

Recording Requested By and
When Recorded Mail to:

Cooper Coffas Moore & Gray, P.A.
P.O. Box 11869
Columbia, SC 29211-1869
Attn: Charles F. Cooper, II

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**SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR WOODCREEK FARMS**

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WOODCREEK FARMS (this "Second Amendment") is made as of the date on the signature page hereof by **Woodcreek Development Partnership**, a South Carolina general partnership (the "Declarant") and by **Woodcreek Farms Homeowners Association**, a South Carolina nonprofit corporation (the "Association"). **Beaver Lake Limited Partnership**, a South Carolina limited partnership, and **The Ridge, LLC**, a South Carolina limited liability company (the "Additional Land Owners") join the Declarant in this Second Amendment to subject any real property owned by the Additional Land Owners and which is described in Exhibit A to the Declaration of Covenants, Conditions and Restrictions for Woodcreek Farms as recorded on September 4, 1996, in the Office of the Register of Deeds for Richland County in Book D-1336, page 800, as amended by the First Amendment to Declaration of Covenants, Conditions and Restrictions for Woodcreek Farms as recorded on September 27, 1996, in the Office of the Register of Deeds for Richland County in Book D-1340, page 727 (the "Declaration") as amended herein. All capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Declaration.

WITNESSETH:

WHEREAS, Section 7.1 of the Declaration provides that the Declarant may from time to time unilaterally subject to the provisions of the Declaration all or any portion of the real property described in Exhibit "B" to the Declaration; and

WHEREAS, the First Amendment provided for the deletion of Exhibit B and the substitution of a Revised Exhibit B as attached to the First Amendment; and

WHEREAS, certain property intended by Declarant to be included in Revised Exhibit B was omitted through inadvertence; and

WHEREAS, Section 16.2(b) of the Declaration provides as follows:

(b) By Board. The Board may unilaterally amend this Declaration for any purpose; provided, however, the Amendment shall not be effective for 30 days after notice of such amendment to Owners and shall be null and void if within said 30 day period Voting Delegates representing at least 67% of the total Class "A" votes in the Association disapprove said amendment in a meeting called for such purpose. In addition, no such amendment to the Declaration by the Board shall be effective without the consent of the Class "B" Member.

and

Book 00548-2874
2001060359 07/31/2001 15:35:54.32
Fee: \$12.00 County Tax: \$0.00 State Tax: \$0.00

Amend to Restriction



2001060359 John Norris

Columbia - Richland County

WHEREAS, the Board of the Association adopted a resolution on June 19, 2001, to amend the Declaration as set out herein; and

WHEREAS, appropriate notice of the amendment was given to the Owners as required by the Declaration and more than thirty (30) days have elapsed since the notice was given and no meeting has been called to disapprove of such amendment; and

WHEREAS, the Declarant, as the Class "B" Member of the Association, has consented to the amendment as evidenced by its execution of this instrument.

NOW, THEREFORE, the Association and the Declarant hereby amend the Declaration as follows:

1. As of the recordation of this Second Amendment, Revised Exhibit B attached to the First Amendment is deleted in its entirety and Second Revised Exhibit B attached hereto is substituted in place thereof.

2. All easements, restrictions, covenants, terms and conditions of the Declaration, except as amended hereby, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant, Association, and Additional Land Owners have executed this Second Amendment to Declaration of Covenants, Conditions and Restrictions for Woodcreek Farms this 31st day of July, 2001.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK-
SIGNATURE PAGES FOLLOW]

WITNESSES:

WOODCREEK DEVELOPMENT PARTNERSHIP

By: Estate of Mary H. Manning

By: C. Heath Manning (SEAL)
C. Heath Manning

Its: Personal Representative
Partner and Responsible Representative

By: Woodcreek Properties Partnership

By: Edwin H. Cooper, Jr. (SEAL)
Edwin H. Cooper, Jr.

Its: Responsible Representative
Partner and Responsible Representative

Charles F. Byrd
Witness

Mary H. Cocke
Witness

STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

PROBATE

PERSONALLY APPEARED the undersigned witness and made oath that s/he saw the within named WOODCREEK DEVELOPMENT PARTNERSHIP, by and through its partners and responsible representatives, sign, seal, and as its act and deed, deliver the within instrument and that s/he with the other witness subscribed above, witnessed the execution thereof.

Mary H. Cocke

SWORN TO before me this
31st day of July, 2001.

Charles F. Byrd (L.S.)
Notary Public for South Carolina
My Commission expires: 4-29-2007

WOODCREEK FARMS HOMEOWNERS ASSOCIATION,
a South Carolina nonprofit corporation

Charles F. Coyle
Witness

By: Edwin H. Cooper, Jr. (Seal)
Edwin H. Cooper, Jr.
Its: President

Mary H. Rackjute
Witness

By: Mary H. Rackjute (Seal)
Its: Secretary

STATE OF SOUTH CAROLINA)
COUNTY OF RICHLAND)

PROBATE

PERSONALLY appeared before me the undersigned witness and made oath that s/he saw the within-named Woodcreek Farms Homeowners Association, a South Carolina nonprofit corporation, by its officers, sign, seal and as its act and deed deliver the within written instrument and that s/he with the other witness whose signature appears above witnessed the execution thereof.

Mary H. Rackjute

SWORN TO before me this
31st day of July, 2001.

Charles F. Coyle (L.S.)
Notary Public for South Carolina
My Commission expires: 4-29-2007

BEAVER LAKE LIMITED PARTNERSHIP,
a South Carolina limited partnership

Charles F. Coyle
Witness

By: Edwin H. Cooper, Jr. (Seal)
Edwin H. Cooper, Jr.
Its: Authorized Representative

Mary H. Ockipital
Witness

By: C. Heath Manning (Seal)
C. Heath Manning
Its: Authorized Representative

STATE OF SOUTH CAROLINA }
COUNTY OF RICHLAND }

PROBATE

PERSONALLY appeared before me the undersigned witness and made oath that s/he saw the within-named Beaver Lake Limited Partnership, a South Carolina limited partnership, by its authorized representatives, Edwin H. Cooper, Jr. and C. Heath Manning, sign, seal and as its act and deed deliver the within written instrument and that s/he with the other witness whose signature appears above witnessed the execution thereof.

Mary H. Ockipital

SWORN TO before me this
31st day of July, 2001.


Charles F. Coyle (L.S.)
Notary Public for South Carolina
My Commission expires: 4-29-2007

THE RIDGE, LLC

By: HVP3, LLC, MANAGER


Witness

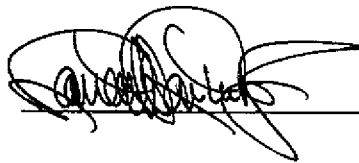
By:  (Seal)
Harold V. Pickrel, III
Its: Sole Member


Witness


STATE OF SOUTH CAROLINA)
COUNTY OF RICHLAND)

PROBATE

PERSONALLY appeared before me the undersigned witness and made oath that s/he saw the within-named The Ridge, LLC, by its Manager, sign, seal and as its act and deed deliver the within written instrument and that s/he with the other witness whose signature appears above witnessed the execution thereof.



SWORN TO before me this
31st day of July, 2001.


Notary Public for South Carolina (L.S.)
My Commission expires: 3/31/2005

SECOND REVISED EXHIBIT B

All those certain pieces, parcels, or tracts of land, situate, lying and being near the Town of Pontiac, in the Counties of Richland and Kershaw, State of South Carolina, consisting of approximately Two Thousand Thirty-one and 30/100 (2,031.30) acres, more or less, of which approximately Thirty-one and 22/100 (31.22) acres are South Carolina Highway right-of-ways, leaving a net acreage of Two Thousand and 08/100 (2,008.08) acres with said property being shown and designated as Tracts A, B, C, D, E, F, G, and H on a plat of property of Woodcreek Properties prepared by Daniel Riddick and Associates, Inc., dated July 1, 1986, and recorded in the Office of the R.M.C. for Richland County in Plat Book 51 at Page 162, and in the Office of the Clerk of Court for Kershaw County in Plat Book 37 at Page 2306.

ALSO:

All those certain pieces, parcels, or lots of land, situate, lying and being near the Town of Pontiac, in the County of Richland, State of South Carolina, being shown and designated on the aforementioned plat as follows:

- (a) Tract designated as "Lafaye & Tarrant" and the unpaved road running from Spears Creek Church Road to or near said tract, said parcels being surrounded Tract C as shown on said plat;
- (b) Tract designated as "Beulah M. Brazzell" and being bounded on the South by Frontage Road, on the West by property now or formerly of Lucien V. Bruno, on the North by Spears Creek, and on the East by Tract E as shown on said plat;
- (c) Tract designated as "Lucien V. Bruno" and being bounded on the South by Frontage Road, on the West by Tract D, on the North by Spears Creek, and on the East by property now or formerly of Beulah M. Brazzell as shown on said plat;
- (d) Tract designated as "Ruth B. Morgan", said parcel being bounded on the South by Jacobs Mill Pond Road and on the West, North, and East by Tract B as shown on said plat;
- (e) Tract designated as "Pontiac Assoc." on said plat, being triangular in shape, and being bounded on the North by Riding Grove Road, and on the East and Southwest by Tract A, and being more particularly described as Parcel 2, 15.428 Acres as shown on plat prepared for Woodcreek Properties & Pontiac Associates by United Design Services dated April 20, 1988 and recorded at D1105 at page 275A and 275B; said property having been conveyed to Woodcreek Development Partnership by deed of Pontiac Associates recorded in Deed Book D1291 at page 729.

ALSO:

All that certain piece, parcel or lot of land, containing 57.56 acres, situate, lying and being in the County of Richland, State of South Carolina, being more particularly shown on a plat prepared for Country Properties, a South Carolina General Partnership, prepared by Daniel Riddick & Associates, Inc., dated December 11, 1985, and recorded in the Office of the RMC for Richland County in Plat Book 50, at page 6606.