

FOR REGISTRAR JUDITH A. GIBSON
REG. OF DEEDS
MECKLENBURG COUNTY, NC
2008 MAR 11 02:26 PM
BK:23490 PG:939-945 FEE:\$29.00

INSTRUMENT # 2008042623



2008042623

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

STATE OF NORTH CAROLINA

THIRD SUPPLEMENTARY
DECLARATION OF PROTECTIVE
COVENANTS FOR BLAKENEY
PROFESSIONAL CENTER
(Blakeney Professional Center, Map 9)

COUNTY OF MECKLENBURG

THIS THIRD SUPPLEMENTARY DECLARATION OF PROTECTIVE
COVENANTS FOR BLAKENEY PROFESSIONAL CENTER (the "Supplement") is
made this 11 day of March, 2008, by BLAKENEY HEATH, LLLP, a North
Carolina Limited Liability Limited Partnership, hereinafter referred to as "Declarant".

WITNESSETH

WHEREAS, the Declaration of Protective Covenants for Blakeney Professional
Center was recorded in the Mecklenburg County Public Registry in Book 15919 at Page
646, as supplemented in Book 19110, Pages 418 and 423 and Book 20582, Page 946 (the
"Declaration"); and

WHEREAS, Declarant does hereby ratify and confirm the execution and
recording of the supplements to the Declaration as set forth herein; and

WHEREAS, pursuant to the terms of Article IX, Sections 9.1 and 9.3 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, Blakeney Office III, LLC, as the owner of the portion of the Additional Property desires to submit the Additional Property to the terms of the Declaration; and

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, and as set forth herein, Declarant and Blakeney Office III, LLC do hereby subject 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.

Pursuant to Section 9.3 of the Declaration, Declarant may, upon subjecting the Additional Property to the terms of the Declaration, modify the terms of the Declaration as it applies to the Additional Property in order to reflect the different character and intended use of the Additional Property. Therefore, as to the Additional Property, the following modifications shall apply:

The method of calculating assessments, as set forth in Exhibit D of the Declaration, shall be modified to provide that the Base Assessments for the Additional Property shall be divided among the Owners of the Additional Property based on the gross building square footage owned by such Owner relative to the total gross building square footage of the buildings situated on the Additional Property. Each Unit within any condominium located in the Additional Property shall be deemed to contain the gross square footage determined by multiplying such Unit's percentage interest in the Common Elements of such condominium by the gross square footage of the building of which such condominium is a part.

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.

[SIGNATURES AND ACKNOWLEDGEMENTS ON FOLLOWING PAGE]

BLAKENEY HEATH LLLP, a North Carolina Limited Liability Limited Partnership

By: Crosland, LLC., a North Carolina limited liability company, its general partner

By: James E Merrifield

Name: James E Merrifield

Title: Vice President

STATE OF NORTH CAROLINA

COUNTY OF Mecklenburg

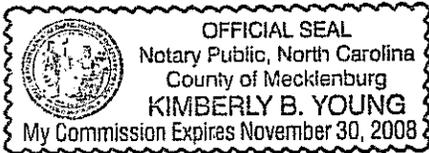
I, Kimberly B Young, a Notary Public of the County and State aforesaid, certify that James E Merrifield personally came before me this day and acknowledged that s/he is Vice President of Crosland, LLC, a North Carolina limited liability company, general partner of Blakeney Heath, LLLP, a North Carolina Limited Liability Limited Partnership, and that (he/she, as Vice President, being authorized to do so, executed the foregoing instrument on behalf of Crosland, LLC, acting as general partner of Blakeney Heath, LLLP.

I certify that the following person personally appeared before me this day, acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: James E. Merrifield.

March 11, 2008

Kimberly B Young
(Official Signature of Notary)

Notary's printed name: Kimberly B Young
Notary Public



STAMP/SEAL

[NOTARIAL SEAL]

My commission expires: 11/30/08

BLAKENEY OFFICE III, LLC,
a North Carolina limited liability company

BY: BLAKENEY HEATH, LLLP,
a North Carolina limited liability limited
partnership

BY: Crosland, LLC, a North Carolina limited liability
company, its General Partner

By: James E Merrifield

Name: James E Merrifield
Title: Vice President

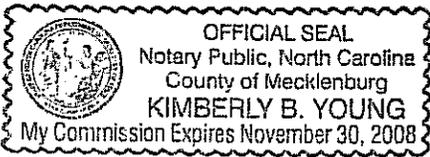
STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I, Kimberly Byrnes a Notary Public of the County and State
aforesaid, certify that James E Merrifield personally came before me this day and
acknowledged that he is Vice President of Crosland, LLC, a North Carolina limited
liability company, General Partner of Blakeney Heath, LLLP, a North Carolina limited
liability limited partnership, Manager of Blakeney Office III, LLC, a North Carolina
limited liability company, and that he, as Vice President, being authorized to do so,
executed the foregoing instrument on behalf of the limited liability company, acting as
General Partner of Blakeney Heath, LLLP, Manager of Blakeney Office III, LLC.

I certify that the following person personally appeared before me this day,
acknowledging to me that he or she voluntarily signed the foregoing document for the
purpose stated therein and in the capacity indicated: James E. Merrifield.

March 11, 2008

Kimberly B Young
(Official Signature of Notary)



Notary's printed name: Kimberly B Young
Notary Public

STAMP/SEAL

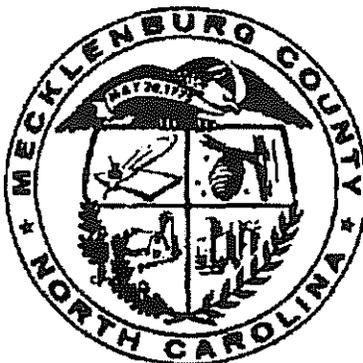
My commission expires: 11/30/08

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 17 and 18, as shown on Blakeney Heath Limited Partnership Map 9, recorded in Map Book 49 at Page 913, 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: 06/13/2006 02:04 PM
Book: RE 20582 Page: 946-952
Document No.: 2006117185
DECL 7 PGS \$29.00
Recorder: LYVANH PHETSARATH



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