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RESTRICTION
RECORDING FEES \$10.00
PRESENTED & RECORDED:
04-30-2015 03:35 PM
JOHN LANE
REGISTER OF DEEDS
LANCASTER COUNTY, SC
By: CANDICE PHILLIPS DEPUTY
BK: DEED 871
PG: 107-109

STATE OF SOUTH CAROLINA

THIRD AMENDMENT TO
DECLARATION OF PROTECTIVE
COVENANTS FOR BAILES RIDGE

COUNTY OF LANCASTER

THIS THIRD AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR BAILES RIDGE (the "Amendment") is made this 23rd day of April, 2015 by BAILES INVESTMENT ASSOCIATES, LLC, a North Carolina limited liability company, hereinafter referred to as "Declarant";

WITNESSETH:

WHEREAS, the Declaration of Protective Covenants for Bailes Ridge was recorded in Book 165, Page 1, Lancaster County Register of Deeds (the "Declaration"); and

WHEREAS, the First Amendment to Declaration of Protective Covenants for Bailes Ridge was recorded in Book 285, Page 91, Lancaster County Register of Deeds; and

WHEREAS, the Second Amendment to Declaration of Protective Covenants for Bailes Ridge was recorded in Book 573, Page 327, Lancaster County Register of Deeds; and

WHEREAS, Section 3 of Article IX of the Declaration provides that the Declaration may be amended by an instrument signed by the Owners of at least fifty-one percent (51%) of the Total Votes and by the Declarant, so long as the Declarant still owns any portion of the Properties (unless the context otherwise requires, all defined terms utilized herein shall have the same meaning ascribed to them in the Declaration); and

WHEREAS, Declarant is the Owner of at least fifty-one percent (51%) of the Total Votes;
and

WHEREAS, Declarant desires to remove certain tracts of land from the Declaration to amend the Declaration in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned Declarant does hereby amend the Declaration as follows:

1. The following described property shall be excepted from the description of the Property contained in Exhibits A and B of the Declaration:

“Being all of the following described piece, parcel or tract of land, lying, being and situate in Indian Land Township, Lancaster, South Carolina, containing 12.66 acres of land designated and described as Tract 1 on Survey entitled, “Springfield at Bailes Ridge, Possum Hollow Road, Indianland Township, Lancaster County, South Carolina,” prepared by The John R. McAdams Company, Inc., dated December 29, 2014 and revised March 28, 2015, recorded in Plat Book 2015, Page 255 Lancaster County Register of Deeds (the “Plat”); and

Being all of the following described piece, parcel or tract of land, lying, being and situate in Indian Land Township, Lancaster, South Carolina, containing 1.98 acres of land designated and described as Tract 2 on the Plat.”

2. The amendment set forth herein is effective on the date hereof. In all other respects the Declaration shall remain unchanged and in full force and effect and the Declaration, as amended herein, is hereby ratified, affirmed and approved.

[SIGNATURES ON FOLLOWING PAGE]

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

Signed, sealed and delivered
in the presence of

BAILES INVESTMENT ASSOCIATES, LLC, a
North Carolina limited liability company

Margaret A. Gamble

Witness # 1

By: CROSLAND-BAILES, LLC, a North
Carolina limited liability company, its
Manager

Catherine Han

Witness # 2

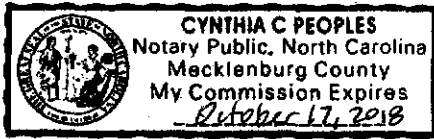
By: CROSLAND MANAGER, LLC, a
North Carolina limited liability company,
its Manager

By: *Adam Ford* (SEAL)
Name: Adam Ford
Title: General Manager

STATE OF NORTH CAROLINA)
)
COUNTY OF MECKLENBURG)

The foregoing instrument was acknowledged before me this 23rd day of April, 2015 by
Adam Ford as General Manager of CROSLAND MANAGER, LLC, a North Carolina limited
liability company ("Crosland"), Manager of CROSLAND-BAILES, LLC, a North Carolina
limited liability company ("CBL"), Manager of BAILES INVESTMENT ASSOCIATES, LLC, a
North Carolina limited liability company ("Bailes"), on behalf of Crosland acting as manager of
CBL, acting as manager of Bailes.

Cynthia C Peoples [SEAL]



Notary Public for North Carolina

My commission expires: October 17, 2018