

Prepared by: Oliver W. Alphin

BOOK 3070 PAGE 761

Mail after recording to Oliver W. Alphin, P. O. Box 3843, Durham NC 27702

**FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR HUNTERS CREEK TOWNHOUSES**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HUNTERS CREEK TOWNHOUSES ("First Amendment") executed this the 22nd day of November, 1982, by Hunters Creek Development Corporation and The Whistler Corporation ("Declarant"),

WITNESSETH:

Whereas, Declarant recorded that certain Declaration of Covenants, Conditions and Restrictions for Hunters Creek Townhouses on December 22, 1981 in Book 2983 at Page 857, Wake County Registry, and

WHEREAS, the Declarant desires to amend Article IV, Section 3 and Section 7 of said Declaration which provides for the amount of and commencement of annual assessments, Article X, Section 3, which provides for the amendment of the Declaration, and the second paragraph and Article 1, Section 4 for the purpose of reducing the number of lots subjected to the Declaration reflecting the recording of a revised survey of the property, and

WHEREAS, the requirements for amending the Declaration are set forth Article X, Section 3 and Section 5 thereof, and

WHEREAS, a careful examination of the public records of Wake County reveals that the Declarant has 100% ownership of the lots brought within the provision of said Declaration.

NOW, THEREFORE, in consideration of the premises, the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant does hereby make and declare the following First Amendment to the Declaration:

1. The monthly assessment amount stated in the first sentence of Article IV, Section 3, is changed from Fifty Dollars (\$50.00) to Twenty-Five Dollars (\$25.00), so that the first sentence in Article IV, Section 3, now reads: "Until January 1 of the year immediately following the conveyance of the first Lot to an Owner, the maximum annual assessment shall be Twenty-Five Dollars (\$25.00) per Lot."

2. After the third sentence of Article IV, Section 7, the following two sentences shall be added: "Each lot on which the townhome improvements have been completed and which is occupied by a person or persons other than the Declarant shall be assessed at 100% of the assessment rate set by the Board of Directors. All other lots shall be assessed at 25% of the assessment rate."

3. The second sentence of Article X, Section 3 shall be amended by deleting the words "by not less than ninety percent (90%) of the Lot Owners, and thereafter by an instrument signed by not less than seventy-five percent (75%) of the Lot Owners," and by inserting in their place the words "by Owners of not less than ninety percent (90%) of the Lots, and thereafter by an instrument signed by Owners of not less than seventy-five percent (75%) of the Lots," so that the second sentence of Article X, Section 3 reads, "This Declaration may be amended during the first twenty (20) year period by an instrument signed by Owners of not less than ninety percent (90%) of the Lots, and thereafter by an instrument signed by Owners of not less than seventy-five percent (75%) of the Lots."

4. The property descriptions contained in the second paragraph and in Article 1, Section 4 are amended in the following way to reduce the number of lots subjected to this Declaration and to reflect the recording of a new survey: in the second paragraph the words "sheets 1 through 4" are deleted and are replaced by the words "sheets 1 and 2," and the words "dated October 6, 1981" are deleted and are replaced by the words "dated 12/13/81, revised June 1, 1982 and revised November 10, 1982"; in the property description in Article 1, Section 4 the words "sheets 1 and 2 of" are inserted after the words "All of that land shown and designated as 'Common Area' as shown on"; and in both the second

PRESENTED
FOR
REGISTRATION
DEC 13 4 03 PM '82
CLARENCE E. JR.
REGISTER OF DEEDS
WAKE COUNTY, N.C.

paragraph and in Article 1, Section 4 before the words "Final Plat" is inserted the word "Revised." In addition, the map book reference of 1981 is deleted and is replaced with 1982 and the page number of 1105 is deleted and is replaced with 995. The amended description in the second paragraph now reads:

"All of that certain land shown on sheets 1 and 2 of that plat and survey entitled Revised Final Plat, Hunters Creek Townhouses, Section One, Owner: Whistler Corporation, as prepared by Rivers and Associates, Inc., dated 12/13/81, revised June 1, 1982, revised November 10, 1982, recorded in Book of Maps 1982 at page 995, Wake County Registry, to said plat and survey reference is hereby made for a more particular description of same."

The amended description in Article 1, Section 4 now reads:

"All of that land shown and designated as "Common Area" as shown on sheets 1 and 2 of the plat entitled "Revised Final Plat, Hunters Creek Townhouses, Section One, Owner: Whistler Corporation" which appears of record in the office of the Register of Deeds of Wake County, North Carolina, in Map Book 1982, page 995, to which reference is hereby made for a more particular description of same."

It is the intent of the parties to subject only lots 1 through 48 inclusive, and the associated common areas shown on sheets 1 and 2 of the plat referred to by this amendment, to the provisions of the Declaration of Covenants, Conditions and Restrictions, and to remove from the operation of the Declaration lots 49 through 106 inclusive and their associated common areas shown on sheets 3 and 4.

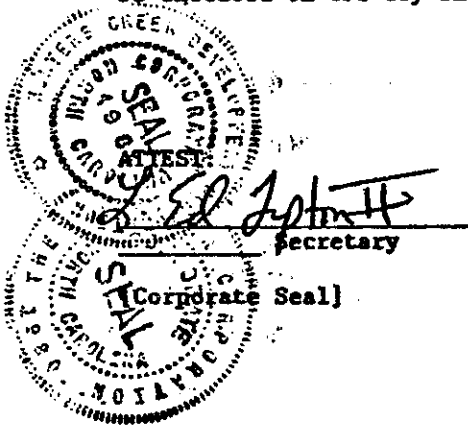
5. The foregoing First Amendment shall be incorporated within and become a part of the original Declaration and shall be binding on all owners of any lot subject thereto.

6. The Declarant executes this Amendment pursuant to the requirement stated in Article X, Section 3 of the Declaration that an amendment be signed by not less than ninety percent (90%) of the lot owners. James A. Abbott, Trustee and Troy Savings Bank, assignee of Cameron-Brown Company, beneficiary, join in the execution of this First Amendment for the purpose of subordinating that certain Deed of Trust executed by Hunters Creek Development Corporation to James A. Abbott, Trustee for Cameron-Brown Company, dated December 23, 1981 and recorded on December 23, 1981 at 2:49 p.m., Wake County Registry, securing the principal sum of \$1,283,800.00, recorded in Book 2984 at page 193, Wake County Registry, to the provisions of this First Amendment.

IN WITNESS WHEREOF, the said Declarant has caused this First Amendment to be executed on the day and year first above written.

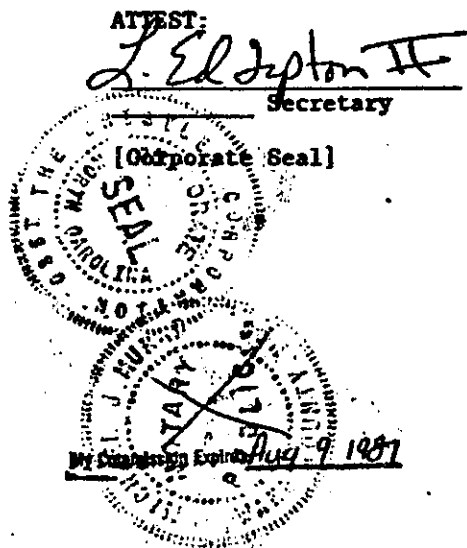
HUNTERS CREEK DEVELOPMENT CORPORATION, Declarant

By: Mark E. Lipton
President



THE WHISTLER CORPORATION

By: Mark E. Lipton
President



James A. Abbott
James A. Abbott, Trustee

APPROVED BY:
RALEIGH CITY ATTORNEY'S OFFICE

BY: James A. Abbott
afforded copy

TROY SAVINGS BANK

By: Walter H. Saut
S.V. President

ATTEST:

Kevin M. O'Bryan
Asst Secretary

[Corporate Seal]

NORTH CAROLINA
DURHAM COUNTY

I, MICHAEL J. MURAD, a Notary Public of said state and county certify that L. Ed. Johnson, Jr. personally appeared before me this day and acknowledged that he is Secretary of Hunters Creek Development Corporation and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by himself as its Secretary.

Witness my hand and notarial seal this the 22nd day of November, 1982.

My Commission Expires:

August 9 1987

NORTH CAROLINA
DURHAM COUNTY

I, MICHAEL J. MURAD, a Notary Public of said state and county certify that L. Ed. Johnson, Jr. personally appeared before me this day and acknowledged that he is Secretary of The Whistler Corporation and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by himself as its Secretary.

Witness my hand and notarial seal this the 22nd day of November, 1982.

My Commission Expires:

August 9 1987

NORTH CAROLINA
DURHAM COUNTY

I, Judy Lee, a Notary Public of said County and State do hereby certify that James A. Abbott, Trustee, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this the 10th day of December, 1982.

My Commission Expires:

Dec. 13, 1985

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, Patricia M. Dillon (Rossier), a Notary Public of said state and county certify that Kevin M. O'Bryan personally appeared before me this day and acknowledged that he is Ass't Secretary of Troy Savings Bank and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Senior President, sealed with its corporate seal, and attested by himself as its Assistant Secretary.

Witness my hand and notarial seal this the 9th day of December, 1982.

My Commission Expires:

Patricia M. Dillon (Rossier)
Notary Public

PATRICIA M. DILLON
Notary Public, State of New York
Qualified in Albany County
My Commission Expires March 30, 1983

THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT has executed this document to indicate its approval of said document this 7th day of December, 1982.

SECRETARY OF HOUSING AND URBAN DEVELOPMENT, Acting by and Through the Federal Housing Commissioner

By: John F. Lyle (SEAL)
Authorized Agent

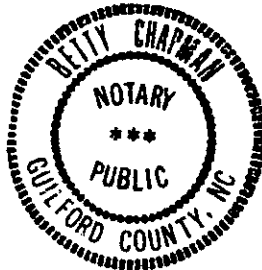
STATE OF North Carolina
COUNTY OF Guilford

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements in the County and State aforesaid, personally appeared John F. Lyle, the authorized agent of the Federal Housing Commissioner, who did acknowledge that he executed the foregoing instrument by virtue of the authority vested in him by 24 CFR 200.119 as authorized agent for an on behalf of the Federal Housing Commissioner.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 7th day of December, 1982.

Betty Chapman
Notary Public

My Commission Expires:
8-12-86



NORTH CAROLINA — WAKE COUNTY

The foregoing certificate of Michael J. Murphree,
John F. Lyle, Patricia M. Wilson (Hassell),
Betty Chapman

Notar(y)(ies) Public is (are) certified to be correct. This instrument and this certificate are duly registered at the date and time and in the book and page shown on the first page hereof.

R. S. MCKENZIE, JR., Register of Deeds

By James B. Johnson
Deputy Register of Deeds

Prepared by Ann Happel Sturgis

BOOK 3240 PAGE 80

Mail after recording to Ann Happel Sturgis, P. O. Box 3843, Durham, NC 27702

SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR HUNTERS CREEK TOWNHOUSES

PRESENTED
FOR
REGISTRATION
FEB 15 12 12 PM '84
KENNETH G. WILKINS
REGISTER OF DEEDS
WAKE COUNTY, NC

This Second Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses ("Second Amendment") executed this the 18th day of November, 1983, by Hunters Creek Development Corporation and The Whistler Corporation ("Declarant").

W I T N E S S E T H:

WHEREAS, Declarant recorded that certain Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses on December 22, 1981, in Book 2983 at Page 857, Wake County Registry, and that certain First Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses on December 13, 1982, in Book 3070 at Page 761, Wake County Registry, and re-recorded said First Amendment on January 12, 1983, in Book 3079 at Page 521, Wake County Registry; and

WHEREAS, the Declarant desires to annex additional property within the area described in the metes and bounds description attached to the Declaration of Covenants, Conditions, and Restrictions as Schedule A pursuant to Article X, Section 4(b) of said Declaration of Covenants, Conditions, and Restrictions.

NOW, THEREFORE, in consideration of the premises, the sum of \$10 in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant does hereby make and declare the following Second Amendment to the Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses:

1. The Declarant is the owner of certain property in Raleigh, County of Wake, State of North Carolina, which is more particularly described as:

All of that certain land shown on sheets 3 and 4 of the plat and survey entitled Revised Final Plat Hunters Creek Townhouses Section 1, Owner: Whistler Corporation as prepared by Rivers & Associates, Inc., dated 12/13/81 and recorded in Book of Maps 1982 at Page 764, Wake County Registry, to said plat and survey reference is hereby made for a more particular description of same.

Declarant hereby declares that all the property described above shall be annexed to the property subject to the Declaration of Covenants, Conditions, and Restrictions, the First Amendment, and the re-recorded First Amendment, and shall be held, sold, and conveyed subject to all of the easements, restrictions, covenants, and conditions therein contained, which shall run with the real property and be binding on all parties having any right, title, and interest in the above-described properties or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit of each owner thereof.

2. The common area to be owned by Hunters Creek Townhouse Homeowners Association, Inc., for the common use and enjoyment of the owners at the time of the conveyance of the first lot shown on the recorded plat referenced to above shall be as follows:

All that land shown and designated as "common area" as shown on sheets 3 and 4 on the plat entitled "Revised Final Plat, Hunters Creek Townhouses, Section 1, Owner: Whistler Corporation" as prepared by Rivers & Associates, Inc., dated 12/13/81 and recorded in Book of Maps 1982 at Page 764, Wake County Registry, to said plat and survey reference is hereby made for a more particular description of same.

3. The Declarant executes this Amendment pursuant to the provisions of Article X, Section 4(b) of the Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses. James A. Abbott, Trustee, and Troy Savings Bank, Assignee of Cameron-Brown Company, Beneficiary, join in the execution of this Second Amendment for the purpose of subordinating that certain Deed of Trust executed by Hunters Creek Development Corporation to James A. Abbott, Trustee for Cameron-Brown Company, dated December 23, 1981, and recorded on December 23, 1981, at 2:49 p.m., in Book 2984 at Page 193, Wake County Registry, to the provisions of this Second Amendment. O. B. Hawkins, Jr., and Real Estate Consultants of the South, Inc., Trustee, and Cameron-Brown Company, Beneficiary, join in the execution of this Second Amendment for the purpose of subordinating that certain Deed of Trust executed by The Whistler Corporation to O. B. Hawkins, Jr., and Real Estate Consultants of the South, Inc., Trustee for Cameron-Brown Company dated November 9, 1983, and recorded November 10, 1983, at 9:33 a.m. in Book 3196, Page 302, Wake County Registry. The Secretary of Housing and Urban Development, acting by and through the Federal Housing Commission, joins in the execution of this document for the purpose of indicating his approval as required by Article X, Section 5, of the Declaration of Covenants,

Conditions, and Restrictions. The Raleigh City Attorney joins in the execution of this document for the purpose of indicating his approval as required by Article X, Section 3, of the Declaration of Covenants, Conditions, and Restrictions.

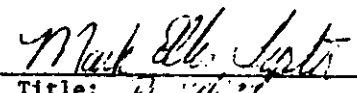
IN WITNESS WHEREOF, the parties referred to above have caused this Second Amendment to be executed and sealed on the day and year first

written.

ATTEST:

 Secretary
 [Corporate Seal]

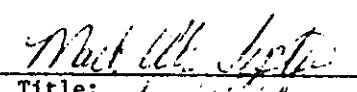
HUNTERS CREEK DEVELOPMENT CORPORATION, DECLARANT

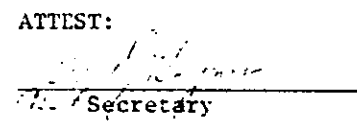
By: 
 Title: President

ATTEST:

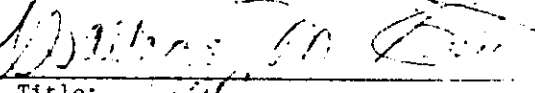
 Secretary
 [Corporate Seal]

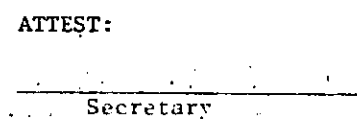
THE WHISTLER CORPORATION, DECLARANT

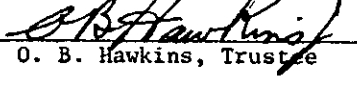
By: 
 Title: President

ATTEST:

 Secretary
 [Corporate Seal]

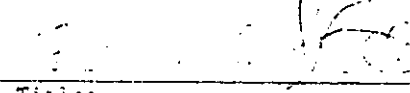
TROY SAVINGS BANK

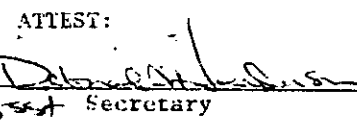
By: 
 Title: President

ATTEST:

 Secretary
 [Corporate Seal]

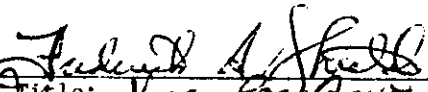
 (SEAL)
 O. B. Hawkins, Trustee

REAL ESTATE CONSULTANTS OF THE SOUTH, INC., TRUSTEE

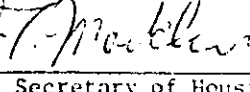
By: 
 Title: Secretary

ATTEST:

 Secretary
 [Corporate Seal]

CAMERON-BROWN COMPANY

By: 
 Title: Vice President

 (SEAL)
 Raleigh City Attorney

 (SEAL)

Secretary of Housing and Urban Development acting by and through the Federal Housing Commission

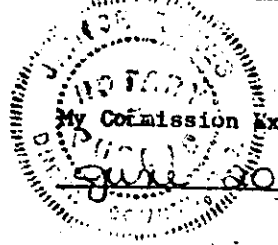
NORTH CAROLINA
DURHAM
WAKE COUNTY

BOOK 3240 PAGE 83

I, Janice Burns, a Notary
Public of said state and county certify that Michael J. Murad
personally appeared before me this day and acknowledged that he is Secretary
of Hunters Creek Development Corporation, Declarant, and that by authority
duly given and as the act of the corporation, the foregoing Second Amendment
to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek
Townhouses was signed in its name by its President, sealed
with its corporate seal, and attested by himself as its Secretary.

Witness my hand and notarial seal this the 18th day of

November, 1983.



Janice Burns
Notary Public

NORTH CAROLINA
DURHAM
WAKE COUNTY

I, Janice Burns, a Notary
Public of said state and county certify that Michael J. Murad
personally appeared before me this day and acknowledged that he is Secretary
of The Whistler Corporation, Declarant, and that by authority duly given
and as the act of the corporation, the foregoing Second Amendment to
Declaration of Covenants, Conditions, and Restrictions for Hunters Creek
Townhouses was signed in its name by its President, sealed
with its corporate seal, and attested by himself as its Secretary.

Witness my hand and notarial seal this the 18th day of

November, 1983.



Janice Burns
Notary Public

NORTH CAROLINA

BOOK 3240 PAGE 84

MECKLENBURG COUNTY

I, Clara S. Bailey, a Notary Public of said County and State do hereby certify that O. B. Hawkins, Trustee, personally appeared before me this day and acknowledged the due execution of the foregoing Second Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses.

WITNESS my hand and notarial seal, this the 19th day of December, 1983.



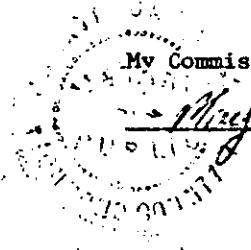
Clara S. Bailey
Notary Public

NORTH CAROLINA

MECKLENBURG COUNTY

I, Charles Campbell, a Notary Public of said state and county certify that William W. Wilkinson personally appeared before me this day and acknowledged that he is Secretary of Real Estate Consultants of the South, Inc., Trustee, and that by authority duly given and as the act of the corporation, the foregoing Second Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses was signed in its name by its Vice-President, sealed with its corporate seal, and attested by himself as its Secretary.

Witness my hand and notarial seal this the 16th day of January, 1984.



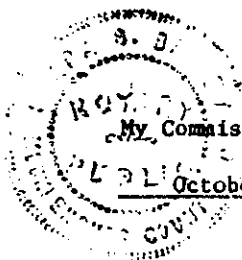
Charles Campbell
Notary Public

NORTH CAROLINA
MECKLENBURG COUNTY

BOOK 3240 PAGE 85

I, Clara S. Bailey, a Notary Public of said
County and State do hereby certify that James A. Abbott, Trustee, personally
appeared before me this day and acknowledged the due execution of the
foregoing Second Amendment to Declaration of Covenants, Conditions, and
Restrictions for Hunters Creek Townhouses.

WITNESS my hand and notarial seal, this the 19th day of
December, 1983.



Clara S. Bailey
Notary Public

My Commission Expires:
October 7, 1987

NEW YORK

RENSSELAER COUNTY

I, Patricia M. Rossier, a Notary
Public of said state and county certify that Pamela J. Haynes
personally appeared before me this day and acknowledged that he is Secretary
of Troy Savings Bank and that by authority duly given and as the act of
the corporation, the foregoing Second Amendment to Declaration of Covenants,
Conditions, and Restrictions for Hunters Creek Townhouses was signed in
its name by its Senior Vice President, sealed with its corporate
seal, and attested by ^{her}himself as its Secretary.

Witness my hand and notarial seal this the 13th day of
January, 1983.

Patricia M. Rossier
Notary Public

My Commission Expires:

PATRICIA M. ROSSIER
Notary Public, State of New York
Residing in Rensselaer County
Registration No. 4457251
My Commission Expires March 30, 1985

NORTH CAROLINA

GUILFORD COUNTY

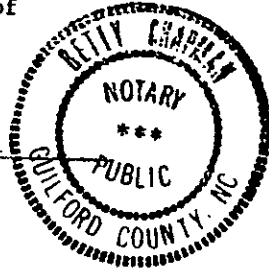
BOOK 3240 PAGE 86

I, Betty Chapman, a Notary Public of said
County and State do hereby certify that P. J. Marklew,
Secretary of Housing and Urban Development acting by and through the
Federal Housing Commission, personally appeared before me this day and
acknowledged the due execution of the foregoing Second Amendment to Declaration
of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses.

WITNESS my hand and notarial seal, this the 6th day of

February, 1984.

Betty Chapman
Notary Public



My Commission Expires:

8-12-86

NORTH CAROLINA
MECKLENBURG COUNTY

BOOK 3240 PAGE 87

I, Clara S. Bailey, a Notary
Public of said state and county certify that Deborah A. Henderson
personally appeared before me this day and acknowledged that he is Secretary
of Cameron-Brown Company and that by authority duly given and as the act
of the corporation, the foregoing Second Amendment to Declaration of
Covenants, Conditions, and Restrictions for Hunters Creek Townhouses was
signed in its name by its Vice President, sealed with its
corporate seal, and attested by himself as its Secretary.

Witness my hand and notarial seal this the 19th day of
December, 1983.

Clara S. Bailey
Notary Public

My Commission Expires:
October 7, 1987

NORTH CAROLINA
WAKE COUNTY

I, Paulette Barnes, a Notary Public of said
County and State do hereby certify that Thomas A. McCormick
Raleigh City Attorney, personally appeared before me this day and acknowledged
the due execution of the foregoing Second Amendment to Declaration of
Covenants, Conditions, and Restrictions for Hunters Creek Townhouses.

WITNESS my hand and notarial seal, this the 15th day of
February, 1984.

Paulette Barnes
Notary Public

My Commission Expires:
March 30, 1984

NORTH CAROLINA - WAKE COUNTY

The foregoing certificate of Paulette Barnes
Clara S. Bailey, Cheryl Garrison,
Deborah A. Henderson, Betty Casperson,
Paulette Barnes Notary Public is
(are) certified to be correct. This instrument and this certificate are duly registered at the date and time
and in the book and page shown on the first page hereof.

KENNETH C. WILKINS, Register of Deeds

By James B. Johnson
Asst. Deputy Register of Deeds

BOOK 3506 PAGE 177

Prepared by Ann Happel

Mail after recording to Ann Happel P. O. Box 3843, Durham, NC 27702

PRESENTED
FOR
REGISTRATION

JUN 28 2 36 PM '85

KENNETH C. WILKINS
REGISTER OF DEEDS
WAKE COUNTY, NC

THIRD AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR HUNTERS CREEK TOWNHOUSES

This Third Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses ("Third Amendment") executed this the 28th day of June, 1985, by The Whistler Corporation ("Declarant").

W I T N E S S E T H:

WHEREAS, Declarant recorded that certain Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses on December 22, 1981, in Book 2983 at Page 857, Wake County Registry, and that certain First Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses on December 13, 1982, in Book 3070 at Page 761, Wake County Registry, re-recorded said First Amendment on January 12, 1983, in Book 3079 at Page 521, and that certain Second Amendment on February 15, 1984, in Book 3240 at Page 80, Wake County Registry; and

WHEREAS, the Declarant desires to annex additional property within the area described in the metes and bounds description attached to the Declaration of Covenants, Conditions, and Restrictions as Schedule A pursuant to Article X, Section 4(b) of said Declaration of Covenants, Conditions, and Restrictions.

NOW, THEREFORE, in consideration of the premises, the sum of \$10 in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant does hereby make and declare the following Third Amendment to the Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses:

BOOK 3506 PAGE 178

1. The Declarant is the owner of certain property in Raleigh, County of Wake, State of North Carolina, which is more particularly described as:

All of that certain land shown on of the plat and survey entitled Hunters Creek Townhomes Section Two, as prepared by Rivers & Associates, Inc., dated March 20, 1985 and recorded in Book of Maps 1985 at Page 587, Wake County Registry, to said plat and survey reference is hereby made for a more particular description of same.

Declarant hereby declares that all the property described above shall be annexed to the property subject to the Declaration of Covenants, Conditions, and Restrictions, the First Amendment, the re-recorded First Amendment and the Second Amendment, and shall be held, sold, and conveyed subject to all of the easements, restrictions, covenants, and conditions therein contained, which shall run with the real property and be binding on all parties having any right, title, and interest in the above-described properties or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit of each owner thereof.

2. The common area to be owned by Hunters Creek Townhouse Homeowners Association, Inc., for the common use and enjoyment of the owners at the time of the conveyance of the first lot shown on the recorded plat referenced to above shall be as follows:

All that land shown and designated as "common area" as shown on the plat entitled Hunters Creek Townhomes, Section Two as prepared by Rivers & Associates, Inc., dated March 20, 1985 and recorded in Book of Maps 1985 at Page 587, Wake County Registry, to said plat and survey reference is hereby made for a more particular description of same.

BOOK 3506 PAGE 179

3. The Declarant executes this Third Amendment pursuant to the provisions of Article X, Section 4(b) of the Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses. Central Atlantic Mortgage & Investment Company, Inc., Trustee, and First American Savings Bank, F.S.B., Beneficiary, join in the execution of this Third Amendment for the purpose of subordinating that certain Deed of Trust executed by Whistler Corporation to Central Atlantic Mortgage & Investment Company, Inc., Trustee for First American Savings Bank, F.S.B. dated January 16, 1985 and recorded on January 16, 1985 at 12:33 p.m., in Book 3416 at Page 502, Wake County Registry, to the provisions of this Third Amendment. The Secretary of Housing and Urban Development, acting by and through the Federal Housing Commission, joins in the execution of this document for the purpose of indicating his approval as required by Article X, Section 5, of the Declaration of Covenants, Conditions, and Restrictions. The Raleigh City Attorney joins in the execution of this document for the purpose of indicating his approval as required by Article X, Section 3, of the Declaration of Covenants, Conditions, and Restrictions.

IN WITNESS WHEREOF, the parties referred to above have caused this Third Amendment to be executed and sealed on the day and year first above written.

ATTEST:

Michael Murad
Secretary

[Corporate Seal]

THE WHISTLER CORPORATION, DECLARANT

By: *Mark Elchert*

Title: *President*

ATTEST:

Ellen P. Hamrick
Secretary

[Corporate Seal]

CENTRAL ATLANTIC MORTGAGE & INVESTMENT COMPANY, INC.,
TRUSTEE

By: *Libbey Rose*

President

BOOK 3506 PAGE 190

FIRST AMERICAN SAVINGS BANK, F.S.B.

ATTEST:

James D. Milroy
Secretary

[Corporate Seal]

By: John M. Blasing
Vice President

Donald D. Lunn (SEAL)
Raleigh City Attorney

J. T. Markham (SEAL)
Secretary of Housing and Urban
Development acting by and through
the Federal Housing Commission

NORTH CAROLINA

DURHAM COUNTY

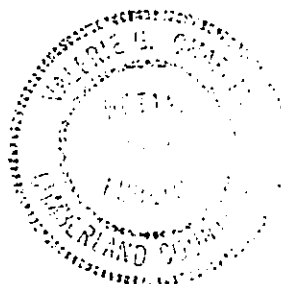
I, Valerie G. Chaffin, a Notary Public of said state and
county certify that Michael Murad personally appeared before me
this day and acknowledged that he is Secretary of The Whistler Corporation,
Declarant, and that by authority duly given and as the act of the corporation,
the foregoing Third Amendment to Declaration of Covenants, Conditions, and
Restrictions for Hunters Creek Townhouses was signed in its name by its
President, sealed with its corporate seal, and attested by himself as
its Secretary.

Witness my hand and notarial seal this the 28th day of June, 1985.

Valerie G. Chaffin
Notary Public

My Commission Expires:

August 1, 1987



BOOK 3506 PAGE 131

NORTH CAROLINA

GUILFORD COUNTY

I, Barbara J. Marrs, a Notary Public of said state and county certify that Ellen P Hamrick personally appeared before me this day and acknowledged that she is Secretary of Central Atlantic Mortgage & Investment Company, Inc., Trustee, and that by authority duly given and as the act of the corporation, the foregoing Third Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townshouses was signed in its name by its Vice-President, sealed with its corporate seal, and attested by himself as its Secretary.

Witness my hand and notarial seal this the 28th day of May, 1985.

My Commission Expires:

12/16/89

Barbara J. Marrs
Notary Public

NORTH CAROLINA

GUILFORD COUNTY

I, Barbara J. Marrs, a Notary Public of said state and county certify that SUSAN D. WELRCY personally appeared before me this day and acknowledged that she is Secretary of First American Savings Bank, F.S.B. and that by authority duly given and as the act of the corporation, the foregoing Third Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townshouses was signed in its name by its VICE-PRESIDENT, sealed with its corporate seal, and attested by herself as its Secretary.

My Commission Expires:

2/16/89

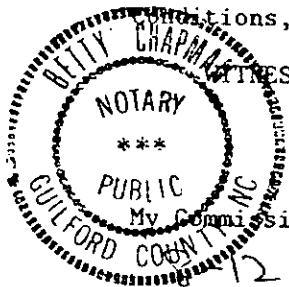
Barbara J. Marrs
Notary Public

NORTH CAROLINA

GUILFORD COUNTY

I, Betty Chapman, a Notary Public of said County and State do hereby certify that P. J. Marklew, Secretary of Housing and Urban Development acting by and through the Federal Housing Commission, personally appeared before me this day and acknowledged the due execution of the foregoing Third Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses.

WITNESS my hand and notarial seal, this the 23rd day of May, 1985.



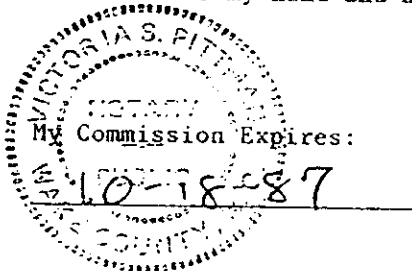
Betty Chapman
Notary Public

NORTH CAROLINA

WAKE COUNTY

I, Victoria S. Pittman (Sain), a Notary Public of said County and State do hereby certify that Thomas A. McCormick, Jr Raleigh City Attorney, personally appeared before me this day and acknowledged the due execution of the foregoing Third Amendment to Declaration of Covenants, Conditions, and Restrictions for Hunters Creek Townhouses.

WITNESS my hand and notarial seal, this the 3 day of May, 1985.



Victoria S. Pittman (Sain)
Notary Public

NORTH CAROLINA — WAKE COUNTY

The foregoing certificate of Betty Chapman,
Victoria S. Pittman (Sain),
Victoria S. Pittman (Sain)

Notary Public is
(are) certified to be correct. This instrument and this certificate are duly registered at the date and time
and in the book and page shown on the first page hereof.

KENNETH C. WILKINS, Register of Deeds

Kenneth C. Wilkins
Register of Deeds