

STATE OF SOUTH CAROLINA)
)
 COUNTY OF BEAUFORT)

LINCOLN-DELTA GROUP, a Joint
 Venture)

FIRST AMENDMENT
 TO MASTER DEED OF YACHT
 CLUB VILLAS HORIZONTAL
 PROPERTY REGIME

TO)

YACHT CLUB VILLAS HORIZONTAL
 PROPERTY REGIME)

WHEREAS, on the 25th day of January, 1984, Lincoln-Delta Group, a Joint Venture, hereinafter referred to as "Declarant", executed a certain Master Deed establishing the Yacht Club Villas Horizontal Property Regime, which Master Deed was recorded on the 2nd day of February, 1984, in Deed Book 387 at Page 996 and in Plat Book 31 at Page 245 in the Office of the Clerk of Court for Beaufort County, South Carolina; and

WHEREAS, said Master Deed reserved the right at the sole option of the Declarant, its successors, grantees or assigns, that said project could be divided into one, two or three, Phase I being activated by the aforementioned Master Deed with the provision that Phase II and/or Phase III of said property could be made a part of the Yacht Club Villas Horizontal Property Regime at the election of the Declarant and upon the filing of Amendments submitting said property to said Regime;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that Lincoln-Delta Group, a Joint Venture, its principal offices on Hilton Head Island, South Carolina, hereinafter referred to as "Declarant", does hereby declare:

FIRST:

That Declarant does hereby elect to exercise and does hereby exercise the options and rights hereinabove referred to and more particularly set forth in the Master Deed of the Yacht Club Villas Horizontal Property Regime recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 387 at Page 996, et seq., to amend said Master Deed to include the Phase II property more particularly described and set forth in Exhibit "A" hereto as a part of the Yacht Club Villas Horizontal Property Regime in such a way that the said Yacht Club Villas Horizontal Property Regime shall be composed of the properties formerly designated as Phase I and Phase II. Effective upon the

BEAUFORT COUNTY TAX MAP REFERENCE

Dist	Map	Submap	Parcel	Block
520	12	B	5	

FILED IN DEED - "A" BOOK 387 PAGE 996

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filing of this Amendment, the property included in the Yacht Club Villas Horizontal Property Regime shall be as described in Exhibit "B" hereto which description includes both the Phase I and Phase II properties.

SECOND:

That Declarant is the sole owner of the land described in Exhibit "A" herein, which land is shown on a plat thereof, said plat being designated as Exhibit "B" and being attached and made a part of the aforementioned Master Deed and being recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 31 at Page 245.

THIRD:

That Declarant does hereby, by duly executing this Amendment to the Master Deed of the Yacht Club Villas Horizontal Property Regime, submit the land referred to in Paragraph SECOND, together with the buildings and improvements erected thereon, and all easements, rights and appurtenances belonging thereto (hereinafter referred to as the "Property") to the provisions of the Master Deed for the Yacht Club Villas Horizontal Property Regime and the provisions of the Horizontal Property Act of the State of South Carolina, and does hereby state that it proposes to make the property a part of the Yacht Club Villas Horizontal Property Regime to be governed by the provisions of the aforementioned Master Deed and the provisions of Horizontal Property Act of South Carolina.

FOURTH:

That the improvements constructed on and forming a part of the Property are constructed in accordance with the "as-built" survey and floor plans identified as Exhibits "B" and "C" attached to the Master Deed of the Yacht Club Villas Horizontal Property Regime recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 387 at Page 996 and Plat Book 31 at Page 245, which survey and plans are incorporated into and made a part of this Amendment in the same manner as if expressly appearing herein. Said plans are certified by Westmoreland, McGarity & Pitts, Architects, Inc., architects duly licensed to practice in the State of South Carolina under Registration Number A-76001, and attached to this Amendment as Exhibit "C" is a certificate by an architect licensed to practice in the State of South Carolina, that the building constructed on the property, and specifically the building added to the Regime by this Amendment were constructed substantially in accordance with said plans.

FIFTH:

That the property within Phase II which is being added to and combined with the Phase I property of Yacht Club Villas

Horizontal Property Regime includes one (1) building containing fifteen (15) individual dwelling units (hereinafter referred to as "Units") all of which are to be used for residential purposes. The Units are capable of individual utilization on account of having their own exits to the common elements of the Property, and a particular and exclusive property right thereto, and also an undivided interest in the general and limited common elements of the property, as set forth in the Master Deed to said Horizontal Property Regime, and as hereinafter set forth, necessary for their adequate use and enjoyment (hereinafter referred to as "Common Elements"), all of the above in accordance with the Horizontal Property Act of South Carolina.

SIXTH:

That the Property comprising Phase II and being hereby added to the Property of the Yacht Club Villas Horizontal Property Regime has a total of 0.214 acres, of which 6,088 square feet will constitute and be occupied by Units and a total of 3,233.84 square feet will constitute the remainder of the common elements.

SEVENTH:

That the total property of the Yacht Club Villas Horizontal Property Regime, subsequent to the filing of this Amendment and including both the Phase I and Phase II property, has a total of 1.722 acres of which 12,666 square feet will constitute Units and 62344 feet will constitute the remainder of the common elements.

EIGHTH:

There are five (5) basic types of Units in Phase I and Phase II of the Yacht Club Villas Horizontal Property Regime, those being as set forth and more particularly described in Exhibit "E" to the above described Master Deed for said Regime the contents and provisions of which are incorporated herein in the same manner as if the same were expressly set forth in this Amendment. The Units in the Phase II property of the Yacht Club Villas Horizontal Property Regime are set forth in the aforementioned Exhibit "E" attached to the Master Deed.

NINTH:

That the Common Elements of the property, both General and Limited, and including Phase I and Phase II property, shall be as set forth in the Master Deed establishing the Yacht Club Villas Horizontal Property Regime, as amended, the provisions of which are incorporated herein and made a part hereof in the same manner as if the same were expressly set forth herein except as herein modified or amended.

The parking facilities within the General Common Elements consist of approximately 24,530 square feet of parking in the

Regime subsequent to the execution and recording of this Amendment.

The Limited Common Elements referred to in the Master Deed to the Yacht Club Villas Horizontal Property Regime are as shown on the plot plan and floor plans attached as Exhibit "C" to the aforementioned Master Deed.

Specifically in the Phase II West Building of Yacht Club Villas Horizontal Property Regime there are three (3) storage area rooms designated as Storage Area Rooms 302, 402, and 502 on the floor plans attached to the original Master Deed as Exhibit "C" referenced hereinabove, which said storage areas may be used exclusively for storage purposes and which shall be accessible only to the Owners of the following Phase II Units:

West Storage Room 502	-	Unit 7555
West Storage Room 402	-	Unit 7544
West Storage Room 302	-	Unit 7534

These storage room limited common elements are not severable from the above described Units.

TENTH:

The percentage of title and interest appurtenant to each Unit and the Unit Owner's title and interest in the common elements (both General and Limited) of the Property (both Phase I and Phase II) of the Yacht Club Villas Horizontal Property Regime and their share in the profits and common monthly expenses as well as proportionate representation for voting purposes in the meeting of the Yacht Club Villas Owners' Association (hereinafter usually referred to as "Association") of the Regime is based upon the proportionate value of each Unit to the value of the total Property (both Phase I and Phase II) as set forth in Exhibit "I" to the Master Deed establishing said Regime, under the column entitled "Percentage for Phases I and Phase II," the provisions of which are incorporated herein and made a part hereof. The proportionate representation for voting purposes and the percentage of the undivided interests in the common elements (both General and Limited) provided in this paragraph and in Exhibit "I" to the Master Deed shall not be altered without the acquiescence of the co-owners representing all of the Units expressed in a duly recorded Amendment to this Master Deed for such Regime or by an Amendment filed by the Declarant in accordance with the reservations set forth in the Master Deed.

ELEVENTH:

The sole purpose of this Amendment being to add the Phase II property to the Yacht Club Villas Horizontal Property Regime so as to make it an integral part of said Regime, all provisions of the Master Deed establishing the Yacht Club Villas Horizontal Property Regime as recorded in the Office of the Clerk of Court

for Beaufort County, South Carolina, which are not modified herein are expressly incorporated into and reaffirmed by this Amendment in the same manner as if the same were expressly set forth herein. This Amendment is intended to comply with the provisions of the aforementioned Master Deed and the Horizontal Property Act of South Carolina. In case any of the provisions stated above conflict with the provisions of said statute, the provisions of said statute shall control. The provisions hereof shall be deemed independent and severable, and the invalidity in whole or in part of any section, sub-section, sentence, clause, phrase or word, or other provision of this Amendment shall not affect the validity or enforceability of the remaining portions thereof and in such event, all of the other provisions of the Amendment shall continue in full force and effect as if such invalid provision had never been included therein.

IN WITNESS WHEREOF, LINCOLN-DELTA GROUP, a Joint Venture, has caused these presents to be executed this 24th day of February, in the year of Our Lord one thousand nine hundred eighty-four and in the two hundred and eighth year of the Sovereignty and Independence of the United States of America.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

LINCOLN-DELTA GROUP, A
Joint Venture

By: THE DELTA GROUP, Managing
Partner

Kay S. Minson

By: [Signature]

[Signature]

Attest: [Signature]

By: [Signature]

Attest: [Signature]

FILED IN DEED - " 300K 390 PAGE 367
FILED AT 095506 ON 03/21/84

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

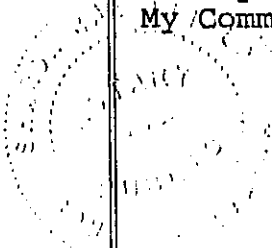
PROBATE

PERSONALLY appeared before me KAY S. MINSON
who, on oath, says, that s/he saw the within named LINCOLN-DELTA
GROUP, a Joint Venture, by its Managing Partners, sign the within
Amendment to Master Deed, and seal said Deed, and as its act and
deed, deliver the same and that s/he with SHARON BAE ARNOLD
witnessed the execution thereof.

Kay S. Minson

SWORN to before me this 27th
day of February, 1984

Sharon Bae Arnold (L.S.)
Notary Public for South Carolina
My Commission Expires: 7/31/92



FILED IN DEED - M BOOK 396 PAGE 862
FILED AT 095500 ON 03/21/84

BETHEA, JORDAN
& GRIFFIN, P. A.
ATTORNEYS AND
COUNSELLORS AT LAW
WILTON HEAD ISLAND, S. C.

INDEX OF EXHIBITS
TO
FIRST AMENDMENT TO MASTER DEED
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
"A"	Phase II Description
"B"	Real Property Description (Phase I and Phase II)
"C"	Certificate of Architect (Phase II)
"D-1"	Joinder of Mortgagee
"D-2"	Joinder of Mortgagee
"E"	Consent of Greenwood Development Corporation

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EXHIBIT "A" TO FIRST AMENDMENT TO MASTER DEED OF
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME
DESCRIPTION OF LAND PHASE II

All that certain piece, parcel or tract of land situate, lying and being in Shelter Cove, Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina, shown and described as Phase II, having and containing 0.214 acres, more or less, on the plat entitled "Yacht Club Villas Horizontal Property Regime, Phases I, II and III" which plat was prepared by Sea Island Engineering, Inc., and certified to by Benjamin Wilson, R.L.S. (S.C.) #5424, which said plat is dated January 3, 1984, and revised January 17, 1984, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 31 at Page 245. The property is more particularly described by courses and distances, metes and bounds as follows, to-wit:

To find the Point of Beginning reference is made to that certain plat entitled "Phase I Shelter Cove Being a Portion of Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina", said plat prepared by Roy Hussey, S.C. Reg. L.S. #2373, which plat is dated June, 1981, revised March 19, 1982, and further revised April 8, 1982, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 30 at Page 113 and subsequently revised on November 8, 1982, said revised plat being recorded in Plat Book 31 at Page 3. On said plat the within Phase I property is a portion of Lot Five (5). To find the Point of Beginning for the within Phase II property, utilize said reference plat of record and commence at a concrete monument marking the intersection of the easternmost right-of-way of U.S. Highway 278 with the southwesternmost point of that certain right-of-way known as Queen's Folly Road and thence proceeding N0°20'11"W for a distance of 220 feet to a point; thence proceeding S49°21'15"W for a distance of 955.49 feet to a point; thence proceeding N41°51'35"W for a distance of 167.29 feet to a point; thence proceeding N42°01'55"W for a distance of 1,009.38 feet to a point; thence proceeding S48°02'40"W for a distance of 210.17 feet to a point; thence proceeding S48°18'30"W for a distance of 231.66 feet to a point; thence proceeding N41°33'45"W for a distance of 1,286.53 feet to a point; thence proceeding N41°26'35"W for a distance of 518.41 feet to a point; thence proceeding N49°40'15"E for a distance of 135.95 feet to a point; thence proceeding S78°00'10"E for a distance of 216.02 feet to a point; thence proceeding S69°20'50"E for a distance of 580.93 feet to a point; thence proceeding S39°00'45"E for a

distance of 199.92 feet to a point; thence proceeding N50°57'40"E for a distance of 248.83 feet to a point; thence proceeding S70°13'50"E for a distance of 14.59 feet to a point; thence proceeding N19°46'10"E for a distance of 25.70 feet to a point; thence proceeding S69°43'10"E for a distance of 111.93 feet to a point; thence proceeding S42°01'55"E for a distance of 201.67 feet to a point; thence proceeding S47°58'05"W for a distance of 1.19 feet to a point; thence proceeding S42°01'55"E for a distance of 23.95 feet to a point; thence proceeding S25°29'30"W for a distance of 106.69 feet to a point; thence proceeding S19°42'30"E for a distance of 108.01 feet to the point which marks the northeasternmost boundary of the Phase I Property; from said point proceeding S42°14'25"E for a distance of 283.52 feet to a point; thence proceeding S48°18'00"W for a distance of 162.94 feet to a point; thence N41°42'00"W for a distance of 107 feet to a point which marks the Point of Beginning for the Phase II Property; from said Point of Beginning S48°18'00"W for a distance of 32.08 feet to a point; thence proceeding N42°08'14"W for a distance of 129.80 feet to a point; thence N47°51'46"E for a distance of 60.73 feet to a point; thence proceeding S87°01'10"E for a distance of 16.17 feet to a point; thence proceeding S42°08'14"E for a distance of 118.89 feet to a point; thence proceeding S48°18'00"W for a distance of 40.06 feet to the point which marks the Point of Beginning.

In case of conflict, if any, between the above referenced description and the aforementioned plat of record, said plat shall be controlling.

SAVE AND EXCEPT THEREFROM, the right of ingress and egress unto the Declarant herein, its successors and assigns and Grantees.

FURTHER, SAVE AND EXCEPT THEREFROM, the right of ingress and egress over and across all roads and walkways shown on the above described plat, said reservation being unto the Declarant herein, its successors and assigns and Grantees.

FURTHER, SAVE AND EXCEPT from the above described property, title to and ownership of all water and sewer lines located on said Parcel or hereafter installed thereon, together with all pipes, pumps, pumping stations, or other equipment or facilities located thereon, together with an easement to such lines, equipment or facilities to allow for the maintenance, repair or replacement of such lines, facilities or equipment or for the purpose of installing additional lines, equipment or facilities thereon from time to time.

BETHEA, JORDAN
& GRIFFIN, P A.

ATTORNEYS AND
COUNSELLORS AT LAW

HILTON HEAD ISLAND, S. C.

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FURTHER, the Declarant expressly reserves the right to improve the aforementioned property by clearing, constructing additional parking and recreational facilities pertaining to Yacht Club Villas Horizontal Property Regime.

FURTHER, Declarant expressly reserves the right to install lines, equipment and facilities for utility purposes and to grant easements over the property for the installation of additional lines, equipment or facilities for utility and drainage purposes from time to time.

FURTHER, the above property is submitted to the Yacht Club Villas Horizontal Property Regime subject to that certain Declaration of Covenants, Conditions and Restrictions Running with Certain Land of Greenwood Development Corporation, Etc., said Declaration dated February 22, 1982, and recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 342 at Page 1726, as amended by that certain Supplemental Declaration of Rights, Restrictions, Covenants, Conditions, Etc. dated March 16, 1983, and recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 365 at Page 1669 and re-recorded in Deed Book 367 at Page 631.

FURTHER, the above property is submitted to the Yacht Club Villas Horizontal Property Regime subject to all easements as shown on the above plats of record and to all existing utility easements in favor of the Broad Creek Public Service District or Greenwood Development Corporation or Shelter Cove Harbour Company, of record in the Office of the Clerk of Court for Beaufort County, South Carolina.

EASEMENTS:

ALSO, the non-exclusive right in and to that certain non-exclusive Easement Appurtenant to the above described property over and across the roads within Palmetto Dunes Resort (including the roads constructed or to be constructed in the Shelter Cove portion of Palmetto Dunes Resort) which easement shall be subject to the terms and conditions of use established from time to time by Shelter Cove Harbour Company, which Easement Appurtenant having been recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 346 at Page 1568.

The property described above is a portion of the property conveyed to Lincoln-Delta Group, a Joint Venture, by Deed of Greenwood Development Corporation dated February 5, 1982, recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 346 at Page 1564.

EXHIBIT "B" TO FIRST AMENDMENT TO MASTER DEED OF
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME
DESCRIPTION OF LAND, PHASE I AND PHASE II

All those certain pieces, parcels or tracts of land situate, lying and being in Shelter Cove, Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina, shown and described as Phase I, having and containing 1.230 acres, more or less, the Recreational Parcel, having and containing 0.278 acres, more or less, and PHASE II, having and containing 0.214 acres, more or less, on the plat entitled "Yacht Club Villas Horizontal Property Regime, Phases I, II and III" which plat was prepared by Sea Island Engineering, Inc., and certified to by Benjamin Wilson, R.L.S. (S.C.) #5424, which said plat is dated January 3, 1984, and revised January 17, 1984, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 31 at Page 245. The property is more particularly described by courses and distances, metes and bounds as follows, to-wit:

To find the Point of Beginning reference is made to that certain plat entitled "Phase I Shelter Cove Being a Portion of Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina", said plat prepared by Roy Hussey, S.C. Reg. L.S. #2373, which plat is dated June, 1981, revised March 19, 1982, and further revised April 8, 1982, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 30 at Page 113 and subsequently revised on November 8, 1982, said revised plat being recorded in Plat Book 31 at Page 3. On said plat the within Phase I property is a portion of Lot Five (5). To find the Point of Beginning for the within property, utilize said reference plat of record and commence at a concrete monument marking the intersection of the easternmost right-of-way of U.S. Highway 278 with the southwesternmost point of that certain right-of-way known as Queen's Folly Road and thence proceeding N0°20'11"W for a distance of 220 feet to a point; thence proceeding S49°21'15"W for a distance of 955.49 feet to a point; thence proceeding N41°51'35"W for a distance of 167.29 feet to a point; thence proceeding N42°01'55"W for a distance of 1,009.38 feet to a point; thence proceeding S48°02'40"W for a distance of 210.17 feet to a point; thence proceeding S48°18'30"W for a distance of 231.66 feet to a point; thence proceeding N41°33'45"W for a distance of 1,286.53 feet to a point; thence proceeding N41°26'35"W for a distance of 518.41 feet to a point; thence proceeding N49°40'15"E for a distance of 135.95 feet to a point; thence proceeding

S78°00'10"E for a distance of 216.02 feet to a point; thence proceeding S69°20'50"E for a distance of 580.93 feet to a point; thence proceeding S39°00'45"E for a distance of 199.92 feet to a point; thence proceeding N50°57'40"E for a distance of 248.83 feet to a point; thence proceeding S70°13'50"E for a distance of 14.59 feet to a point; thence proceeding N19°46'10"E for a distance of 25.70 feet to a point; thence proceeding S69°43'10"E for a distance of 111.93 feet to a point; thence proceeding S42°01'55"E for a distance of 201.67 feet to a point; thence proceeding S47°58'05"W for a distance of 1.19 feet to a point; thence proceeding S42°01'55"E for a distance of 23.95 feet to a point; thence proceeding S25°29'30"W for a distance of 106.69 feet to a point; thence proceeding S19°42'30"E for a distance of 108.01 feet to the point which marks the Point of Beginning. Said Point of Beginning is located at the northeasternmost boundary of the Phase I Property; from said Point of Beginning proceeding S42°14'25"E for a distance of 283.52 feet to a point; thence proceeding S48°18'00"W for a distance of 25 feet to a point; thence proceeding N41°42'00"W for a distance of 107 feet to a point; thence proceeding S48°18'00"W for a distance of 137.94 feet to a point; thence proceeding S41°42'00"E for a distance of 107 feet to a point; thence proceeding S48°18'00"W for a distance of 45 feet to a point; thence proceeding N74°47'25"W for a distance of 66.58 feet to a point; thence proceeding N42°09'15"W for a distance of 302.65 feet to a point; thence proceeding N29°39'40"E for a distance of 33.75 feet to a point; thence proceeding N60°20'20"W for a distance of 50 feet to a point; thence proceeding N11°13'35"E for a distance of 65 feet to a point; thence proceeding S82°00'55"E for a distance of 191.04 feet to a point; thence proceeding N75°08'30"E for a distance of 58.90 feet to the point which marks the Point of Beginning.

In case of conflict, if any, between the above described metes and bounds description and said plats of record, said plats shall be controlling.

EXHIBIT "C" TO FIRST AMENDMENT TO MASTER DEED OF
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME
ARCHITECT'S CERTIFICATE

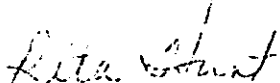
This is to certify that Yacht Club Villas Horizontal Property Regime, Phase II, consisting of the fifteen (15) units numbered as follows: 7514, 7515, 7516, 7524, 7525, 7526, 7534, 7535, 7536, 7544, 7545, 7546, 7554, 7555, 7556, are built substantially, to the best of our knowledge, in accordance with the floor plans attached to the Master Deed creating said Regime, as Exhibit "C" recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 387 at Page 996, et seq., except for minor variations which are customary in projects of this nature.

WESTMORELAND, MCGARITY, PITTS,
ARCHITECTS, INC.

By: 

S.C. Registration # 781

Certified to this 25th day
of February, 1984.

 (L.S.)
Notary Public for South Carolina

My Commission Expires: MY COMMISSION EXPIRES

APRIL 25 1984 FILED IN DEED - 4 BOOK 390 PAGE 375
FILED AT 095500 ON 03/21/84

EXHIBIT "D-1"
TO FIRST AMENDMENT TO MASTER DEED
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME

STATE OF SOUTH CAROLINA)
) JOINDER OF MORTGAGEE
 COUNTY OF BEAUFORT)

WHEREAS, LINCOLN FEDERAL SAVINGS & LOAN ASSOCIATION, is the owner and holder of a construction loan mortgage upon certain real property located on Hilton Head Island, South Carolina, described on Exhibit "A" to the Master Deed of Yacht Club Villas Horizontal Property Regime, said property being now known and described as the Phase I real property; and

WHEREAS, said construction loan documentation is evidenced by a mortgage in the original principal sum of FIVE MILLION FIVE HUNDRED THOUSAND AND NO/100 (\$5,500,000.00) DOLLARS said mortgage dated March 28, 1983, and recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Mortgage Book 283 at Page 1011, and assigned in Mortgage Book 283 at Page 1015.

NOW, KNOW ALL MEN BY THESE PRESENTS, that LINCOLN FEDERAL SAVINGS & LOAN ASSOCIATION, joins in the foregoing First Amendment to Master Deed of Yacht Club Villas Horizontal Property Regime and the provisions of the Horizontal Property Act of South Carolina for the sole purpose of consenting to the creation by the Declarant of an additional phase of a Horizontal Property Regime on a portion of the property upon which it has a lien; the mortgagee makes no representations or warranties as to the validity of the documents creating the Regime nor the development and physical construction of the Regime itself; the mortgagee agrees that the lien of said mortgage on that portion of the property hereinbefore set out shall hereafter be upon the following described property on Hilton Head Island, Beaufort County, South Carolina:

All those certain Units of Yacht Club Villas Horizontal Property Regime, Phase II, a condominium regime according to the foregoing First Amendment to Master Deed thereof to which this Joinder is attached, together with all of the undivided shares in the common elements appertaining to the following described Unit Numbers: 7514, 7515, 7516, 7524, 7525, 7526, 7534, 7535, 7536, 7544, 7545, 7546, 7554, 7555, 7556, inclusive.

This Joinder of Mortgagee shall in no way affect or diminish the lien of the existing mortgage on the remaining portions of the property described in the aforementioned mortgages described hereinabove.

IN WITNESS WHEREOF, the undersigned has executed this Joinder this 28th day of February, 1984.

WITNESSES:

LINCOLN FEDERAL SAVINGS & LOAN ASSOCIATION

Torbjorg A. Donoch
(witness)
Torbjorg A. Donoch
Mary D. Goldstein
(Notary)
Mary D. Goldstein

By: H. Kenneth Mathis
H. Kenneth Mathis
Executive Vice President
Attest: Eleanor Carpenter
Eleanor Carpenter
Assistant Secretary

STATE OF NEW JERSEY)
COUNTY OF UNION)

PROBATE

PERSONALLY appeared before me Torbjorg A. Donoch who, on oath, says that s/he saw the within named LINCOLN FEDERAL SAVINGS & LOAN ASSOCIATION by H. Kenneth Mathis its Executive Vice President, sign the within Joinder of Mortgagee, and Eleanor Carpenter its Asst. Secretary attest the same, and the said Corporation, by said officers, seal said Instrument, and, as its act and deed, deliver the same, and that s/he with Mary D. Goldstein witnessed the execution thereof.

Torbjorg A. Donoch
(witness)
Torbjorg A. Donoch

SWORN to before me this 28th day of February, 1984.

Mary D. Goldstein (L.S.)
Notary Public for New Jersey

My Commission Expires: _____

MARY D. GOLDSTEIN
NOTARY PUBLIC OF NEW JERSEY
COUNTY OF MIDDLESEX
My Commission Expires Sept. 15, 1988

FILED IN DEED - W 900K 390 PAGE 377
FILED AT 095500 ON 03/21/84

EXHIBIT "D-2"TO FIRST AMENDMENT TO MASTER DEED
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME

STATE OF SOUTH CAROLINA)
) JOINDER OF MORTGAGEE
 COUNTY OF BEAUFORT)

WHEREAS, LINCOLN CAPITAL CORP., a New Jersey Corporation is the owner and holder of a acquisition/development loan mortgage upon certain real property located on Hilton Head Island, South Carolina, described on Exhibit "A" to the Master Deed of Yacht Club Villas Horizontal Property Regime, said property being now known and described as the Phase I real property; and

WHEREAS, said loan documentation is evidenced by a mortgage in the original principal sum of ONE MILLION FIVE HUNDRED THOUSAND NO/100 (\$1,500,000.00) DOLLARS said mortgage dated May 7, 1982, and recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Mortgage Book 285 at Page 1198.

NOW, KNOW ALL MEN BY THESE PRESENTS, that LINCOLN CAPITAL CORP., joins in the foregoing First Amendment to Master Deed of Yacht Club Villas Horizontal Property Regime and the provisions of the Horizontal Property Act of South Carolina for the sole purpose of consenting to the creation by the Declarant of an additional phase of a Horizontal Property Regime on a portion of the property upon which it has a lien; the mortgagee makes no representations or warranties as to the validity of the documents creating the Regime nor the development and physical construction of the Regime itself; the mortgagee agrees that the lien of said mortgage on that portion of the property hereinbefore set out shall hereafter be upon the following described property on Hilton Head Island, Beaufort County, South Carolina:

All those certain Units of Yacht Club Villas Horizontal Property Regime Phase II, a condominium regime according to the foregoing First Amendment to Master Deed thereof to which this Joinder is attached, together with all of the undivided shares in the common elements appertaining to the following described Unit Numbers: 7514, 7515, 7516, 7524, 7525, 7526, 7534, 7535, 7536, 7544, 7545, 7546, 7554, 7555, 7556, inclusive.

This Joinder of Mortgagee shall in no way affect or diminish the lien of the existing mortgage on the remaining portions of the property described in the aforementioned mortgages described hereinabove.

IN WITNESS WHEREOF, the undersigned has executed this Joinder this 28th day of February, 1984.

WITNESSES:

LINCOLN CAPITAL CORP., a New Jersey Corporation

Torbjorg A. Donoch
(Witness)

By: H. Kenneth Mathis
H. Kenneth Mathis
Executive Vice President

Torbjorg A. Donoch
Mary D. Goldstein
(Notary)

Attest: Eleanor Carpenter
Eleanor Carpenter
Assistant Secretary

STATE OF NEW JERSEY)
COUNTY OF UNION)

PROBATE

PERSONALLY appeared before me Torbjorg A. Donoch who, on oath, says that s/he saw the within named LINCOLN CAPITAL CORP., by H. Kenneth Mathis its Exec. Vice Presidentsign the within Joinder of Mortgagee, and Eleanor Carpenter its Asst. Secretary attest the same, and the said Corporation, by said officers, seal said Instrument, and, as its act and deed, deliver the same, and that s/he with Mary D. Goldstein witnessed the execution thereof.

Torbjorg A. Donoch
(Witness)
Torbjorg A. Donoch

SWORN to before me this 28th day of February, 1984.

Mary D. Goldstein (L.S.)
Notary Public for New Jersey

My Commission Expires: _____

MARY D. GOLDSTEIN
NOTARY PUBLIC OF NEW JERSEY
COUNTY OF MIDDLESEX
My Commission Expires Sept. 15, 1988

FILED IN DEED - M BOOK 390 PAGE 379
FILED AT 095500 ON 03/21/84

BETHEA, JORDAN
& GRIFFIN, P. A.
ATTORNEYS AND
COUNSELLORS AT LAW
MILTON HEAD ISLAND, S. C.

EXHIBIT "E"
TO FIRST AMENDMENT TO MASTER DEED OF
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME

STATE OF SOUTH CAROLINA)
) CONSENT OF GREENWOOD DEVELOPMENT
 COUNTY OF BEAUFORT) CORPORATION

WHEREAS, GREENWOOD DEVELOPMENT CORPORATION by virtue of its Declaration of Covenants, Conditions and Restrictions Running With Certain Land dated December 22, 1982, as amended, (hereinafter referred to as the "Shelter Cove Covenants of 1982"), has the right to approve any horizontal property regime established on the real property subject to the Shelter Cove Covenants of 1982 by virtue of Section 4-13 of said Covenants; and

WHEREAS, the said Lincoln-Delta Group executed and recorded a Master Deed creating the Yacht Club Villas Horizontal Property Regime to which the consent of Greenwood Development Corporation was attached as Exhibit "K", said Master Deed having been recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 387 at Page 996; and,

WHEREAS, Lincoln-Delta Group has submitted its First Amendment to Master Deed to Greenwood Development Corporation for approval pursuant to the provisions of the aforementioned Shelter Cove Covenants of 1982;

NOW, KNOW ALL MEN BY THESE PRESENTS, that Greenwood Development Corporation hereby joins in the foregoing First Amendment to Master Deed of Lincoln-Delta Group for Yacht Club Villas Horizontal Property Regime and the provisions of the Horizontal Property Act of South Carolina for the sole purpose of consenting to the creation by the Declarant of an additional phase of a horizontal property regime on the portion of the property described on Exhibit "A" attached to said First Amendment to Master Deed, it being understood that said Greenwood Development Corporation makes no representations or warranties as to the validity of the documents creating the Regime and no other development and physical construction of the Regime itself.

This Consent of Greenwood Development Corporation shall in no way affect or diminish its rights on the remaining portions of any property owned by Lincoln-Delta Group and subject to the aforementioned Shelter Cove Covenants of 1982.

IN WITNESS WHEREOF, the undersigned has executed this Consent on the 27 day of February, 1984.

WITNESSES:

GREENWOOD DEVELOPMENT CORPORATION

Maree M. McManus
Nada B. Banes

By: J. C. Self, Jr.
Its President
Attest: Wayne Q. Justesen
Its Secretary

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENWOOD)

PROBATE

PERSONALLY appeared before me Maree M. McManus who, on oath, says that s/he saw the within named GREENWOOD DEVELOPMENT CORPORATION by J. C. Self, Jr. its President sign the within Consent, and Wayne Q. Justesen its Secretary attest the same, and the said Corporation, by said officers, seal said Instrument, and, as its act and deed, deliver the same, and that s/he with Nada B. Banes witnessed the execution thereof.

Maree M. McManus

SWORN to before me this 27th day of February, 1984.

Nada B. Banes (L.S.)
Notary Public for South Carolina

My Commission Expires: 10-12-89.

FILED IN DEED - * BOOK 390 PAGE 381
FILED AT 095500 ON 03/21/84 34268
BOOK NUMBER 390 PAGES 363- 381
FILING FEE 19.00
STATE STAMPS .00
COUNTY STAMPS .00
TOTAL FEES 19.00

RECORDED THIS 28th DAY
OF March 19 84
IN BOOK P PAGE 248
FEES

HENRY JACKSON
CLERK OF COURT SFT CNTY, SC

Mary Ann Smith
AUDITOR, BEAUFORT COUNTY, S. C.

BETHEA, JORDAN & GRIFFIN, P. A. ATTORNEYS AND COUNSELLORS AT LAW HILTON HEAD ISLAND, S. C.

STATE OF SOUTH CAROLINA)
)
 COUNTY OF BEAUFORT)

LINCOLN-DELTA GROUP, a Joint
 Venture)

SECOND AMENDMENT
 TO MASTER DEED OF YACHT
 CLUB VILLAS HORIZONTAL
 PROPERTY REGIME

TO)

YACHT CLUB VILLAS HORIZONTAL
 PROPERTY REGIME)

FILED IN DEED - M BOOK 390 PAGE 1826
 FILED AT 094500 ON 03/29/84

WHEREAS, on the 25th day of January, 1984, Lincoln-Delta Group, a Joint Venture, hereinafter referred to as "Declarant", executed a certain Master Deed establishing the Yacht Club Villas Horizontal Property Regime, which Master Deed was recorded on the 2nd day of February, 1984, in Deed Book 387 at Page 996 and in Plat Book 31 at Page 245 in the Office of the Clerk of Court for Beaufort County, South Carolina; and

WHEREAS, said Master Deed reserved the right at the sole option of the Declarant, its successors, grantees or assigns, that said project could be divided into one, two or three, Phase I being activated by the aforementioned Master Deed with the provision that Phase II and and/or Phase III of said property could be made a part of the Yacht Club Villas Horizontal Property Regime at the election of the Declarant and upon the filing of Amendments submitting said property to said Regime; and,

WHEREAS, the Declarant executed and filed a First Amendment to Master Deed, dated February 24, 1984, and recorded March 21, 1984, in the said Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 390 at Page 863, the said First Amendment having the effect of activating Phase II of the Yacht Club Villas Horizontal Property Regime;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that Lincoln-Delta Group, a Joint Venture, its principal offices on Hilton Head Island, South Carolina, hereinafter referred to as "Declarant", does hereby declare:

FIRST:

That Declarant does hereby elect to exercise and does hereby exercise the options and rights hereinabove referred to and more particularly set forth in the Master Deed of the Yacht Club Villas Horizontal Property Regime recorded in the Office of the

BEAUFORT COUNTY TAX MAP REFERENCE

Dist	Map	Submap	Parcel	Block
520	12	B	5	

Clerk of Court for Beaufort County, South Carolina, in Deed Book 387 at Page 996, et seq., to amend said Master Deed to include the Phase III property more particularly described and set forth in Exhibit "A" hereto as a part of the Yacht Club Villas Horizontal Property Regime in such a way that the said Yacht Club Villas Horizontal Property Regime shall be composed of the properties formerly designated as Phase I, Phase II, and Phase III. Effective upon the filing of this Amendment, the property included in the Yacht Club Villas Horizontal Property Regime shall be as described in Exhibit "B" hereto which description includes both the Phase I, Phase II, and Phase III properties.

SECOND:

That Declarant is the sole owner of the land described in Exhibit "A" herein, which land is shown on a plat thereof, said plat being designated as Exhibit "B" and being attached and made a part of the aforementioned Master Deed and being recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 31 at Page 245.

THIRD:

That Declarant does hereby, by duly executing this Amendment to the Master Deed of the Yacht Club Villas Horizontal Property Regime, submit the land referred to in Paragraph SECOND, together with the buildings and improvements erected thereon, and all easements, rights and appurtenances belonging thereto (hereinafter referred to as the "Property") to the provisions of the Master Deed for the Yacht Club Villas Horizontal Property Regime and the provisions of the Horizontal Property Act of the State of South Carolina, and does hereby state that it proposes to make the property a part of the Yacht Club Villas Horizontal Property Regime to be governed by the provisions of the aforementioned Master Deed and the provisions of Horizontal Property Act of South Carolina.

FILED IN DEED - M BOOK 390 PAGE 1827
FILED AT 094500 ON 03/23/84

FOURTH:

That the improvements constructed on and forming a part of the Property are constructed in accordance with the "as-built" survey and floor plans identified as Exhibits "B" and "C" attached to the Master Deed of the Yacht Club Villas Horizontal Property Regime recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 387 at Page 996 and Plat Book 31 at Page 245, which survey and plans are incorporated into and made a part of this Amendment in the same manner as if expressly appearing herein. Said plans are certified by Westmoreland, McGarity & Pitts, Architects, Inc., architects duly licensed to practice in the State of South Carolina under Registration Number A-76001, and attached to this Amendment as Exhibit "C" is a certificate by an architect licensed to practice in the State of South Carolina, that the building constructed on the property, and specifically the building added to the Regime by

this Amendment were constructed substantially in accordance with said plans.

FIFTH:

That the property within Phase III which is being added to and combined with the Phase I and Phase II property of Yacht Club Villas Horizontal Property Regime includes one (1) building containing fourteen (14) individual dwelling units (hereinafter referred to as "Units") all of which are to be used for residential purposes. The Units are capable of individual utilization on account of having their own exits to the common elements of the Property, and a particular and exclusive property right thereto, and also an undivided interest in the general and limited common elements of the property, as set forth in the Master Deed to said Horizontal Property Regime, and as hereinafter set forth, necessary for their adequate use and enjoyment (hereinafter referred to as "Common Elements"), all of the above in accordance with the Horizontal Property Act of South Carolina.

SIXTH:

That the Property comprising Phase III and being hereby added to the Property of the Yacht Club Villas Horizontal Property Regime has a total of 0.339 acres, of which 6,743 square feet will constitute and be occupied by Units and a total of 8,023.84 square feet will constitute the remainder of the common elements.

SEVENTH:

That the total property of the Yacht Club Villas Horizontal Property Regime, subsequent to the filing of this Amendment and including both the Phase I, Phase II and Phase III property, has a total of 2.061 acres of which 19,409 square feet will constitute Units and 70,368 feet will constitute the remainder of the common elements.

EIGHTH:

There are five (5) basic types of Units in Phase I, Phase II and Phase III of the Yacht Club Villas Horizontal Property Regime, those being as set forth and more particularly described in Exhibit "E" to the above described Master Deed for said Regime the contents and provisions of which are incorporated herein in the same manner as if the same were expressly set forth in this Amendment. The Units in the Phase III property of the Yacht Club Villas Horizontal Property Regime are set forth in the aforementioned Exhibit "E" attached to the Master Deed.

NINTH:

That the Common Elements of the property, both General and Limited, and including Phase I, Phase II and Phase III property, shall be as set forth in the Master Deed establishing the Yacht Club Villas Horizontal Property Regime, as amended, the provisions of which are incorporated herein and made a part hereof in the same manner as if the same were expressly set forth herein except as herein modified or amended.

The parking facilities within the General Common Elements consist of approximately 24,530 square feet of parking in the Regime subsequent to the execution and recording of this Amendment.

The Limited Common Elements referred to in the Master Deed to the Yacht Club Villas Horizontal Property Regime are as shown on the plot plan and floor plans attached as Exhibit "C" to the aforementioned Master Deed.

Specifically in the Phase III South Building of Yacht Club Villas Horizontal Property Regime there are two (2) storage area rooms designated as Storage Area Rooms 302, and 502 on the floor plans attached to the original Master Deed as Exhibit "C" referenced hereinabove, which said storage areas may be used exclusively for storage purposes and which shall be accessible only to the Owners of the following Phase II Units:

South Storage Room 502	-	Unit 7512
South Storage Room 302	-	Unit 7533

These storage room limited common elements are not severable from the above described Units. FILED IN DEED - M BOOK 390 PAGE 1829
FILED AT 094500 ON 03/29/84

TENTH:

The percentage of title and interest appurtenant to each Unit and the Unit Owner's title and interest in the common elements (both General and Limited) of the Property (both Phase I, Phase II and Phase III) of the Yacht Club Villas Horizontal Property Regime and their share in the profits and common monthly expenses as well as proportionate representation for voting purposes in the meeting of the Yacht Club Villas Owners' Association (hereinafter usually referred to as "Association") of the Regime is based upon the proportionate value of each Unit to the value of the total Property (both Phase I, Phase II and Phase III) as set forth in Exhibit "I" to the Master Deed establishing said Regime, under the column entitled "Percentage for Phase I, Phase II and Phase III," the provisions of which are incorporated herein and made a part hereof. The proportionate representation for voting purposes and the percentage of the undivided interests in the common elements (both General and Limited) provided in

this paragraph and in Exhibit "I" to the Master Deed shall not be altered without the acquiescence of the co-owners representing all of the Units expressed in a duly recorded Amendment to this Master Deed for such Regime or by an Amendment filed by the Declarant in accordance with the reservations set forth in the Master Deed.

FILED IN DEED BOOK 398 PAGE 1838
FILED AT 094500 ON 03/29/84

ELEVENTH:

The sole purpose of this Amendment being to add the Phase III property to the Yacht Club Villas Horizontal Property Regime so as to make it an integral part of said Regime, all provisions of the Master Deed establishing the Yacht Club Villas Horizontal Property Regime as recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, which are not modified herein are expressly incorporated into and reaffirmed by this Amendment in the same manner as if the same were expressly set forth herein. This Amendment is intended to comply with the provisions of the aforementioned Master Deed and the Horizontal Property Act of South Carolina. In case any of the provisions stated above conflict with the provisions of said statute, the provisions of said statute shall control. The provisions hereof shall be deemed independent and severable, and the invalidity in whole or in part of any section, sub-section, sentence, clause, phrase or word, or other provision of this Amendment shall not affect the validity or enforceability of the remaining portions thereof and in such event, all of the other provisions of the Amendment shall continue in full force and effect as if such invalid provision had never been included therein.

IN WITNESS WHEREOF, LINCOLN-DELTA GROUP, a Joint Venture, has caused these presents to be executed this 17th day of March, in the year of Our Lord one thousand nine hundred eighty-four and in the two hundred and eighth year of the Sovereignty and Independence of the United States of America.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

LINCOLN-DELTA GROUP, A
Joint Venture

By: THE DELTA GROUP, Managing
Partner
By: KKV Enterprises, Inc.

By: Kumar K. Viswanathan
Kumar K. Viswanathan, President

Attest: Elizabeth Y. [Signature]
By: Reed Realty, Inc.

By: John P. Reed
John P. Reed, President

Attest: [Signature]

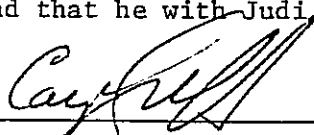
[Signature]
[Signature]


BETHEA, JORDAN
& GRIFFIN, P. A.
ATTORNEYS AND
COUNSELLORS AT LAW
MILTON HEAD ISLAND, S. C.

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

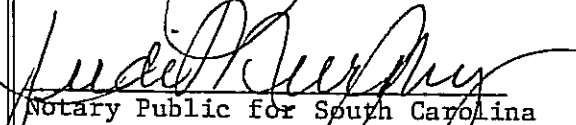
PROBATE

PERSONALLY appeared before me Cary S. Griffin, who, on oath, says that he saw the within named Lincoln-Delta Group, a Joint Venture, by its Managing Partner, The Delta Group, by the authorized officers of its Partners, KKV Enterprises, Inc. and Reed Realty, Inc., sign the within Amendment to Master Deed, and as its act and deed, deliver the same, and that he with Judi Murphy witnessed the execution thereof.





SWORN TO before me this
28th day of March, 1984.



Notary Public for South Carolina
My Commission Expires: 8/14/90

FILED IN DEED - M BOOK 398 PAGE 1831
FILED AT 894500 ON 03/29/84

INDEX OF EXHIBITS
TO
SECOND AMENDMENT TO MASTER DEED
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
"A"	Phase III Description
"B"	Real Property Description (Phase I, Phase II and Phase III)
"C"	Certificate of Architect (Phase III)
"D-1"	Joinder of Mortgagee
"D-2"	Joinder of Mortgagee
"E"	Consent of Greenwood Development Corporation

FILED IN DEED - M BOOK 390 PAGE 1832
 FILED AT 094500 ON 03/29/84

EXHIBIT "A" TO SECOND AMENDMENT TO MASTER DEED OF
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME
DESCRIPTION OF LAND PHASE III

All that certain piece, parcel or tract of land situate, lying and being in Shelter Cove, Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina, shown and described as Phase III, having and containing 0.339 acres, more or less, on the plat entitled "Yacht Club Villas Horizontal Property Regime, Phases I, II and III" which plat was prepared by Sea Island Engineering, Inc., and certified to by Benjamin Wilson, R.L.S. (S.C.) #5424, which said plat is dated January 3, 1984, and revised January 17, 1984, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 31 at Page 245. The property is more particularly described by courses and distances, metes and bounds as follows, to-wit:

To find the Point of Beginning reference is made to that certain plat entitled "Phase I Shelter Cove Being a Portion of Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina", said plat prepared by Roy Hussey, S.C. Reg. L.S. #2373, which plat is dated June, 1981, revised March 19, 1982, and further revised April 8, 1982, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 30 at Page 113 and subsequently revised on November 8, 1982, said revised plat being recorded in Plat Book 31 at Page 3. On said plat the within Phase I property is a portion of Lot Five (5). To find the Point of Beginning for the within Phase II property, utilize said reference plat of record and commence at a concrete monument marking the intersection of the easternmost right-of-way of U.S. Highway 278 with the southwesternmost point of that certain right-of-way known as Queen's Folly Road and thence proceeding N0°20'11"W for a distance of 220 feet to a point; thence proceeding S49°21'15"W for a distance of 955.49 feet to a point; thence proceeding N41°51'35"W for a distance of 167.29 feet to a point; thence proceeding N42°01'55"W for a distance of 1,009.38 feet to a point; thence proceeding S48°02'40"W for a distance of 210.17 feet to a point; thence proceeding S48°18'30"W for a distance of 231.66 feet to a point; thence proceeding N41°33'45"W for a distance of 1,286.53 feet to a point; thence proceeding N41°26'35"W for a distance of 518.41 feet to a point; thence proceeding N49°40'15"E for a distance of 135.95 feet to a point; thence proceeding S78°00'10"E for a distance of 216.02 feet to a point; thence proceeding S69°20'50"E for a distance of 580.93 feet to a point; thence proceeding S39°00'45"E for a

distance of 199.92 feet to a point; thence proceeding N50°57'40"E for a distance of 248.83 feet to a point; thence proceeding S70°13'50"E for a distance of 14.59 feet to a point; thence proceeding N19°46'10"E for a distance of 25.70 feet to a point; thence proceeding S69°43'10"E for a distance of 111.93 feet to a point; thence proceeding S42°01'55"E for a distance of 201.67 feet to a point; thence proceeding S47°58'05"W for a distance of 1.19 feet to a point; thence proceeding S42°01'55"E for a distance of 23.95 feet to a point; thence proceeding S25°29'30"W for a distance of 106.69 feet to a point; thence proceeding S19°42'30"E for a distance of 108.01 feet to the point at the northeasternmost boundary of the Phase I Property; from said point proceeding S42°14'25"E for a distance of 283.52 feet to a point; thence proceeding S48°18'00"W for a distance of 162.94 feet to a point which marks the Point of Beginning for the Phase III Property; from said Point of Beginning N41°42'00"W for a distance of 107 feet to a point; thence proceeding N48°18'00"E for a distance of 137.94 feet to a point; thence proceeding S41°42'00"E for a distance of 107.00 feet to a point; thence S48°18'00"W for a distance of 137.94 feet to the point which marks the Point of Beginning.

In case of conflict, if any, between the above referenced description and the aforementioned plat of record, said plat shall be controlling.

SAVE AND EXCEPT THEREFROM, the right of ingress and egress unto the Declarant herein, its successors and assigns and Grantees.

FURTHER, SAVE AND EXCEPT THEREFROM, the right of ingress and egress over and across all roads and walkways shown on the above described plat, said reservation being unto the Declarant herein, its successors and assigns and Grantees.

FURTHER, SAVE AND EXCEPT from the above described property, title to and ownership of all water and sewer lines located on said Parcel or hereafter installed thereon, together with all pipes, pumps, pumping stations, or other equipment or facilities located thereon, together with an easement to such lines, equipment or facilities to allow for the maintenance, repair or replacement of such lines, facilities or equipment or for the purpose of installing additional lines, equipment or facilities thereon from time to time.

FURTHER, the Declarant expressly reserves the right to improve the aforementioned property by clearing, constructing additional parking and recreational facilities pertaining to Yacht Club Villas Horizontal Property Regime.

FURTHER, Declarant expressly reserves the right to install lines, equipment and facilities for utility purposes and to grant

easements over the property for the installation of additional lines, equipment or facilities for utility and drainage purposes from time to time.

FURTHER, the above property is submitted to the Yacht Club Villas Horizontal Property Regime subject to that certain Declaration of Covenants, Conditions and Restrictions Running with Certain Land of Greenwood Development Corporation, Etc., said Declaration dated February 22, 1982, and recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 342 at Page 1726, as amended by that certain Supplemental Declaration of Rights, Restrictions, Covenants, Conditions, Etc. dated March 16, 1983, and recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 365 at Page 1669 and re-recorded in Deed Book 367 at Page 631.

FURTHER, the above property is submitted to the Yacht Club Villas Horizontal Property Regime subject to all easements as shown on the above plats of record and to all existing utility easements in favor of the Broad Creek Public Service District or Greenwood Development Corporation or Shelter Cove Harbour Company, of record in the Office of the Clerk of Court for Beaufort County, South Carolina.

EASEMENTS:

ALSO, the non-exclusive right in and to that certain non-exclusive Easement Appurtenant to the above described property over and across the roads within Palmetto Dunes Resort (including the roads constructed or to be constructed in the Shelter Cove portion of Palmetto Dunes Resort) which easement shall be subject to the terms and conditions of use established from time to time by Shelter Cove Harbour Company, which Easement Appurtenant having been recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 346 at Page 1568.

The property described above is a portion of the property conveyed to Lincoln-Delta Group, a Joint Venture, by Deed of Greenwood Development Corporation dated February 5, 1982, recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 346 at Page 1564.

FILED IN DEED - M BOOK 399 PAGE 1835
FILED AT 094500 ON 03/29/84

EXHIBIT "B" TO SECOND AMENDMENT TO MASTER DEED OFYACHT CLUB VILLAS HORIZONTAL PROPERTY REGIMEDESCRIPTION OF LAND, PHASE I, PHASE II AND PHASE III

All those certain pieces, parcels or tracts of land situate, lying and being in Shelter Cove, Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina, shown and described as Phase I, having and containing 1.230 acres, more or less, the Recreational Parcel, having and containing 0.278 acres, more or less, PHASE II, having and containing 0.214 acres, more or less, and PHASE III, having and containing 0.339 acres, more or less, on the plat entitled "Yacht Club Villas Horizontal Property Regime, Phases I, II and III" which plat was prepared by Sea Island Engineering, Inc., and certified to by Benjamin Wilson, R.L.S. (S.C.) #5424, which said plat is dated January 3, 1984, and revised January 17, 1984, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 31 at Page 245. The property is more particularly described by courses and distances, metes and bounds as follows, to-wit:

To find the Point of Beginning reference is made to that certain plat entitled "Phase I Shelter Cove Being a Portion of Palmetto Dunes Resort, Hilton Head Island, Beaufort County, South Carolina", said plat prepared by Roy Hussey, S.C. Reg. L.S. #2373, which plat is dated June, 1981, revised March 19, 1982, and further revised April 8, 1982, and is recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Plat Book 30 at Page 113 and subsequently revised on November 8, 1982, said revised plat being recorded in Plat Book 31 at Page 3. On said plat the within Phase I property is a portion of Lot Five (5). To find the Point of Beginning for the within property, utilize said reference plat of record and commence at a concrete monument marking the intersection of the easternmost right-of-way of U.S. Highway 278 with the southwesternmost point of that certain right-of-way known as Queen's Folly Road and thence proceeding $N0^{\circ}20'11"W$ for a distance of 220 feet to a point; thence proceeding $S49^{\circ}21'15"W$ for a distance of 955.49 feet to a point; thence proceeding $N41^{\circ}51'35"W$ for a distance of 167.29 feet to a point; thence proceeding $N42^{\circ}01'55"W$ for a distance of 1,009.38 feet to a point; thence proceeding $S48^{\circ}02'40"W$ for a distance of 210.17 feet to a point; thence proceeding $S48^{\circ}18'30"W$ for a distance of 231.66 feet to a point; thence proceeding $N41^{\circ}33'45"W$ for a distance of 1,286.53 feet to a point; thence proceeding $N41^{\circ}26'35"W$ for a distance of 518.41 feet to a point; thence proceeding $N49^{\circ}40'15"E$ for a distance of 135.95 feet to a point; thence proceeding

FILED IN DEED - M BOOK 396 PAGE 1836
FILED AT 894588 ON 6/29/84

S78°00'10"E for a distance of 216.02 feet to a point; thence proceeding S69°20'50"E for a distance of 580.93 feet to a point; thence proceeding S39°00'45"E for a distance of 199.92 feet to a point; thence proceeding N50°57'40"E for a distance of 248.83 feet to a point; thence proceeding S70°13'50"E for a distance of 14.59 feet to a point; thence proceeding N19°46'10"E for a distance of 25.70 feet to a point; thence proceeding S69°43'10"E for a distance of 111.93 feet to a point; thence proceeding S42°01'55"E for a distance of 201.67 feet to a point; thence proceeding S47°58'05"W for a distance of 1.19 feet to a point; thence proceeding S42°01'55"E for a distance of 23.95 feet to a point; thence proceeding S25°29'30"W for a distance of 106.69 feet to a point; thence proceeding S19°42'30"E for a distance of 108.01 feet to the point which marks the Point of Beginning. Said Point of Beginning is located at the northeasternmost boundary of the Phase I Property; from said Point of Beginning proceeding S42°14'25"E for a distance of 283.52 feet to a point; thence proceeding S48°18'00"W for a distance of 207.94 feet to a point; thence proceeding N74°47'25"W for a distance of 66.58 feet to a point; thence proceeding N42°09'15"W for a distance of 302.65 feet to a point; thence proceeding N29°39'40"E for a distance of 33.75 feet to a point; thence proceeding N60°20'20"W for a distance of 50 feet to a point; thence proceeding N11°13'35"E for a distance of 65 feet to a point; thence proceeding S82°00'55"E for a distance of 191.04 feet to a point; thence proceeding N75°08'30"E for a distance of 58.90 feet to the point which marks the Point of Beginning.

In case of conflict, if any, between the above described metes and bounds description and said plats of record, said plats shall be controlling.

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EXHIBIT "C" TO SECOND AMENDMENT TO MASTER DEED OF
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME
ARCHITECT'S CERTIFICATE

This is to certify that Yacht Club Villas Horizontal Property Regime, Phase III, consisting of the fourteen (14) units numbered as follows: 7511, 7512, 7513, 7521, 7522, 7523, 7531, 7532, 7533, 7541, 7542, 7543, 7552 and 7553, are built substantially, to the best of our knowledge, in accordance with the floor plans attached to the Master Deed creating said Regime, as Exhibit "C" recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Deed Book 387 at Page 996, et seq., except for minor variations which are customary in projects of this nature.

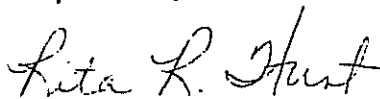
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WESTMORELAND, MCGARITY, PITTS,
 ARCHITECTS, INC.

By: 

S.C. Registration # 781

Certified to this 23rd day
 of March, 1984.



(L.S.)

Notary Public for South Carolina
 MY COMMISSION EXPIRES

My Commission Expires: APRIL 25, 1988

This Joinder of Mortgage shall in no way affect or diminish the lien of the existing mortgage on the remaining portions of the property described in the aforementioned mortgages described hereinabove.

IN WITNESS WHEREOF, the undersigned has executed this Joinder this 19 day of March, 1984.

WITNESSES:

LINCOLN FEDERAL SAVINGS & LOAN ASSOCIATION

Lynn J. Dehnz
(Witness)
Lynn J. Dehnz

By: James P. Messersmith
James P. Messersmith
Senior Vice President

Torbjorg A. Donoch
(Notary)
Torbjorg Donoch
Assistant Secretary

Attest: Eleanor Carpenter
Eleanor Carpenter
Assistant Secretary

STATE OF NEW JERSEY)
)
COUNTY OF Union)

PROBATE

PERSONALLY appeared before me Lynn J. Dehnz who, on oath, says that s/he saw the within named LINCOLN FEDERAL SAVINGS & LOAN ASSOCIATION by James P. Messersmith its Sr. Vice President, sign the within Joinder of Mortgage, and Eleanor Carpenter its Asst. Secretary attest the same, and the said Corporation, by said officers, seal said Instrument, and, as its act and deed, deliver the same, and that s/he with Lynn J. Dehnz witnessed the execution thereof.

Lynn J. Dehnz
(witness)
Lynn J. Dehnz

SWORN to before me this 19th day of March, 1984.

Torbjorg A. Donoch (L.S.)
Notary Public for New Jersey

My Commission Expires: _____

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TORBJORG A. DONOCH
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 18, 1987

BETHEA, JORDAN
& GRIFFIN, P A.
ATTORNEYS AND
COUNSELLORS AT LAW
HILTON HEAD ISLAND, S. C.

EXHIBIT "D-2"

TO SECOND AMENDMENT TO MASTER DEED
YACHT CLUB VILLAS HORIZONTAL PROPERTY REGIME

STATE OF SOUTH CAROLINA)
)
 COUNTY OF BEAUFORT) JOINDER OF MORTGAGEE

WHEREAS, LINCOLN CAPITAL CORP., a New Jersey Corporation is the owner and holder of a acquisition/development loan mortgage upon certain real property located on Hilton Head Island, South Carolina, described on Exhibit "A" to the Master Deed of Yacht Club Villas Horizontal Property Regime, said property being now known and described as the Phase I real property; and

WHEREAS, said loan documentation is evidenced by a mortgage in the original principal sum of ONE MILLION FIVE HUNDRED THOUSAND NO/100 (\$1,500,000.00) DOLLARS said mortgage dated May 7, 1982, and recorded in the Office of the Clerk of Court for Beaufort County, South Carolina, in Mortgage Book 285 at Page 1198.

NOW, KNOW ALL MEN BY THESE PRESENTS, that LINCOLN CAPITAL CORP., joins in the foregoing Second Amendment to Master Deed of Yacht Club Villas Horizontal Property Regime and the provisions of the Horizontal Property Act of South Carolina for the sole purpose of consenting to the creation by the Declarant of an additional phase of a Horizontal Property Regime on a portion of the property upon which it has a lien; the mortgagee makes no representations or warranties as to the validity of the documents creating the Regime nor the development and physical construction of the Regime itself; the mortgagee agrees that the lien of said mortgage on that portion of the property hereinbefore set out shall hereafter be upon the following described property on Hilton Head Island, Beaufort County, South Carolina:

All those certain Units of Yacht Club Villas Horizontal Property Regime Phase III, a condominium regime according to the foregoing Second Amendment to Master Deed thereof to which this Joinder is attached, together with all of the undivided shares in the common elements appertaining to the following described Unit Numbers: 7511, 7512, 7513, 7521, 7522, 7523, 7531, 7532, 7533, 7541, 7542, 7543, 7552, 7553, inclusive.

This Joinder of Mortgagee shall in no way affect or diminish the lien of the existing mortgage on the remaining portions of the property described in the aforementioned mortgages described hereinabove.

IN WITNESS WHEREOF, the undersigned has executed this Joinder this 19 day of March, 1984.

WITNESSES:

LINCOLN CAPITAL CORP., a New Jersey Corporation

Lynn J. Dehnz
(witness)

Lynn J. Dehnz

By: James P. Messersmith

James P. Messersmith
Vice President

Torbjorg Donoch
(Notary)

Torbjorg Donoch
Assistant Secretary

Attest: Eleanor Carpenter

Eleanor Carpenter
Assistant Secretary

STATE OF NEW JERSEY)
COUNTY OF Union)

PROBATE

PERSONALLY appeared before me Lynn J. Dehnz who, on oath, says that s/he saw the within named LINCOLN CAPITAL CORP., by James P. Messersmith its Sr. Vice President sign the within Joinder of Mortgagee, and Eleanor Carpenter its Asst. Secretary attest the same, and the said Corporation, by said officers, seal said Instrument, and, as its act and deed, deliver the same, and that s/he with Lynn J. Dehnz witnessed the execution thereof.

Lynn J. Dehnz
(witness)

SWORN to before me this 19th day of March, 1984.

Lynn J. Dehnz

Torbjorg Donoch
Notary Public for New Jersey

(L.S.)

My Commission Expires: _____

NOTARY PUBLIC - NEW JERSEY
My Commission Expires April 13, 1987

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FILED AT 094500 ON 03/29/84