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STATE OF SOUTH CAROLINA)	AMENDMENT TO BY-LAWS
)	OF HICKORY COVE VILLAS
COUNTY OF BEAUFORT)	HORIZONTAL PROPERTY REGIME

SPACE ABOVE RESERVED FOR RECORDING PURPOSES **

WITNESSETH

WHEREAS, on or about the 11th day of June, 1973, Mathews-Phillips, Inc., a Delaware corporation authorized to do business in the State of South Carolina, filed with the Register of Deeds Office for Beaufort County, South Carolina, its Master Deed Establishing Horizontal Property Regime, said regime being established as Hickory Cove Villas Horizontal Property Regime pursuant to the Horizontal Property Act of South Carolina, the same being recorded in the Register of Deeds Office for Beaufort County, in Deed Book 210 at Page 1560; and

WHEREAS, the By-Laws of the Hickory Cove Villas Horizontal Property Regime were attached to and made a part of said Master Deed as Exhibit "F" (hereinafter "By-Laws"), which provided for the administration of the property constituting the Regime; and

WHEREAS, pursuant to Article IX of the By-Laws, the same may be amended upon the approval of the Council representing at least two-thirds (2/3) of the total value of the Property as shown on the Master Deed at a duly constituted meeting; and

WHEREAS, the Council of Co-Owners at a duly constituted meeting held on October 1, 2004, by an affirmative vote of the Council of Co-Owners representing more than two-thirds (2/3) of the total value of the Property of the Regime as shown on the Master Deed, authorized and



approved an Amendment to the said By-Laws as it pertains to the number of members of the Board of Administration; and

NOWTHEREFORE, the Council of Co-Owners by and through the Board of Administration, hereby amends the By-Laws of the Hickory Cove Villas Horizontal Property Regime Article IV, Section 1, such that said Section shall hereinafter provide as follows:

"ARTICLE IV BOARD OF ADMINISTRATION

Section 1. NUMBER AND QUALIFICATION. The affairs of the Council shall be governed by a Board of Administration (hereinafter referred to as the "Board") comprised of seven persons. Until succeeded by the Board Members elected by the Apartment Owners, Board of Administration Members need not be Apartment Owners. So long as the sponsor owns one or more Apartments, the sponsor shall be entitled to elect at least one member of the Board of Administration, who need not be an Apartment Owner. After sponsor has conveyed all apartments and is no longer entitled to elect one member of the Board of Administration, all Board Members shall be Apartment Owners."

IN WITNESS WHEREOF, the Council of Co-Owners of Hickory Cove Villas Horizontal Property Regime, by its Board of Administration, has caused this Amendment to be executed effective the date and year first above written.

WITNESSES:

HICKORY COVE VILLAS HORIZONTAL PROPERTY REGIME

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Vitness

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By: James P. S

ts: () Presider

Attest

Secretar

STATE OF SOUTH CAROLINA

COUNTY OF BEAUFORT

PROBATE

Personally appeared before me, the undersigned witness, who being duly sworn, deposes and says that s/he saw the within named President of Board of Administration for Hickory Cove Villas Horizontal Property Regime sign the within Amendment to the By-Laws of the Hickory Cove Villas Horizontal Property Regime and that the undersigned Notary Public witnessed whose signature appears above, witnessed the execution thereof.

SWORN to before me this 20 day of April , 2005.

Notary Pubic of South Carolina, My Commission Expires: 10/12/14

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