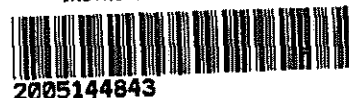


FOR REGISTRATION JUDITH A GIBSON
REGISTER OF DEEDS
MECKLENBURG COUNTY, NC
2005 JUL 29 04:03 PM
BK: 19110 PG: 418-422 FEE: \$23.00
INSTRUMENT # 2005144843



Drawn by and Mail to:
Susan K. Irvin
P.O. Box 2376
Davidson, NC 28036

STATE OF NORTH CAROLINA

SUPPLEMENTARY
DECLARATION OF PROTECTIVE
COVENANTS FOR BLAKENEY
(Blakeney Professional Center, Maps 4 and 6)

COUNTY OF MECKLENBURG

THIS SUPPLEMENTARY DECLARATION OF PROTECTIVE COVENANTS FOR BLAKENEY (the "Supplement") is made this 26th day of July, 2005, by BLAKENEY HEATH LLLP, a North Carolina Limited Liability Limited Partnership, formerly known as Blakeney Heath Limited Partnership, a North Carolina limited partnership, hereinafter referred to as "Declarant".

WITNESSETH

WHEREAS, the Declaration of Protective Covenants for Blakeney was recorded in the Mecklenburg County Public Registry in Book 12837, at Page 143 (the "Declaration"); and

WHEREAS, pursuant to the terms of Article VI, Sections 6.1 and 6.3 of the Declaration, Declarant may, with the consent of the owner thereof, submit all or any portion of the property described in Exhibit B of the Declaration (the "Expansion

Property”) to the terms of the Declaration and impose additional covenants and easements on any portion of the property submitted to the Declaration; and

WHEREAS, the property described in Exhibit A, which is attached hereto and incorporated herein for all purposes (the “Additional Property”) is a portion of the Expansion Property; and

WHEREAS, Declarant, as the owner of the portion of the Additional Property described as Lots 10, 11, 12, 13 and 14 on Exhibit A, desires to submit the Additional Property to the terms of the Declaration; and

WHEREAS, pursuant to the provisions of deeds recorded in Book 18786, Page 973; Book 19042, Page 754; and Book 19042, Page 641, Mecklenburg County Public Registry, Declarant has subjected the portion of the Additional Property described as Lots 6, 7 and 8 on Exhibit A to the Declaration and the grantees pursuant to such deeds have consented therein to be bound by the Declaration; and

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the Additional Property to the provisions of the Declaration, as amended and supplemented, which shall hereafter apply to the Additional Property. The Additional Property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of the Declaration, as amended and supplemented, which shall run with the title to the Additional Property and shall be binding upon all persons having any right, title or interest in the Additional Property, their respective heirs, legal representatives, successors and assigns.

Declarant hereby acknowledges and agrees that in all other respects the Declaration shall remain unchanged and in full force and effect and the Declaration, as supplemented herein, is hereby ratified, affirmed and approved.

IN WITNESS WHEREOF, the undersigned has caused these presents to be duly executed by authority duly given, the day and year first above written.

BLAKENEY HEATH LLLP, a North Carolina Limited Liability Limited Partnership, formerly known as Blakeney Heath Limited Partnership, a North Carolina limited partnership

By: Crosland Investors, Inc., a North Carolina corporation, its general partner

By: Edward F. Long

Name: Edward F. Long
Title: Vice President

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, MELANIE MASTALSKI, a Notary Public of the County and State aforesaid, certify that Edward F. Long personally came before me this day and acknowledged that s/he is Vice President of CROSLAND INVESTORS, INC., a North Carolina corporation, general partner of BLAKENEY HEATH LLLP, a North Carolina Limited Liability Limited Partnership, formerly known as Blakeney Heath Limited Partnership, a North Carolina limited partnership, and that he/she, as Vice President, being authorized to do so, executed the foregoing instrument on behalf of Crosland Investors, Inc. acting as general partner of Blakeney Heath LLLP.

Witness my hand and official stamp or seal, this 20th day of July, 2005.

NOTARY PUBLIC: Melanie Mastalski



Expires: May 30, 2007

Exhibit A

Legal Description of Additional Property

All of that certain parcel of land located in the City of Charlotte, Mecklenburg County, North Carolina, and described as follows:

Lots 10, 11, 12, 13 and 14, as shown on that certain plat entitled "Subdivision Plat, Blakeney Heath Limited Partnership, Map 6" recorded in Map Book 42, Page 951, in the Mecklenburg County Public Registry;

Lots 6, 7 and 8 as shown on that certain plat entitled "Subdivision Plat, Blakeney Heath Limited Partnership, Map 4" recorded in Map Book 42, Page 351, in the Mecklenburg County Public Registry.



JUDITH A. GIBSON
REGISTER OF DEEDS, MECKLENBURG
COUNTY & COURTS OFFICE BUILDING
720 EAST FOURTH STREET
CHARLOTTE, NC 28202

PLEASE RETAIN YELLOW TRAILER PAGE

It is part of the recorded document, and must be submitted with original for re-recording and/or cancellation.

Filed For Registration: 07/29/2005 04:03 PM
Book: RE 19110 Page: 418-422
Document No.: 2005144843
DECL 5 PGS \$23.00
Recorder: ANNA GRAY

State of North Carolina, County of Mecklenburg

The foregoing certificate of MELANIE MASTALSKI Notary is certified to be correct. This 29TH of July 2005

JUDITH A. GIBSON, REGISTER OF DEEDS By: _____
Deputy/Assistant Register of Deeds

Anna Gray



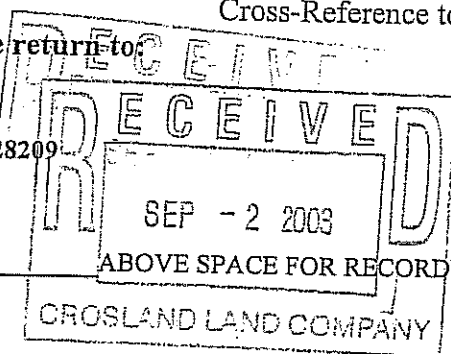
2005144843

UNRECORDED

Cross-Reference to Declaration recorded at:

Book 12837
Page 143

Upon recording, please return to:
Crosland Land Company
141 Scaleybark Road
Charlotte, North Carolina 28209



FOR REGISTRATION JUDITH A. GIBSON
REGISTER OF DEEDS
MECKLENBURG COUNTY, NC
2003 AUG 14 03:24 PM
BK: 15919 PG: 640-645 FEE: \$26.00
INSTRUMENT # 2003188622



**SUPPLEMENTAL DECLARATION OF
COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR BLAKENEY
(Blakeney Professional Center, Phase I)**

THIS SUPPLEMENTAL DECLARATION is made this ____ day of _____,
20__, by BLAKENEY HEATH LIMITED PARTNERSHIP, a North Carolina limited
partnership ("**Declarant**").

BACKGROUND STATEMENT

WHEREAS, Declarant executed and filed that certain Declaration of Covenants and Easements for Blakeney (also known as the Declaration of Covenants, Conditions, and Restrictions for Blakeney) which was recorded on October 31, 2001, in Book 12837, Page 143, *et seq.*, in the Office of the Register of Deeds for Mecklenburg County, North Carolina (the "**Declaration**"); and

WHEREAS, pursuant to the terms of Article VI, Sections 6.1 and 6.3 of the Declaration, Declarant may, with the consent of the owner thereof, submit all or any portion of the property described on Exhibit "B" of the Declaration ("**Expansion Property**") to the terms of the Declaration and impose additional covenants and easements on any portion of the property submitted to the Declaration; and

WHEREAS, the property described on Exhibit "A" of this Supplemental Declaration (the "**Additional Property**") is a portion of the Expansion Property; and

WHEREAS, the Declarant, as the owner of the Additional Property, desires to submit the Additional Property to the terms of the Declaration;

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" hereof to the provisions of the Declaration and to this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of

this Supplemental Declaration and the Declaration, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be binding upon Blakeney Association, Inc., a North Carolina corporation (the "Association") in accordance with the terms of the Declaration.

ARTICLE I Definitions

The definitions set forth in Article II of the Declaration are incorporated herein by reference.

ARTICLE II Amendment

2.1. By Declarant.

Until conveyance of the first Unit within the Additional Property to a Person other than a Builder, Declarant may unilaterally amend this Supplemental Declaration for any purpose. Thereafter, Declarant may unilaterally amend this Supplemental Declaration if such amendment is necessary (a) to bring any provision into compliance with any applicable governmental statute, rule, regulation, or judicial determination; (b) to enable any reputable title insurance company to issue title insurance coverage on the Units; (c) to enable any institutional or governmental lender, purchaser, insurer or guarantor of mortgage loans, to make, purchase, insure or guarantee mortgage loans on the Units; or (d) to satisfy the requirements of any local, state or federal governmental agency. However, any such amendment shall not adversely affect the title to any Unit unless the Owner shall consent in writing.

In addition, so long as Declarant or any Declarant Affiliate owns any portion of the property described on Exhibits "A" or "B" of the Declaration for development or sale, it may unilaterally amend this Supplemental Declaration to submit additional property to the terms hereof, to reflect any revisions or amendments to the plats referenced on Exhibit "A" hereof, and, provided the amendment has no material adverse effect upon any right of any Owner without such Owner's consent in writing, for any other purpose.

Notwithstanding this reserved right, a revision or amendment to a plat shall not require an amendment to this Supplemental Declaration so long as no property is added or excluded from the plat by the revision or amendment thereto. Declarant reserves the right to record revised, amended, or additional plats that only affect internal boundaries between lots, combine lots, or subdivide lots shown on the original plat and, so long as they do not alter the overall property submitted to the Declaration by this Supplemental Declaration, such revised, amended or additional plats shall not necessitate an amendment to this Supplemental Declaration.

2.2. By Owners.

Except as otherwise specifically provided above, this Supplemental Declaration may be amended only by the affirmative vote or written consent, or any combination thereof, of Owners of 75% of the Units within the Additional Property and, so long as Declarant owns any Unit in Blakeney, the consent of Declarant. In addition, the consent of the Board of Directors of the Association shall be required.

Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

2.3. Validity and Effective Date.

No amendment may remove, revoke, or modify any right or privilege of Declarant or the Class "B" Member without the written consent of the Declarant or the Class "B" Member, respectively (or the assignee of such right or privilege).

If an Owner consents to any amendment to this Supplemental Declaration, it will be conclusively presumed that such Owner has the authority to consent, and no contrary provision in any Mortgage or contract between the Owner and a third party will affect the validity of such amendment.

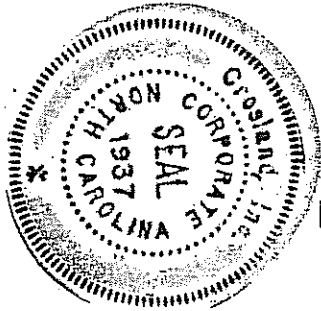
Any amendment shall become effective upon recording in the Office of the Register of Deeds for Mecklenburg County, North Carolina, unless a later effective date is specified in the amendment. Any procedural challenge to an amendment must be made within one year of its recordation or such amendment shall be presumed to have been validly adopted. In no event shall a change of conditions or circumstances operate to amend any provisions of this Supplemental Declaration.

[continued on next page]

IN WITNESS WHEREOF, the Declarant has executed this Supplemental Declaration on the date and year first written above.

DECLARANT: BLAKENEY HEATH LIMITED PARTNERSHIP, a North Carolina limited partnership

BY: CROSLAND, INC., a North Carolina corporation, its general partner



[corporate seal]

By: William G. Daleurett
Name: William G. Daleurett
Its: President Vice President

Attest: Colleen A. Wear
Name: Colleen A. Wear
Its: Secretary

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, the undersigned Notary Public of the County and State aforesaid, certify that William G. Daleurett personally came before me this day and acknowledged that he is the Vice President of Crosland, Inc., a North Carolina corporation, general partner of Blakeney Heath Limited Partnership, a North Carolina limited partnership, and that by the authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by William G. Daleurett, its President, sealed with the corporate seal and attested by Colleen A. Wear, its Secretary.

Witness my hand and official seal this 14th day of August, 2008.

[NOTARY SEAL]

Rhonda R. Bishop
Notary Public
My Commission Expires: May 7, 2008

5112.10/SuppDecl-Blakeney/081103/jps

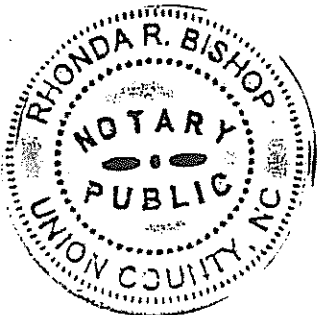
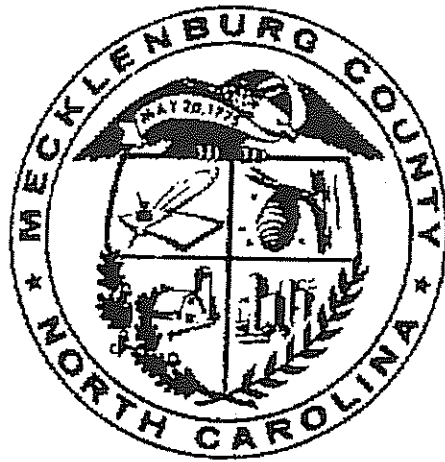


EXHIBIT "A"

Additional Property

ALL THAT TRACT OR PARCEL OF LAND lying and being in Providence Township, Mecklenburg County, North Carolina and being more particularly described as follows:

Beginning at an existing iron pin marking the northeast corner of Lot 28 of Landon Meadows Phase 2-A as shown on the subdivision plat thereof recorded in Map Book 24, Page 168, in the Office of the Register of Deeds of Mecklenburg County, North Carolina, and the southeast corner of Lot 81 of Coventry at Landon Meadows, Map 2, as shown on the subdivision plat thereof recorded in Map Book 23, Page 778, aforesaid records, thence running S15°57'17"E a distance of 62.91 feet to a point; thence N57°22'43"E a distance of 103.12 feet to a point; thence N51°58'49"E a distance of 483.82 feet to a point which is the TRUE POINT OF BEGINNING; thence N26°43'44"E a distance of 213.25 feet to a point; thence N61°47'52"W a distance of 15.67 feet to a point; thence N26°43'11" East a distance of 500.53 feet to a point; thence N63°16'49"W a distance of 13.01 feet to a point; thence N27°04'53"E a distance of 229.10 feet to a point; thence S63°02'17"E a distance of 32.00 feet to a point; thence N27°00'00"E a distance of 211.70 feet to a point; thence S63°00'15"E a distance of 98.70 feet to a point; thence S27°00'00"W a distance of 56.66 feet to a point; thence S62°42'13"E a distance of 120.81 feet to a point; thence S25°50'01"W a distance of 24.42 feet to a point; thence S30°27'55"W a distance of 180.80 feet to a concrete monument; thence S26°43'11"W a distance of 75.49 feet to an existing iron pin; thence S72°25'37"W a distance of 56.38 feet to an existing iron pin; thence S26°43'11"W a distance of 65.62 feet to an existing iron pin; thence S26°14'16"E a distance of 65.35 feet to an existing iron pin; thence S26°43'11"W a distance of 355.64 feet to an existing iron pin; thence S72°25'37"W a distance of 56.38 feet to an existing iron pin; thence S26°43'11"W a distance of 65.62 feet to an existing iron pin; thence S18°59'15"E a distance of 56.38 feet to an existing iron pin; thence S26°43'11"W a distance of 171.86 feet to a point; thence N63°16'16"W a distance of 225.44 feet to the POINT OF BEGINNING; said tract consisting of 5.843 acres (254,527. sq. ft.) as shown on a survey map entitled "5.843 Acres Blakeney Heath Limited Partnership" prepared by GeoScience Group, Inc. dated June 19, 2003, and signed and sealed by Scott Alan Tierney, North Carolina Professional Land Surveyor, Registration No. L-3166.



JUDITH A. GIBSON
REGISTER OF DEEDS, MECKLENBURG
COUNTY & COURTS OFFICE BUILDING
720 EAST FOURTH STREET
CHARLOTTE, NC 28202

Filed For Registration: 08/14/2003 03:24 PM
Book: RE 15919 Page: 640-645
Document No.: 2003188622
RESTR 6 PGS \$26.00
Recorder: MARILYN SMITH

State of North Carolina, County of Mecklenburg

The foregoing certificate of RHONDA R BISHOP Notary is certified to be correct. This 14TH of August 2003

JUDITH A. GIBSON, REGISTER OF DEEDS By: Valerie F. White
Deputy/Assistant Register of Deeds



2003188622