

STATE OF SOUTH CAROLINA )  
 ) SECOND AMENDMENT TO  
 ) DECLARATION OF RESTRICTIVE  
COUNTY OF YORK ) COVENANTS  
  
ASHFORD ON THE WATER  
SUBDIVISION

I. MEMBERSHIP IN THE ASSOCIATION

WHEREAS, C.H.A. Development, LLC developed certain real property and filed a *Declaration of Restrictive Covenants* (herein "Declaration") in the Office of the Clerk of Court for York County, South Carolina, Record Book 2679, at page 346, said Declaration of Restrictive Covenants being subsequently amended by a *First Amendment to Declaration of Restrictive Covenants* (herein "First Amendment") in Record Book 2679, at page 21 and;

Pursuant to Article VIII of the Declaration, as amended by Article II of the First Amendment, C.H.A. Development, LLC, has the right to unilaterally amend the Declaration and desires to amend the Declaration to extend the time period for its Class B Membership in the Association;

NOW, THEREFORE, for and in consideration of the above premises, C.H.A. Development, LLC, Article 7.3 of the Declaration is hereby amended to read:

*Class B* membership shall be Declarant and any successors or assigns of Declarant's rights hereunder. The *Class B* membership shall have one vote plus one vote for each outstanding *Class A* vote held by her person or entity. The *Class B* membership and voting privileges shall cease and terminate for Declarant on the earlier of: (1) whenever the Declarant shall cease to own any Lot or Dwelling Unit with property; (2) when, in its sole discretion, the Declarant voluntarily gives up its *Class B* membership; or on January 1, 2007.

II. AMENDMENTS

So long as Declarant (C.H.A. Development, LLC) owns any property described in Plat Book B-95 at page 9 or in Plat Book B-359, at page 9, the Declarant reserves the right to itself, its successors and assigns, at any time and from time to time, to unilaterally amend this Declaration for any purpose, provided the amendment has no material adverse effect upon any right of any Owner, including, but not limited to, the dilution of the voting powers of existing Members or the manner in which assessments shall be established for the existing Members. Once the Declarant is divested of all its interests in the property, then this document may be amended by a simple majority of the property owners.

WITNESS WHEREOF, the Developer has set its hand and seal this 9th day of September, 2004.

C.H.A. Development, LLC  
  
James Maxwell (Seal)  
Member

WITNESSES:  
Neil Patel  
Stacy L. Hamrick

STATE OF SOUTH CAROLINA )  
COUNTY OF YORK )

The foregoing instrument was acknowledged before me this 9th day of September, 2004, by James Maxwell, Member of C.H.A. Development, LLC on behalf of the limited liability company.

John A. Corb (SEAL)  
Notary Public for South Carolina  
My Commission Expires: 2-29-2012