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Shaun O. Burris  
BEAUFORT COUNTY AUDITOR

STATE OF SOUTH CAROLINA )  
 ) THIRD ANNEXATION AMENDMENT TO MASTER  
COUNTY OF BEAUFORT ) DEED FOR BRIDGEPOINTE

THIS THIRD ANNEXATION AMENDMENT TO MASTER DEED FOR BRIDGEPOINTE (the "Third Annexation Amendment") is made this 29th day of November, 2007, by BRIDGEPOINTE CONDOMINIUMS, INC., a Kentucky corporation (the "Declarant").

WHEREAS, Declarant executed and recorded that certain Master Deed for Bridgepointe Horizontal Property Regime (the "Master Deed") on July 20, 2006, which is recorded in the Office of the Register of for Beaufort County, South Carolina in Record Book 2415 at Page 1126, which was amended by that certain First Annexation Amendment to Master Deed for Bridgepointe, dated September 5, 2006, and recorded on September 11, 2006, in Record Book 2440 at Page 2410, and by that certain Second Annexation Amendment to Master Deed dated November 15, 2006, and recorded on November 22, 2007, in Record Book 2478 at Page 2432; and

WHEREAS, as set forth in Article I, Section 2 of the Master Deed, Declarant has the option, in its sole discretion, whether or not to annex additional property into the Regime; and

WHEREAS, Declarant has elected to annex Phases 4 and 5 (as described in this Amendment) to the Regime, and the Phase 4 and Phase 5 properties shall be included in the definition of the Property (as defined in the Master Deed, as amended).

NOW, THEREFORE, Declarant hereby declares as follows:

1. That the above "Whereas" clauses be incorporated herein as if repeated verbatim.

2. That the property described in Exhibit A-1 attached hereto is hereby added to Exhibit A of the Master Deed, as amended, and is hereby made a part of the Property subject to the terms and conditions of the Master Deed, as amended. All references to the Property and Exhibit A to the Master Deed, as amended, shall hereafter also include Phase 4 as described in Exhibit A-1 to this Amendment.

3. Article II of the Master Deed, as amended, is hereby amended to include Phases 4, 5 and 6 of the Property, which consists of: (a) **Building 21**, containing twenty-four (24) condomin-

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BEAUFORT COUNTY TAX MAP REFERENCE

Dist	Map	SMap	Parcel	Block	Week
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ium Apartments, which are numbered: 21-101, 21-102, 21-103, 21-104, 21-105, 21-106, 21-107, 21-108, 21-201, 21-202, 21-203, 21-204, 21-205, 21-206, 21-207, 21-208, 21-301, 21-302, 21-303, 21-304, 21-305, 21-306, 21-307, and 21-308; (b) **Building 22**, containing twelve (12) condominium Apartments, which are numbered: 22-101, 22-102, 22-103, 22-104, 22-105, 22-106, 22-107, 22-108, 22-109, 22-110, 22-111, and 22-112; and (c) **Building 23**, containing twelve (12) condominium Apartments, which are numbered: 23-101, 23-102, 23-103, 23-104, 23-105, 23-106, 23-107, 23-108, 23-109, 23-110, 23-111, and 23-112.

4. Exhibit C to the Master Deed is hereby amended to include the following additional plat references:

Those certain plats of survey prepared by Andrews & Burgess, Inc., Gary Blair Burgess, South Carolina Professional Engineer & Registered Land Surveyor No. 15229, as follows:

A. plat dated August 25, 2006, last revised May 8, 2007, entitled "AS BUILT SURVEY FOR BRIDGEPOINTE CONDOMINIUMS, INC., BRIDGEPOINTE CONDOMINIUMS PHASE 4, BLUFFTON PARKWAY, BEAUFORT COUNTY, SOUTH CAROLINA," which is recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 120 at Page 32; and

B. plat dated August 25, 2006, last revised June 1, 2007, entitled "AS BUILT SURVEY FOR BRIDGEPOINTE CONDOMINIUMS, INC., BRIDGEPOINTE CONDOMINIUMS PHASE 5, BLUFFTON PARKWAY, BEAUFORT COUNTY, SOUTH CAROLINA." Said plat is recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 120 at Page 141; and

C. plat of survey dated August 25, 2006, last revised October 29, 2007, entitled "AS BUILT SURVEY FOR BRIDGEPOINTE CONDOMINIUMS, INC., BRIDGEPOINTE CONDOMINIUMS PHASE 6, BLUFFTON PARKWAY, BEAUFORT COUNTY, SOUTH CAROLINA," which is recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 123 at Page 23.

5. Exhibit D to the Master Deed, as amended, is hereby amended to include the following reference:

THE DEVELOPMENT AND CONSTRUCTION PLANS FOR THE BUILDINGS 21, 22, AND 23, FLOOR PLANS FOR BUILDINGS 21, 22 AND 23, CONTAINING FORTY-EIGHT (48) APARTMENTS, PREPARED BY TUCKER & BOOKER, INC. ARCHITECTS ARE RECORDED IN THE OFFICE OF THE REGISTER OF DEEDS FOR BEAUFORT COUNTY, SOUTH CAROLINA, IN PLAT BOOK 123 AT PAGE 43.

6. Exhibit E to the Master Deed, as amended, is hereby deleted in its entirety and the attached Exhibit E shall replace the existing Exhibit E. The attached Exhibit E includes the reference to the Phases 4, 5 and Phase 6 Units so that the Percentage Interests in the Common Elements will include Phases 1, 2, 3, 4, 5 and 6 as being in the Bridgepointe Horizontal Property Regime. The attached Exhibit E (setting forth the Percentage Interests in the Common Elements for Phases 1, 2, 3, 4, 5 and 6) is incorporated herein by reference, and intended to replace the existing Exhibit E to the Master Deed, as amended.

7. Exhibit G to the Master Deed is hereby supplemented by adding the attached Exhibit G-1 thereto regarding Buildings 21, 22, and 23 (being Phases 4, 5 and 6) of the Regime.

8. Except as amended herein, the terms and conditions of the Master Deed, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Declarant has executed this Second Annexation Amendment on the day and year first above written.

WITNESSES:

BRIDGEPOINTE CONDOMINIUMS, INC.

John M. Gualley  
John R. Gualley, Jr.

By: [Signature]  
Name: Roger Allen  
Its: President

STATE OF SOUTH CAROLINA )  
  )  
COUNTY OF BEAUFORT        )

ACKNOWLEDGMENT

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of November, 2007, before me, the undersigned Notary Public of the State and County aforesaid, personally appeared Roger Allen, President of Bridgepointe Condominiums, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within First Annexation Amendment, who acknowledged the due execution thereof on behalf of the Declarant.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above mentioned.

John R. Gualley, Jr.  
Notary Public for South Carolina  
My Commission Expires: 10-29-17

**EXHIBIT A-1**

**DESCRIPTION OF ADDITIONAL REAL PROPERTY**

*All that certain piece, parcel or lot of land situate, lying and being in Beaufort County, State of South Carolina, and being designated as "Phase 4 -- 21,428 Sq. Ft., 0.492 Acres," on the plat of survey prepared by Andrews & Burgess, Inc., Gary Blair Burgess, South Carolina Professional Engineer & Registered Land Surveyor No. 15229, which plat is dated August 25, 2006, last revised May 8, 2007, entitled "AS BUILT SURVEY FOR BRIDGEPOINTE CONDOMINIUMS, INC., BRIDGEPOINTE CONDOMINIUMS PHASE 4, BLUFFTON PARKWAY, BEAUFORT COUNTY, SOUTH CAROLINA." Said plat is recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 120 at Page 32.*

**ALSO**

*All that certain piece, parcel or lot of land situate, lying and being in Beaufort County, State of South Carolina, and being designated as "Phase 5 -- 53,477 Sq. Ft., 1.228 Acres," on the plat of survey prepared by Andrews & Burgess, Inc., Gary Blair Burgess, South Carolina Professional Engineer & Registered Land Surveyor No. 15229, which plat is dated August 25, 2006, last revised June 1, 2007, entitled "AS BUILT SURVEY FOR BRIDGEPOINTE CONDOMINIUMS, INC., BRIDGEPOINTE CONDOMINIUMS PHASE 5, BLUFFTON PARKWAY, BEAUFORT COUNTY, SOUTH CAROLINA." Said plat is recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 120 at Page 141.*

**ALSO**

*All that certain piece, parcel or lot of land situate, lying and being in Beaufort County, State of South Carolina, and being designated as "Phase 6 -- 33,521 Sq. Ft., 0.770 Acres," on the plat of survey prepared by Andrews & Burgess, Inc., Gary Blair Burgess, South Carolina Professional Engineer & Registered Land Surveyor No. 15229, which plat is dated August 25, 2006, last revised October 29, 2007, entitled "AS BUILT SURVEY FOR BRIDGEPOINTE CONDOMINIUMS, INC., BRIDGEPOINTE CONDOMINIUMS PHASE 6, BLUFFTON PARKWAY, BEAUFORT COUNTY, SOUTH CAROLINA." Said plat is recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 123 at Page 23.*

**EXHIBIT "E"**

**SCHEDULE OF ASSIGNED VALUES AND PERCENTAGE INTERESTS**

**PHASES 1 THROUGH 6**

<u>NO. OF APARTMENTS</u>	<u>APARTMENT TYPE</u>	<u>ASSIGNED VALUE</u>	<u>PERCENTAGE INTEREST IN COMMON ELEMENTS</u>
<i>Fifty-Eight (58)</i>	<i>Hampton (2BR)</i>	<i>\$ 176,000.00 Each</i>	<i>.726 % Each</i>
<i>Sixty (60)</i>	<i>Allendale (3BR)</i>	<i>\$ 234,000.00 Each</i>	<i>.965 % Each</i>
<i>Totals:</i>			
<i>118 Apartments</i>		<i>\$ 24,248,000.00</i>	<i>100.00%</i>

*The Assigned Value of each Hampton Type (2 BR) Unit in the Regime for Phases 1 and 2 and in all future phases for purposes of this Exhibit is \$176,000.00, and the Assigned Value of each Allendale Type Unit (3BR) in the Regime in Phases 1 and 2 and in all future phases is \$234,000.00.*

*The Percentage Interest in the Common Elements appurtenant to each Condominium Apartment of the Regime shall, thereafter, be established in accordance with the following formula:*

$$\frac{V}{E + A} = P$$

*P = Percentage Interest of each Condominium Apartment*

*V = Assigned Value of such Condominium Apartment as set forth in this Exhibit "E"*

*A = Aggregate Assigned Value of all Condominium Apartments added to the Regime as provided in Article II of this Master Deed*

*E = Aggregate Assigned Value of existing Condominium Apartments in Regime*

EXHIBIT G-1

*ARCHITECT'S CERTIFICATE*

The undersigned, Robin L. Donhoff, a licensed architect, hereby attest to the best of my knowledge, information and belief that the floor plans of Bridgepointe Horizontal Property Regime attached as EXHIBIT "D" to the Third Annexation Amendment to Master Deed for Bridgepointe fully and accurately, within reasonable construction tolerances, depict the dimensions, area and location of each of the forty-eight (48) condominium Apartments contained within Buildings 21, 22 and 23 of the Regime and the dimensions, area and location of the General and Limited Common Elements providing access to each Unit in Buildings 21, 22 and 23.

Signed this 8<sup>th</sup> day of November, 2007.

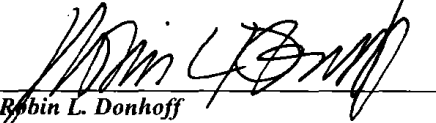
  
\_\_\_\_\_  
*Robin L. Donhoff*  
*State of South Carolina*  
*Licensed Architect No. 6292*

EXHIBIT G-1