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The Thompson Law Firm, P.A.
Attn: George E. McDowell, Jr.
1318 Third Ave.
Conway, South Carolina 29526
My file number: 17420.34

FILED
HORRY COUNTY, S.C.
98 FEB 18 PM 2:18
R.M.C.

STATE OF SOUTH CAROLINA) FIRST AMENDMENT TO DECLARATION OF
) PROTECTIVE COVENANTS, RESTRICTIONS,
) EASEMENTS, CHARGES AND LIENS
COUNTY OF HORRY) FOR COVINGTON LAKE AT CAROLINA FOREST

THIS FIRST AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, RESTRICTIONS, EASEMENTS, CHARGES AND LIENS FOR COVINGTON LAKE AT CAROLINA FOREST (hereinafter referred to as "First Amendment") made this 17 day of February, 1998 by Covington Lake, L.P., a South Carolina Limited Partnership, with its principal place of business located in Myrtle Beach, South Carolina (hereinafter referred to as the "Declarant"):

WITNESSETH:

WHEREAS, Declarant filed that certain DECLARATION OF PROTECTIVE COVENANTS, RESTRICTIONS, EASEMENTS, CHARGES AND LIENS FOR COVINGTON LAKE AT CAROLINA FOREST in Deed Book 1906 at page 1115 in the Office of the ROD for Horry County, South Carolina;

WHEREAS, the document listed an Exhibit "B" and Exhibit "C" which were not included with the Declaration when they were recorded;

WHEREAS, to avoid any confusion, Declarant desires to correct this error and record Exhibit "B" and Exhibit "C".

NOW THEREFORE, the Declarant desires to correct the filing by attaching Exhibits "B" and "C" below.

1. Exhibits attached The Declaration is amended by attaching Exhibits "B" and "C" to the original Declaration.
2. No other changes The remainder of the Declaration shall remain unchanged.

HORRY COUNTY ASSESSOR
163-23-01-001 4hr 039
Map Blk Parcel 2-19-98

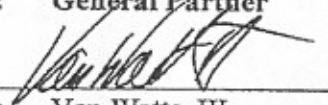
495

IN WITNESS WHEREOF, Covington Lake, L.P., has caused this instrument to be executed by its proper officers and its corporate seal to be affixed thereto on the day and year first above written.

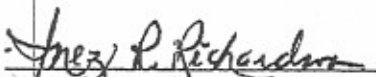
In the Presence of:

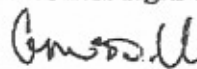
DECLARANT:
COVINGTON LAKE, L.P.

By: Covington Lake, Inc.
Its: General Partner


By: Van Watts, III
Its: President

WITNESSES:

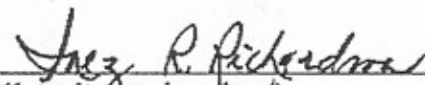

(1st witness signs here)


(notary signs here)

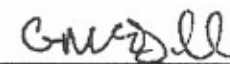
STATE OF SOUTH CAROLINA
COUNTY OF HORRY

PROBATE

PERSONALLY appeared before me the undersigned witness who made oath that (s)he saw the within named Covington Lake, L.P. by Covington Lake, Inc., its General Partner, by Van Watts, III., its President sign, seal and as its act and deed deliver the within written Declaration and that (s)he with the other witness whose signature appears above witnessed the execution thereof.


(1st witness signs here)

Sworn to before me this
17th day of February, 1998.


(L.S.)
Notary Public for South Carolina
My Commission Expires: 6-22-02

Covington Lake Property Owners Association, Inc. executes this Declaration for the purposes of acknowledging and agreeing to the terms and conditions hereof.

COVINGTON LAKE PROPERTY
OWNERS ASSOCIATION, INC.

Van Watts, III.
By: Van Watts, III.
Its: President

WITNESSES:

Angie R. Richardson
(1st witness signs here)

C. W. D. J.
(notary signs here)

STATE OF SOUTH CAROLINA

PROBATE

COUNTY OF HORRY

PERSONALLY appeared before me the undersigned witness who made oath that (s)he saw the within named **Covington Lake Property Owners Association, Inc.**, by **Van Watts, III.**, its **Sole Member** sign, seal and as its act and deed deliver the within written **Declaration** and that (s)he with the other witness whose signature appears above witnessed the execution thereof.

Angie R. Richardson
(1st witness signs here)

Sworn to before me this
17 day of February, 1998.

C. W. D. J. (L.S.)
Notary Public for South Carolina
My Commission Expires: 6-22-02