

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

STATE OF NORTH CAROLINA

MODIFICATION OF FOURTH
SUPPLEMENTARY
DECLARATION OF PROTECTIVE
COVENANTS FOR BLAKENEY
PROFESSIONAL CENTER
(Blakeney Professional Center, Map 10)

COUNTY OF MECKLENBURG

THIS MODIFICATION OF FOURTH SUPPLEMENTARY DECLARATION OF PROTECTIVE COVENANTS FOR BLAKENEY PROFESSIONAL CENTER (the "Supplement") is made this ____ day of March, 2011, by BLAKENEY HEATH, LLLP, a North Carolina Limited Liability Limited Partnership ("Declarant"), BLAKENEY LAND HOLDINGS, LLC, a North Carolina limited liability company ("Blakeney"), LTY LAND HOLDINGS AT BLAKENEY, LLC, a North Carolina limited liability company ("LTY") and ELEVATION CHURCH, a North Carolina non-profit corporation ("Elevation").

W I T N E S S E T H

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, Page 423, Book 20582, Page 946 and Book 23490, Page 939, as amended in Book 23744, Page 377 (the "Declaration"); and

WHEREAS, pursuant to the terms of Article IX, Sections 9.1 and 9.3 of the Declaration, the Fourth Supplementary Declaration of Protective Covenants for Blakeney Professional Center was recorded in Book 25316, Page 316, Mecklenburg County Public Registry (the "Fourth Supplementary Declaration") to submit the property described in Exhibit A therein to the terms of the Declaration (the "Additional Property"); and

WHEREAS, pursuant to that one certain recombination plat recorded in Map Book 53, Page 67, Mecklenburg County Public Registry, and the provisions of that one certain First Amendment to Declaration of Blakeney Professional Condominium V, recorded in Book 26354, Page 849, Mecklenburg County Public Registry, the boundary line of Lot 20 described in Exhibit A of the Fourth Supplementary Declaration has been modified; and

WHEREAS, pursuant to the terms of Article IX, Sections 9.1 and 9.3 of the Declaration, Declarant may impose additional covenants and easements on any portion of the property submitted to the Declaration; and

WHEREAS, pursuant to the provisions of the Fourth Supplementary Declaration, the Declarant, with the consent of the owner of the property described therein, did impose additional covenants and easements on the property thereby submitted; and

WHEREAS, the Declarant, together with the owners of the property described in Exhibit A, attached hereto, desire to modify the terms of the Fourth Supplementary Declaration to correctly reflect the description of Lot 20 described therein and to further correctly reflect the method of calculating assessments on the Additional Property, being the method of calculating assessments as set forth in the Declaration.

NOW, THEREFORE, Declarant, Blakeney, LTY and Elevation Church do hereby agree as follows:

1. The modifications of the terms of the Declaration set forth in the Fourth Supplementary Declaration shall be deleted so that the following provision shall not apply to the Additional Property:

“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.”

2. Exhibit A, attached hereto and incorporated herein, shall replace Exhibit A attached to the Fourth Supplementary Declaration and the property described in Exhibit A attached hereto shall be the Additional Property.

3. The parties hereto do acknowledge and agree that in all other respects the Fourth Supplementary Declaration shall remain unchanged and in full force and effect and the submittal of the Additional Property to the terms and provisions of the Declaration 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.

BLAKENEY HEATH, LLLP, a North Carolina Limited Liability Limited Partnership

By: CPEH I, LLC, a North Carolina limited liability company, its General Partner

By: Crosland Interests, LLC, a North Carolina limited liability company, its Manager

By: [Signature]
Name: James E. Merrifield
Title: Vice President

STATE OF NORTH CAROLINA

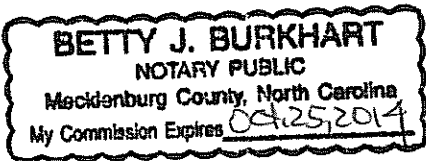
COUNTY OF Mecklenburg

I, Betty J. Burkhart, 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 Interests, LLC, a North Carolina limited liability company, Manager of CPEH I, LLC, a North Carolina limited liability company, General Partner of Blakeney Heath, LLLP, a North Carolina Limited Liability Limited Partnership, and that he, as Vice President, being authorized to do so, executed the foregoing instrument on behalf of Crosland Interests, LLC, acting as Manager of CPEH I, 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 16, 2011

[Signature]
(Official Signature of Notary)



Notary's printed name: Betty J. Burkhart
Notary Public

STAMP/SEAL

My commission expires: October 25, 2014

[NOTARIAL SEAL]

[SIGNATURES AND ACKNOWLEDGEMENTS ON FOLLOWING PAGE]

BLAKENEY LAND HOLDINGS, LLC,
a North Carolina limited liability company

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

By: James E. Merrifield
Name: James E. Merrifield
Title: Vice President

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Betty J. Burkhardt 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 Manager, LLC, a North Carolina
limited liability company, Manager of Blakeney Land Holdings, 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
Manager of Blakeney Land Holdings, 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.

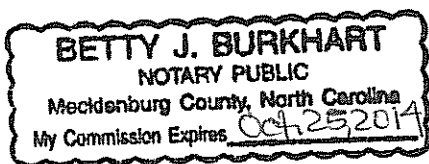
March 16, 2011

Betty J. Burkhardt
(Official Signature of Notary)

Notary's printed name: Betty J. Burkhardt
Notary Public

STAMP/SEAL

My commission expires: October 25, 2014



LTY LAND HOLDINGS AT BLAKENEY,
LLC, a North Carolina limited liability
company

By: _____

Name: _____

Title: _____

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, _____ a Notary Public of the County and State
aforesaid, certify that _____ personally came before me this day and
acknowledged that he is _____ of LTY LAND HOLDINGS AT BLAKENEY,
LLC, a North Carolina limited liability company, and that he, as _____, being
authorized to do so, executed the foregoing instrument on behalf of LTY Land Holdings
at Blakeney, 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: _____.

March ____, 2011

(Official Signature of Notary)

Notary's printed name: _____

Notary Public

STAMP/SEAL

My commission expires: _____

Exhibit A

Legal Description of Additional Property

All of those certain parcels of land located in the City of Charlotte, Providence Township, Mecklenburg County, North Carolina, and described as follows:

Lots 19, as shown on Blakeney Office III, LLC Map 10, recorded in Map Book 52 at Page 184, Mecklenburg County Public Registry; Lot 20, as shown on Recombination Plat recorded in Map Book 53, Page 67, Mecklenburg County Public Registry.