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FOR REGISTRATION JUDITH A GIBSON
REGISTER OF DEEDS
MECKLENBURG COUNTY NC
1999 JUL 23 11 AM
BOOK 10330 PAGE 404 \$14.00
INSTRUMENT # 1999-10484

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

FIRST SUPPLEMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
FOR SMITH CORNERS

THIS FIRST SUPPLEMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (the "First Supplement") made this 21st day of June, 1999, by Panos/Smith Hotel Group - Reames Road, LLC, a North Carolina limited liability company (hereinafter referred to as "Panos/Smith"), RI77, Inc., a North Carolina corporation (hereinafter referred to as "RI77") and Speedway Boulevard, LLC, a North Carolina limited liability company (hereinafter referred to as "Speedway"). These three entities are hereinafter collectively referred to as "Declarant".

WITNESSETH:

WHEREAS, the Declarant has subjected the Submitted Property, said term being defined in the Declaration, which Declaration is hereinafter defined, to that Declaration of Covenants, Conditions and Restrictions for Smith Corners, dated March 18, 1999 and recorded in Book 10330 at Page 893 in the Mecklenburg County Public Registry (the "Declaration"); and

WHEREAS, Declarant is the owner of Lots 3, 6 and 7 of Panos/Smith Hotel Group - Map 2 property as shown on map thereof recorded in Map Book 30 at Page 427 in the Mecklenburg Count Public Registry and the Declarant desires to subject a portion of the Submitted Property to an additional specific prohibited use and is entering into this First Supplement for such purpose.

NOW, THEREFORE, Declarant, by this First Supplement, does hereby declare that the portion of the Submitted Property described herein shall be held, transferred, sold, conveyed and occupied subject to the covenants, conditions and restrictions set forth in this First Supplement which shall run with the real property and be binding on all parties owning any right, title or interest in said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof, as follows:

1. The Declaration is hereby amended, modified, supplemented and changed by adding subsection c. to ARTICLE VII, USES AND CONSTRUCTION OF IMPROVEMENTS, Section 1. Specific Prohibited Uses. as follows:

c. Lots 6 and 7 of Panos/Smith Hotel Group - Map 2 property as shown on map thereof recorded in Map Book 30 at Page 427 in the Mecklenburg Count Public Registry shall not be used for the operation of any of the following family-style restaurants: Bill

Knapp's, Shoney's, Cracker Barrel, Denny's, IHOP, Friendly's, Big Boy, Perkin's, Eat-N-Park, Silver Diner, Waffle House or Country Kitchen, except as may be specifically approved in writing by Bob Evans Farms, Inc. or its successor in interest as owner of Lot 3 of Panos/Smith Hotel Group - Map 1 as shown on map thereof recorded in Map Book 29 at Page 693 in the Mecklenburg County Public Registry. This provision may not be amended except with the consent of Bob Evans Farms, Inc., its successors and assigns.

2. Except as amended, modified, supplemented and changed herein, the Declaration shall remain in full force and effect as written.

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

DECLARANT:

Panos/Smith Hotel Group - Reames Road, LLC,
a North Carolina limited liability company

By: [Signature] (SEAL)
Manager

ATTEST:

[Signature]
asst. Secretary

RI77, Inc., a North Carolina corporation

By: [Signature]
President



Speedway Boulevard, LLC, a North Carolina
limited liability company

By: [Signature] (SEAL)
Manager

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Dale E. Vaughan, a Notary Public in and for the County and State aforesaid, do hereby certify that on this 21st day of June, 1999, Greg P. Panos, manager of a limited liability company, personally appeared before me and, being by me duly sworn, said that he is a manager of PANOS/SMITH HOTEL GROUP - REAMES ROAD, LLC, a North Carolina limited liability company, that the statements contained in the foregoing instrument are true, and he acknowledged said instrument to be the duly authorized act and deed of said

company.
WITNESS my hand and notarial seal.



Dale E. Vaughan
Notary Public

My Commission Expires:
Sept. 22, 2003

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This 21st day of June, 1999, before me, the undersigned Notary Public in and for the County and State aforesaid, personally came Greg P. Panos, who, being duly sworn, says that he is _____ President of RI77, Inc., a North Carolina corporation, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said corporation, and that he signed and sealed said instrument on behalf of said corporation by its authority duly given. And the said Assistant Secretary acknowledged said instrument to be the act and deed of said corporation.

WITNESS my hand and seal this 21st day of June, 1999.

Dale E. Vaughan
Notary Public

My Commission Expires:
Sept. 22, 2003



9-22-2003

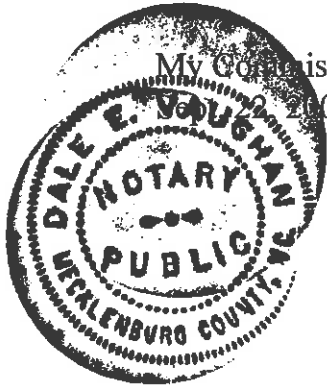
STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Dale E. Vaughan, a Notary Public in and for the County and State aforesaid, do hereby certify that on this 21st day of June, 1999, Susan C. Hall, manager of a limited liability company, personally appeared before me and, being by me duly sworn, said that he is a manager of SPEEDWAY BOULEVARD, LLC, a North Carolina limited liability company, that the statements contained in the foregoing instrument are true, and he acknowledged said instrument to be the duly authorized act and deed of said company.

WITNESS my hand and notarial seal.

Dale E. Vaughan
Notary Public



My Commission Expires: 9-22-2003



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

Filed For Registration: 06/23/1999 11:29 AM
Book: RE 10562 Page: 40-44
Document No.: 1999110484
RESTR 5 PGS \$14.00
Recorder: DOROTHY MCCLELLAND

State of North Carolina, County of Mecklenburg

The foregoing certificate of DALE E. VAUGHAN Notary is certified to be correct. This 23 RD of June 1999

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



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