

STATE OF SOUTH CAROLINA) THIRD AMENDMENT TO
) DECLARATION OF PROTECTIVE COVENANTS,
) RESTRICTIONS, EASEMENTS, CHARGES
) AND LIENS FOR WATERBRIDGE
COUNTY OF HORRY)

This Third Amendment to Declaration of Protective Covenants, Restrictions, Easements, Charges, and Liens for Waterbridge is made by **SOUTH CAROLINA COASTAL DEVELOPMENT I, INC.**, a South Carolina corporation (hereinafter referred to as "the Developer").

RECITALS:

A. By Declaration of Protective Covenants, Restrictions, Easements, Charges and Liens dated August 8, 2006, recorded in the office of the Horry County Register of Deeds on August 24, 2006 in Deed Book 3147 at page 901 ("the Declaration"), the Developer imposed certain covenants, restrictions and easements upon certain real property located in Horry County, South Carolina, more particularly described in the Declaration; and

B. By First Amendment to Declaration dated September 26, 2006, recorded in the office of the Horry County Register of Deeds on September 28, 2006 in Deed Book 3164 at page 826 the Declarant amended the then Exhibit A to the Declaration to substitute a new legal description based on a revised subdivision plat and amended the Declaration to allow Declarant to annex adjacent property to the Declaration; and

C. By Corrective First Amendment to Declaration dated September 28, 2006, recorded in the office of the Horry County Register of Deeds on September 29, 2006 in Deed Book 3166 at page 410 the Declarant corrected a scrivener's error in the First Amendment; and

D. By Second Amendment to Declaration dated June 27, 2008, recorded in the office of the Horry County Register of Deeds on June 30, 2008 in Deed Book 3347 at page 54, the Declarant amended the Declaration to submit additional real property to the Declaration and amended Article III, Section 2 of the Declaration as to Phase 3A to provide that residences constructed on Lots 820 through 847 and Lots 852 through 904 have a minimum of 2000 square feet of enclosed heated living area (exclusive of porches, decks and garages or other unheated spaces) and provide that should such residence be a 2-story structure, there be a minimum of 1400 square feet of enclosed heated living area on the first or ground floor.

E. Article XI, Section 2 of the Declaration provides that the Declarant may bring additional real estate under the terms of the Declaration, together with such additional

restrictions and obligations as Developer may impose on the land being submitted to the provisions of the Declaration by such Supplemental Declaration.

F. Declarant is still the owner of all Lots and Common Area within Waterbridge Phase 3A and has not yet closed on the first conveyance of a Lot in Phase 3A; and

G. Declarant desires to amend Article III, Section 2 of the Declaration, as amended by Second Amendment to Declaration, to amend the minimum square footage of enclosed heated living area required in residences constructed in Phase 3A and to amend Article II, Section 23, Garages, to permit detached garages on Phase 3A lots on a case by case basis when in the sole discretion of the Architectural Review Committee a detached garage is necessary due to the shape of the lot and/or design of the dwelling.

DECLARATION:

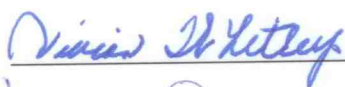
NOW, THEREFORE, the Declaration is hereby amended as follows:


Article II, Section 23, Garages. is amended as to Phase 3A and subsequent phases of Waterbridge to provide that detached garages may be permitted on Phase 3A and subsequent phase Lots on a case by case basis when in the sole discretion of the Architectural Review Committee the shape of the lot and/or design of the dwelling are not conducive to an attached garage and a detached garage is considered to be an improvement to the overall aesthetics of the neighborhood. Detached garages shall at a minimum be two-car garages.

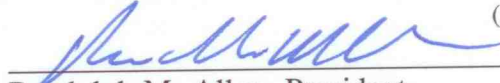
Article III, Section 2, Size of Residences and Lot Coverage. is amended as to Phase 3A to provide that residences constructed on Lots 820 through 847 and Lots 852 through 904 shall have a minimum of 1800 square feet of enclosed heated living area (exclusive of porches, decks and garages or other unheated spaces). Should such residence be a 2-story structure, there shall be a minimum of 1200 square feet of enclosed heated living area on the first or ground floor.

IN WITNESS WHEREOF, South Carolina Coastal Development I, Inc. has executed this Third Amendment to the Declaration as of May 20, 2009.

Signed, Sealed and Delivered
In the Presence of:





SOUTH CAROLINA COASTAL DEVELOPMENT I, INC.
(SEAL)
By: 

Randolph M. Allen, President

STATE OF NORTH CAROLINA)
)
COUNTY OF MECKLENBURG)

PROBATE

PERSONALLY appeared before me the undersigned witness and made oath that s/he saw the within named South Carolina Coastal Development I, Inc., by its duly authorized signatory sign, seal and as its act and deed deliver the within written Third Amendment to the Declaration of Protective Covenants, Restrictions, Easements, Charges and Liens for Waterbridge and that s/he with the other witness subscribed above witnessed the execution thereof.

Divina Whiteley
Witness

SWORN to before me this
20 day of May 2009.

Nancy J Morrison (L.S.)
Notary Public for North Carolina

My Commission Expires: 9/24/2010

