



2008084102

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

STATE OF NORTH CAROLINA

FIRST AMENDMENT TO
DECLARATION OF PROTECTIVE
COVENANTS FOR BLAKENEY
PROFESSIONAL CENTER

COUNTY OF MECKLENBURG

THIS FIRST AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR BLAKENEY PROFESSIONAL CENTER (the "Amendment") is made this 12 day of May, 2008, by BLAKENEY HEATH, LLLP, a North Carolina Limited Liability Limited Partnership, formerly known as Blakeney Heath Limited Partnership, a North Carolina limited partnership, hereinafter referred to as "Blakeney" and BLAKENEY OFFICE III, LLC, a North Carolina limited liability company, 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, Book 20582, Page 946 and Book 23490, Page 939 (the "Declaration"); and

WHEREAS, Blakeney has conveyed Lots 17, 18 and 19, as shown on map recorded in Map Book 49, Page 913, Mecklenburg County Public Registry, to Blakeney Office III, LLC; and

WHEREAS, Declarant does designate Blakeney Office III, LLC as Declarant under the Declaration as permitted pursuant to the provisions of the Declaration and Blakeney Office III, LLC ("Declarant") does hereby accept the obligations and responsibilities of Declarant pursuant to the provisions of the Declaration; and

WHEREAS, Section 16.1 of Article XVI of the Declaration provides that the Declaration may be amended by the Declarant until the termination of the Class "B" Control Period to enable any reputable title insurance company to issue title insurance coverage on the Units; and

WHEREAS, a reputable title insurance company has requested clarification of the easements over the Common Area and use thereof by Owners of Units as set forth in the Declaration; and

WHEREAS, the Class "B" Control Period is in effect on the date hereof.

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

1. The first sentence of Section 11.1 of Article XI of the Declaration is hereby amended to read as follows:

"11.1. Easements in Common Area.

Declarant grants to each Owner a non-exclusive right and easement of use, access, and enjoyment in and to the Common Area (including Common Area located within subdivided lots and designated as Association easements for landscape, storm drainage, sanitary sewer, utility, drainage and/or access on recorded maps of the Properties), such right and easement to include the perpetual, non-exclusive right and use of (a) driveways, and areas constructed for access within the Common Area, for purposes of access,

ingress, egress and regress; and (b) parking areas within the Common Area for parking purposes, subject to:"

2. This Amendment is effective on the date hereof. In all other respects the Declaration and shall remain unchanged and the Declaration, as amended, is hereby ratified and shall remain in full force and effect.

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, Frances M. Ciotti, a Notary Public of the County and State aforesaid, certify that James E. Merrifield personally came before me this day and acknowledged that ~~she~~ 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.

May 12, 2008

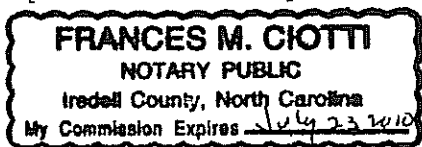
Frances M. Ciotti
(Official Signature of Notary)

Notary's printed name: FRANCES M. CIOTTI
Notary Public

STAMP/SEAL

My commission expires: July 23, 2010

[NOTARIAL SEAL]



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: _____

Name: James E. Merrifield
Title: Vice President

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Frances M. Ciotti 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.

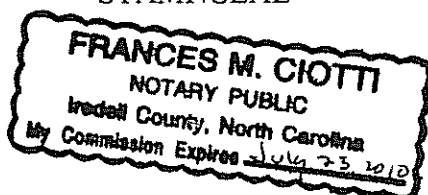
May 12, 2008

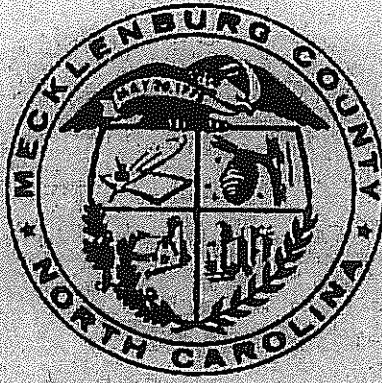
Frances M. Ciotti
(Official Signature of Notary)

Notary's printed name: Frances M. Ciotti
Notary Public

My commission expires: July 23, 2010

STAMP/SEAL





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

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Filed For Registration: 05/13/2008 09:19 AM

Book: RE 23744 Page: 377-382

Document No.: 2008084102

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Recorder: KAMIL COOPER



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