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STATE OF SOUTH CAROLINA)	SUPPLEMENT NO. 3 TO
	, j	DECLARATION OF COVENANTS
)	CONDITIONS AND RESTRICTIONS
COUNTY OF BEAUFORT	.)	HERITAGE LAKES

This Supplement No. 3 to Declaration of Covenants, Conditions and Restrictions for Heritage Lakes is made this 4th day of August, 1998 by VTWS Associates, a South Carolina joint venture, its successors and assigns (the "Declarant").

WHEREAS, Declarant is the owner of that certain tract of land located in Beaufort County, South Carolina, and being more particularly described on the attached EXHIBIT "A" (the "Property"), and the Declarant desires to subject the Property to provisions of this Declaration.

WHEREAS, it is the intent of the Declarant to construct and develop a single-family residential subdivision within the Property, and it is the further intent of the Declarant to provide for a method of administration and maintenance of the Property; and

WHEREAS, the Declarant has recorded in the RMC Office for Beaufort County, South Carolina in ORB 773 at Page 1028 the Declaration of Covenants, Conditions and Restrictions for Heritage Lakes and modified same by Supplement No. 1 recorded in ORB 857 at Page 2105 and by Supplement No. 2 recorded in ORB 904 at Page 422 ("Declaration"); and

WHEREAS, as provided in Article III of the Declaration, ".....Declarant, its successors and assigns, shall have the right, without the consent of the Association, to bring within the plan of development and operation of this Declaration, additional properties in future stages of the development......"; and

WHEREAS, in accordance with said Article III, Declarant now intends to subject the Property to the Declaration;

NOW, THEREFORE, for the purpose of enhancing and protecting the value, attractiveness and desirability of the Property, the Declarant hereby declares that the Property and each part thereof shall be held, sold, devised and conveyed subject to the Declaration which shall constitute covenants running with the land and shall be binding on all parties having any right, title, or interest in the Property or any part thereof, their heirs, executors, administrators, successors and assigns and shall inure to the benefit of each Owner (as defined in the Declaration) thereof.

IN WITNESS WHEREOF, Declar the day and year first above written.	rant has caused/these presents to be executed
WITNESSES:	VTWS Associates
Jusewh Deniste	By: Trasen SC, Inc. By: Dean E. Sutton By: Heritage Lakes Limited Partnership By: Heritage Lakes Development Corp.
	By: A Selfon Schn H. Tilton
STATE OF SOUTH CAROLINA)) PROBATE
COUNTY OF BEAUFORT)
that (s)he saw the within named VTWS	before me the above witness who, on oath, says Associates by its proper officials, sign, seal, and locuments, and that (s)he with the other witness And L. Langentan
Sworn to before me this 4th day of August, 1998.	ed.
Notary Public for South Carolina My Commission Expires: 5/17/04	

Exhibit "A"

ALL those certain pieces, parcels, or lots of land, situate, lying and being in Bluffton, Township, Beaufort County, South Carolina, more particularly described as Lots 123-159 and Lot 235 Heritage Lakes Subdivision, Phase IV. Said property has dimensions, metes and bounds as shown on the Plat prepared by Forrest F. Baughman, PLS #4922, dated December 5, 1997, entitled "Heritage Lakes Phase IV, a Subdivision of Phase 4, a Portion of Parcel 3A, Tax Map 40, Dist. 600, Bluffton Township, Beaufort County, South Carolina", and recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 65 at Page 198.

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