covenants as set forth below.

NOW, THEREFORE, for purpose of enhancing and protecting the value, attractiveness, and desirability of the Property, the Declarant hereby amends the Covenants as follows:

1. **Definitions.** All capitalized terms in this Amendment shall have the meaning defined in the Covenants, unless otherwise defined herein.
2. **Assignment of Declarant Rights.** Declarant hereby assigns all its rights, powers, benefits, burdens, and obligations whatsoever under the Covenants regarding the Property to D.R. Horton, Inc. ("Successor Declarant"). Article 1, Section 7 is hereby amended to replace the name "Carolina Estates of Bluffton, LLC" with "D.R. Horton, Inc."
3. **Contingent Reversion of Declarant Rights** Concurrently with the execution of this Amendment, Declarant is conveying eighteen of the Lots to Successor Declarant, pursuant to a Contract of Sale between Declarant and Successor Declarant ("Contract"). Under the terms of Contract, Successor Declarant may purchase all the Lots in the Property. In the event Successor Declarant does not purchase all the Lots in the Property, the Declarant rights, powers, benefits, burdens, and obligations under the Covenants shall revert back to Declarant regarding only those Lots not purchased by Successor Declarant. Any reversion of Declarant Covenant rights to the Declarant shall not be effective until Declarant and Successor Declarant execute and record in the Beaufort County Register of Deeds Office a Covenant amendment referring to this Section of the Amendment and specifying which Lots within the Property have not been purchased by the Successor Declarants.

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- 4. **Property.** The term "Property" defined in Article I, Section 19 is hereby revised to be the Property described in Exhibit "A" attached hereto. Additionally, any reference in the Covenants to Exhibit "A" shall be amended to refer to Exhibit "A" attached hereto.
- 5. **Amendment Constitutes Covenant.** This Amendment, its terms and conditions, constitutes a restrictive covenant upon the Property running with the Property and binding and benefitting all parties having any right, title or interest in the Property, forever.
- 6. **Attorney's Fees.** In the event any party brings legal action to enforce the terms and conditions of this Amendment, the unsuccessful party to such litigation shall be responsible for reimbursing the successful party to such lawsuit all costs incurred in connection therewith, including reasonable attorney fees and court costs.
- 7. **Successors and Assigns.** This Amendment shall be binding upon the Declarant, Successor Declarant, all owners of any part of the Property, and their respective heirs, successors and/or assigns.

IN WITNESS WHEREOF, the Declarant has executed this Amendment on the dates set forth above.

WITNESSES:

CAROLINA ESTATES OF
BLUFFTON, LLC:

Sandra L. Capelle
[Signature]

By: [Signature]
 Its: Manager

STATE OF SOUTH CAROLINA)
)
 COUNTY OF BEAUFORT)

ACKNOWLEDGMENT

I, the undersigned Notary Public do certify that W. Herbert Walker, Jr., an authorized officer of Carolina Estates of Bluffton, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my official seal this the 5th day of December, 2000.

[Signature] (SEAL)
 Notary Public for South Carolina
 My Commission Expires: 3/12/05

Exhibit "A"

ALL THOSE certain pieces, parcels or lots of land generally known as the "Carolina Estates" subdivision in Bluffton Township, Beaufort County, South Carolina and containing cumulatively 19.439 acres, more or less, and being shown and depicted as "Future Development 6.857 acres", "Carolina Estates Phase 1 - 12.582 acres", Lots 9 through 26, inclusive, Lots 35 through 47, inclusive, all open space and right of ways, and all other strips, gores and parcels of land whatsoever depicted on the plat entitled "A Subdivision Plat of Carolina Estates" prepared by Antoine Vinel, S.C.R.L.S. No. 9064 and recorded in the Office of the Register of Deeds for Beaufort County, South Carolina in Plat Book 75 at Page 96.

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FILED
JOHN A. SULLIVAN, JR. 6317
R.M.C.
BEAUFORT COUNTY, S.C.

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