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Fayetteville, NC

~~BK 5615 PG 0314~~

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11-27-2001 PM 4:57:28

GEORGE E. TATUM
REGISTER OF DEEDS
CUMBERLAND CO., N.C.
GEORGE E. TATUM
REGISTER OF DEEDS
CUMBERLAND COUNTY

AMENDMENT TO DECLARATION OF HUFF BUILT OFFICE
CONDOMINIUM OWNERS ASSOCIATION, INC.

16033
~~50916~~

BK 5720 PG 773

WHEREAS, Breezewood Associates, LLC, a North Carolina Limited Liability Company with its principal place of business in the City of Fayetteville, Cumberland County, North Carolina, and H & H Investments, Inc., a North Carolina corporation with its principal place of business in the City of Fayetteville, Cumberland County, North Carolina previously executed a Declaration of Condominium of Huff Built Office Condominium Owners Association, Inc. on or about January 31, 2000 and recorded at the Cumberland County Registry at Book 5226, Page 281 (the "Declaration"); and

WHEREAS, by the terms of the Declaration, Breezewood Associates, LLC and H & H Investments, Inc. declared that certain real property as described in the Declaration would be and remain subject to the terms of the Declaration and thereafter be known as Huff Built Office Condominium Owners Association, Inc., an office condominium complex (the "Condominium Complex"); and

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RECEIVED
GEORGE E. TATUM
REGISTER OF DEEDS
CUMBERLAND CO., N.C.

WHEREAS, the Declaration provided that the Declaration could be amended by

WHEREAS, Breezewood Associates, LLC and H & H Investments, Inc. desire to amend the Declaration as set forth hereinafter to correct the name of the office Condominium Complex from Huff Built Office Condominium Owners Association, Inc. to Huff Built Office Condominiums, to add Ralph Huff Family Limited Partnership and Breezewood Six, LLC, as an additional Declarants as that term is defined in the Declaration, and to include additional real property in the Condominium Complex and subject to the terms of the Declaration, as amended.

NOW THEREFORE, Breezewood Associates, LLC and H & H Investments, Inc., Declarants under the terms of the Declaration do hereby amend the Declaration of Condominium of Huff Built Office Condominium Owners Association, Inc. in accordance with the terms of the Declaration and with the consent of Huff Built Office Condominium Owners Association, Inc. (the "Association"), Ralph Huff Family Limited Partnership (the "Co-Declarant"), John P. Graham and wife, Yon H. Graham (a "Unit Owner"), BMGJ Properties, LLC (a "Unit Owner"), a North Carolina Limited Liability Company, Branch Banking and Trust Company ("BB&T"), a North Carolina State banking corporation, First Union National Bank ("FUNB"), a national banking association, Wachovia Bank, N.A. ("Wachovia"), a national banking association, and First South Bank ("First South"), a North Carolina State banking corporation.

1. The title to the Declaration and recitals to the Declaration, including Article II, "Designation of Condominium" are amended to change the name of the Condominium Complex from Huff Built Office Condominium Owners Association, Inc. to Huff Built Office Condominiums.

Page 1
This Amendment is being re-recorded solely for the purpose of including the last page of Exhibit "B", Page 25 which was inadvertently omitted at the time of recordation.

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~~10~~

2. The preamble to the Declaration and the recitals to the Declaration are amended to add Ralph Huff Family Limited Partnership, a North Carolina limited partnership, with its principal place of business in the City of Fayetteville, Cumberland County, North Carolina as Co-Declarant under the terms of the Declaration. The preamble to the Declaration and the recitals to the Declaration are amended to add Breezewood Six, LLC, a North Carolina Limited Liability Company with its principal place of business in the City of Fayetteville, Cumberland County, North Carolina as Co-Declarant under the terms of the Declaration. The Declaration is further amended such that in each and every instance where the Declaration refers to "Declarant" and in each such instance, Declarant shall mean and refer to Breezewood Associates, LLC, H&H Investments, Inc., Ralph Huff Family Limited Partnership and Breezewood Six, LLC, and any successor to either Breezewood Associates, LCC, H & H Investments, Inc., Ralph Huff Family Limited Partnership and Breezewood Six, LLC.

3. Section 4.1 of Article IV entitled "Declarant's Right to Add Additional Real Estate" is amended and Exhibit "B" (the "Additional Real Estate") is also amended such that the property known and described as "Huff Built Office Condominiums" and more specifically described as Exhibit "B" as amended and attached hereto may be added to the Condominium Complex as provided for under the terms of Section 4.1. The remaining terms of Section 4.1 of the Declaration are also amended to be consistent with and to provide for the addition of the real property and improvements known as "Huff Built Office Condominiums, Phase Four" to Exhibit "B" and Section 4.1 of the Declaration, as amended.

4. Section 4.3 of the Declaration is amended to read as follows:

"Section 4.3. Compatibility of Style, etc.: Any buildings and Units that may be erected upon the Additional Real Estate, as amended or any portion thereof must be compatible with the design objectives of the Declarant and Co-Declarant, used exclusively for office/business purposes and be of comparable quality of construction to existing Units in the condominium complex. The Declaration and Co-Declarant in their sole discretion shall determine whether or not any Units in any future phases erected upon the additional real estate as amended are comparable with the existing condominiums. Condominium Units erected upon the Additional Real Estate, as amended need not be identical in terms of architectural style, size or appearance."

5. Article XV entitled "Amendment" is amended as follows:

ARTICLES XV AMENDMENT. Except as is otherwise specifically authorized herein, and as authorized by N.C.G.S. § 47C-2-117, this Declaration may be amended only by the vote of the owners of Units to which at least sixty-seven percent (67%) of the ownership of the Association is allocated, together with the consent of their respective mortgagees, cast in person or by proxy at a meeting duly held in accordance with the provisions of the By-Laws. Except as provided for by

the terms of this Declaration, to include without exception, Article IV entitled "Additional Real Estate" any amendment which amends or alters the percentage of allocated interests of any Unit in the Common Elements, increases the number of Units, changes the boundaries of any Unit, creates or increases special Declarant rights or changes the use to which any Unit is restricted, shall require the written approval of all Owners, together with the consent of all their respective Mortgagees. No amendment to the Declaration shall be effective until executed on behalf of the Association any officer designated for that purpose or, in the absence of designation, by the president of the Association, and recorded in the Office of the Register of Deeds of Cumberland County, North Carolina. No amendment to this Declaration shall be adopted or passed which shall impair or prejudice the rights or priorities of any Mortgagee without prior written consent of such Mortgagee. No amendment to this Declaration shall be adopted or passed which shall impair or prejudice the rights of Declarant provided for in the Condominium Documents, without the prior written consent of Declarant.

6. Articles XIX entitled "Miscellaneous Provisions" is amended by adding to Article XIX the following new section entitled "Section 19.6 Subordination by Branch Banking and Trust Company, a North Carolina banking corporation to the Declaration" as follows:

Section 19.6 Subordination of Branch Banking and Trust Company to Declaration: Branch Banking and Trust Company, a North Carolina banking corporation, with offices in Fayetteville, North Carolina executed this Amendment to Declaration of Condominium of Huff Built Office Condominiums for the sole, limited and specific purpose of subordinating the Deed of Trust and Security Agreement now held by Branch Banking and Trust Company and encumbering the real property and improvements known as "Huff Built Office Condominiums, Phase Four" said Deed of Trust and Security Agreement being recorded at Book 5122, Page 544, Cumberland County Registry to the terms and conditions of the Declaration of Condominium of Huff Built Office Condominiums, as amended.

7. Articles XIX entitled "Miscellaneous Provisions" is amended by adding to Article XIX the following new section entitled "Section 19.7 Subordination by Branch Banking and Trust Company, a North Carolina banking corporation to the Declaration" as follows:

Section 19.7 Subordination of Branch Banking and Trust Company to Declaration: Branch Banking and Trust Company, a North Carolina banking corporation, with offices in Fayetteville, North Carolina executed this Amendment to Declaration of Condominium of Huff Built Office Condominiums for the sole, limited and specific purpose of subordinating the Deed of Trust and Security Agreement now held by Branch Banking

and Trust Company and encumbering the real property and improvements known as "Huff Built Office Condominiums, Phase Four" said Deed of Trust and Security Agreement being recorded at Book 5226, Page 650, Cumberland County Registry to the terms and conditions of the Declaration of Condominium of Huff Built Office Condominiums, as amended.

8. Articles XIX entitled "Miscellaneous Provisions" is amended by adding to Article XIX the following new section entitled "Section 19.8 Subordination by First Union National Bank, a national banking association to the Declaration" as follows:

Section 19.8 Subordination of First Union National Bank to Declaration: First Union National Bank, a national banking association, with offices in Fayetteville, North Carolina executed this Amendment to Declaration of Condominium of Huff Built Office Condominiums for the sole, limited and specific purpose of subordinating the Deed of Trust and Security Agreement now held by First Union National Bank and encumbering the real property and improvements known as "Huff Built Office Condominiums, Phase Four" said Deed of Trust and Security Agreement being recorded at Book 5263, Page 486, Cumberland County Registry to the terms and conditions of the Declaration of Condominium of Huff Built Office Condominiums, as amended.

9. Articles XIX entitled "Miscellaneous Provisions" is amended by adding to Article XIX the following new section entitled "Section 19.9 Subordination by Wachovia Bank, N.A., a national banking association to the Declaration" as follows:

Section 19.9 Subordination of Wachovia Bank, N.A. to Declaration: Wachovia Bank, N.A., a national banking association, with offices in Fayetteville, North Carolina executed this Amendment to Declaration of Condominium of Huff Built Office Condominiums for the sole, limited and specific purpose of subordinating the Deed of Trust and Security Agreement now held by Wachovia Bank, N.A. and encumbering the real property and improvements known as "Huff Built Office Condominiums, Phase Four" said Deed of Trust and Security Agreement being recorded at Book 5377, Page 855, Cumberland County Registry to the terms and conditions of the Declaration of Condominium of Huff Built Office Condominiums, as amended.

10. Articles XIX entitled "Miscellaneous Provisions" is amended by adding to Article XIX the following new section entitled "Section 19.10 Subordination by First South Bank, a North Carolina banking corporation to the Declaration" as follows:

Section 19.10 Subordination of First South Bank to Declaration:

First South Bank, a North Carolina banking corporation, with offices in Fayetteville, North Carolina executed this Amendment to Declaration of Condominium of Huff Built Office Condominiums for the sole, limited and specific purpose of subordinating the Deed of Trust and Security Agreement now held by First South Bank and encumbering the real property and improvements known as "Huff Built Office Condominiums, Phase Four" said Deed of Trust and Security Agreement being recorded at Book 5455, Page 432, Cumberland County Registry to the terms and conditions of the Declaration of Condominium of Huff Built Office Condominiums, as amended.

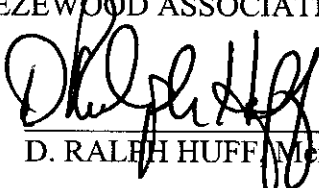
11. Except as specifically amended, all terms and provisions of the Declaration of Condominium of Huff Built Office Condominiums remains in full force and effect.


12. Huff Built Office Condominium Owners Association, Inc., John P. Graham and wife, Yon H. Graham, BMGJ Properties, LLC, a North Carolina Limited Liability Company, Branch Banking and Trust Company, a North Carolina banking corporation, First Union National Bank, a national banking association, Wachovia Bank, N.A., a national banking association, and First South Bank, a North Carolina banking corporation, join in the execution of this Amendment to Declaration of Condominium of Huff Built Office Condominiums for the sole and limited purpose of expressing their respective consent to this amendment.

IN WITNESS WHEREOF, the undersigned parties have caused this Declaration to be duly executed and sealed this the 4th day of October, 2001.

DECLARANT:

BREEZEWOOD ASSOCIATES, LLC

BY:  (SEAL)
D. RALPH HUFF, Member-Manager

BY:  (SEAL)
W. LYNDO TURPETTI, Member-Manager

BY:  (SEAL)
HAROLD D. TYNDALL, Member-Manager

H & H INVESTMENTS, INC.

ATTEST:

Ronald S. Huff
Ronald S. Huff, Secretary

BY: D. Ralph Huff (SEAL)
D. RALPH HUFF, President

CO-DECLARANT

RALPH HUFF FAMILY LIMITED PARTNERSHIP

BY: D. Ralph Huff (SEAL)
D. RALPH HUFF, General Partner

HUFF BUILT OFFICE CONDOMINIUM OWNERS
ASSOCIATION, INC.

BY: D. Ralph Huff (SEAL)
D. RALPH HUFF, President

ATTEST:

Ronald S. Huff
Secretary

UNIT OWNERS:

BY: John P. Graham (SEAL)
JOHN P. GRAHAM

BY: Yon H. Graham (SEAL)
YON H. GRAHAM

BMGJ PROPERTIES, LLC

BY: Billy R. King (SEAL)
BILLY R. KING, Member-Manager

LENDERS:

BRANCH BANKING & TRUST COMPANY, a
North Carolina state banking corporation

ATTEST: *[Signature]*
 Secretary

BY: *[Signature]* (SEAL)
Se Vill, President

FIRST UNION NATIONAL BANK, a national banking association corporation

ATTEST: _____
 Secretary

BY: _____ (SEAL)
 _____ President

WACHOVIA BANK, N.A., a national banking association corporation

ATTEST: _____
 Secretary

BY: _____ (SEAL)
 _____ President

FIRST SOUTH BANK, a North Carolina banking corporation

ATTEST: _____
 Secretary

BY: _____ (SEAL)
 _____ President

CO-DECLARANT

BREEZEWOOD SIX, LLC

BY: *[Signature]* (SEAL)
 D. RALPH HUFF, Member-Manager

BY: *[Signature]* (SEAL)
 THOMAS BRADFORD, Member-Manager

BY: *[Signature]* (SEAL)
 HAROLD D. TYNDALL, Member-Manager

BK5720 PG 779

ATTEST:

BY:

(SEAL)

_____, President

Secretary

FIRST UNION NATIONAL BANK, a national banking association corporation

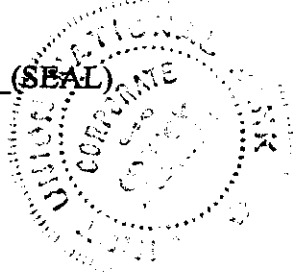
BY:

(SEAL)

President

ATTEST:

Delinda Boston
Asst. Secretary



WACHOVIA BANK, N.A., a national banking association corporation

BY:

(SEAL)

President

ATTEST:

Secretary

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, _____, a Notary Public, do hereby certify that D. RALPH HUFF, Member-Manager of Breezewood Place, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the ____ day of _____, 2001.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, _____, a Notary Public, do hereby certify that W. LYNDON

ATTEST: BY: _____ (SEAL)
_____, President

Secretary

FIRST UNION NATIONAL BANK, a national banking association corporation

ATTEST: BY: _____ (SEAL)
_____, President

Secretary

WACHOVIA BANK, N.A., a national banking association corporation

BY: Richard N. Monkez (SEAL)
SENIOR VICE President



ATTEST: Kevin A. Burn
Secretary

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, _____, a Notary Public, do hereby certify that D. RALPH HUFF, Member-Manager of Breezewood Place, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the ____ day of _____, 2001.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, _____, a Notary Public, do hereby certify that W. LYNDO

~~BK 5615 PG 0324~~

~~pg 323~~

BK 5720 PG 782

BMGJ PROPERTIES, LLC

BY: _____ (SEAL)
BILLY R. KING, Member-Manager

LENDERS:

BRANCH BANKING & TRUST COMPANY, a
North Carolina state banking corporation

ATTEST: BY: _____ (SEAL)
_____, President

Secretary

FIRST UNION NATIONAL BANK, a national banking
association corporation

ATTEST: BY: _____ (SEAL)
_____, President

Secretary

WACHOVIA BANK, N.A., a national banking association
corporation

ATTEST: BY: _____ (SEAL)
_____, President

Secretary

FIRST SOUTH BANK, a North Carolina banking
corporation

ATTEST: BY: Anne R. Corey VP (SEAL)
Asst. Secretary VICE President



STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emily M. Willisford, a Notary Public, do hereby certify that D. RALPH HUFF, Member-Manager of Breezewood Six, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the 1st day of November, 2001.

Emily M. Willisford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emily M. Willisford a Notary Public, do hereby certify that THOMAS BRADFORD, a Member-Manager of Breezewood Six, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the 1st day of November, 2001.

Emily M. Willisford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emily M. Willisford, a Notary Public, do hereby certify that HAROLD D. TYNDAL, a Member-Manager of Breezewood Six, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the 1st day of November, 2001.

Emily M. Willisford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emily M. Willisford Notary Public, do hereby certify that D. RALPH HUFF, Member-Manager of Breezewood Associates, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the 1st day of November, 2001.

Emily M. Willisford
NOTARY PUBLIC

My Commission Expires: 12-14-05

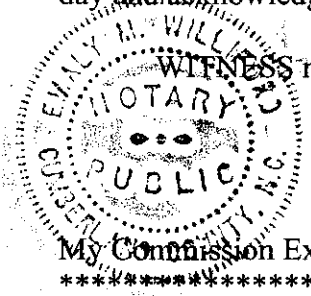
STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emily M. Willisford a Notary Public, do hereby certify that W. LYND

Associates

TIPPETT, a Member-Manager of Breezewood ~~Place~~, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the 4 day of October, 2001.



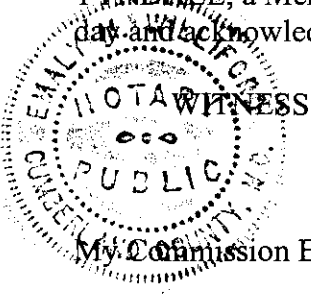
Emaly M. Williford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford Notary Public, do hereby certify that HAROLD D. TYNDALL, a Member-Manager of Breezewood ~~Place~~, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my Hand and Seal this the 4 day of October, 2001.



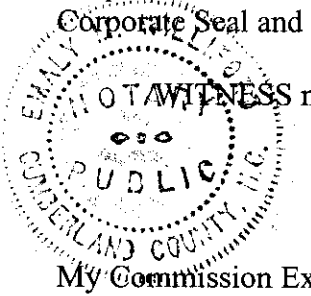
Emaly M. Williford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford Notary Public, do hereby certify that Ronald S. Huff personally appeared before me this day and acknowledged that she/he is the Secretary of H & H Investments, Inc., a Corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its President, sealed with its Corporate Seal and attested by herself/himself as Secretary.

WITNESS my Hand and Seal this the 4 day of October, 2001.

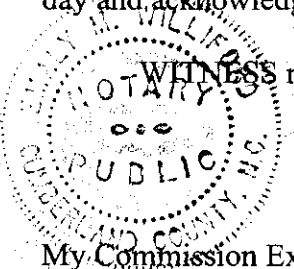


Emaly M. Williford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford a Notary Public, do hereby certify that D. RALPH HUFF, General Partner of Ralph Huff Family Limited Partnership, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.



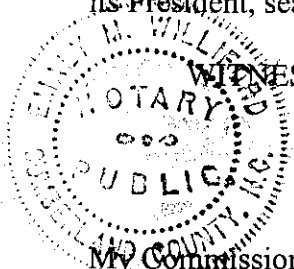
WITNESS my Hand and Seal this the 4 day of October, 2001.

Emaly M. Williford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford Notary Public, do hereby certify that Ronald S Huff personally appeared before me this day and acknowledged that she/he is the — Secretary of Huff Built Office Condominium Owners Association, Inc., a Corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its President, sealed with its Corporate Seal and attested by herself/himself as — Secretary.



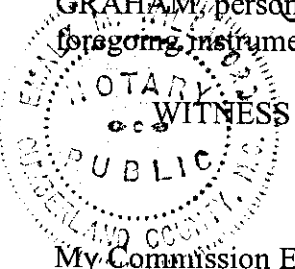
WITNESS my Hand and Seal this the 4 day of October, 2001.

Emaly M. Williford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford, Notary Public, do hereby certify that JOHN P. GRAHAM, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.



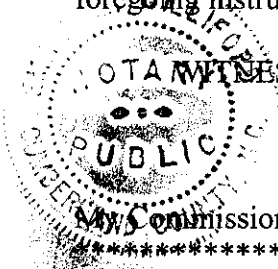
WITNESS my Hand and Seal this the 4 day of October, 2001.

Emaly M. Williford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Willisford Notary Public, do hereby certify that YON H. GRAHAM, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.



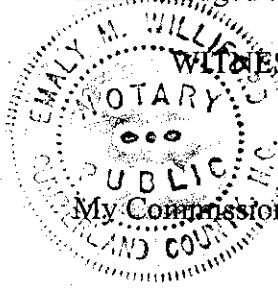
WITNESS my Hand and Seal this the 4 day of October, 2001.

Emaly M. Willisford
NOTARY PUBLIC

My Commission Expires: 12-14-05

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Willisford, Notary Public, do hereby certify that BILLY R. KING, Member-Manager of BMGJ Properties, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.



WITNESS my Hand and Seal this the 4 day of October, 2001.

Emaly M. Willisford
NOTARY PUBLIC

My Commission Expires: 12-14-05

JOINDER AND CONSENT OF TRUSTEE
AND BENEFICIARY/MORTGAGEE

BRANCH BANKING AND TRUST COMPANY and JERONE C. HERRING, as Trustee, join in the execution of this "AMENDMENT TO DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS" for the sole purpose of subjecting, submitting and subordinating any and all right, title and interest in the property known as HUFF BUILT OFFICE CONDOMINIUMS, at Book 5226, Page 281, Cumberland County Registry, North Carolina, that the have, or either of them has, or may have, by virtue of that Deed of Trust recorded in Book 5122, Page 544, Cumberland County Registry, to said DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS and this Amended and every provision hereof.

IN WITNESS WHEREOF, BRANCH BANKING AND TRUST COMPANY has caused this JOINDER AND CONSENT to be signed in its corporate name by its duly authorized officers and its seal to be hereunto affixed by authority of its Board of Directors, this the 12th day of October, 2001; and JERONE C. HERRING, as Trustee, has hereunto set his hand and seal, this the 12th day of October, 2001.

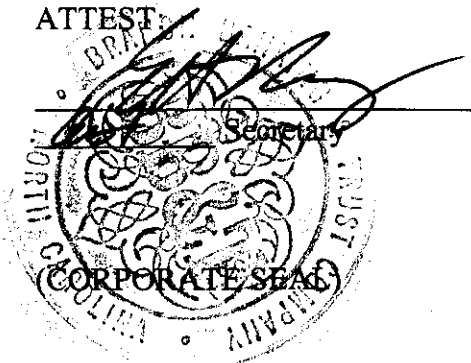


JERONE C. HERRING, TRUSTEE (SEAL)

BRANCH BANKING & TRUST COMPANY

BY: 

Service President



NORTH CAROLINA

CUMBERLAND COUNTY

I, Juliana W. Baidm, a Notary Public, do hereby certify that Emery Ramsey personally appeared before me this day and acknowledged that he is the Asst Secretary of BRANCH BANKING AND TRUST COMPANY, a North Carolina Banking Corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its SV President, sealed with its Corporate Seal and attested by its Asst Secretary.



WITNESS my Hand and Seal this the 12th day of October, 2001.

Juliana W. Baidm
NOTARY PUBLIC

My Commission Expires: 8-28-2002

NORTH CAROLINA

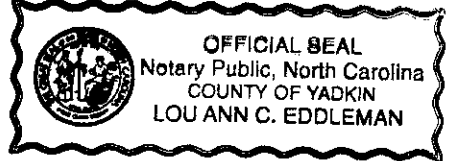
YADKIN
~~CUMBERLAND~~ COUNTY

I, Lou Ann C. Eddleman, a Notary Public of said County and State do hereby certify that JERONE C. HERRING, TRUSTEE, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official stamp or seal this the 12th day of October, 2001.

Lou Ann C. Eddleman
NOTARY PUBLIC

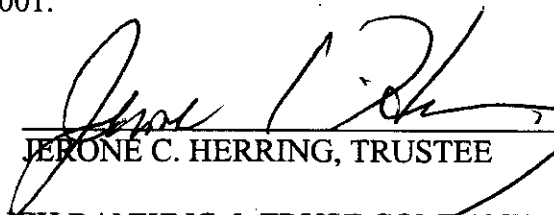
My Commission Expires: 01/30/2006



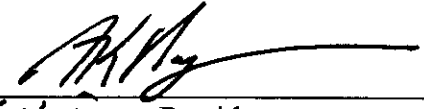
JOINDER AND CONSENT OF TRUSTEE
AND BENEFICIARY/MORTGAGEE

BRANCH BANKING AND TRUST COMPANY and JERONE C. HERRING, as Trustee, join in the execution of this "AMENDMENT TO DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS" for the sole purpose of subjecting, submitting and subordinating any and all right, title and interest in the property known as HUFF BUILT OFFICE CONDOMINIUMS, at Book 5226, Page 281, Cumberland County Registry, North Carolina, that the have, or either of them has, or may have, by virtue of that Deed of Trust recorded in Book 5226, Page 650, Cumberland County Registry, to said DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS and this Amended and every provision hereof.

IN WITNESS WHEREOF, BRANCH BANKING AND TRUST COMPANY has caused this JOINDER AND CONSENT to be signed in its corporate name by its duly authorized officers and its seal to be hereunto affixed by authority of its Board of Directors, this the 12th day of October, 2001; and JERONE C. HERRING, as Trustee, has hereunto set his hand and seal, this the 12th day of October, 2001.


_____, (SEAL)
JERONE C. HERRING, TRUSTEE

BRANCH BANKING & TRUST COMPANY

BY: 

S. H. Herring President

ATTEST:

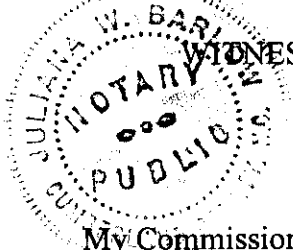

Ant. Secretary



NORTH CAROLINA

CUMBERLAND COUNTY

I, Juliana W. Barlow, a Notary Public, do hereby certify that Emory Ramsey personally appeared before me this day and acknowledged that he is the Asst Secretary of BRANCH BANKING AND TRUST COMPANY, a North Carolina Banking Corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its SV President, sealed with its Corporate Seal and attested by its Asst Secretary.



WITNESS my Hand and Seal this the 12th day of October, 2001.

Juliana W. Barlow
NOTARY PUBLIC

My Commission Expires: 8-28-2002

NORTH CAROLINA

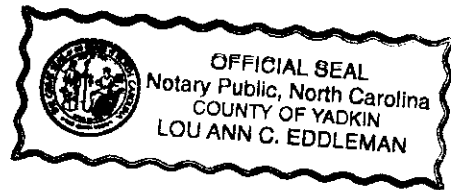
~~CUMBERLAND~~ YADKIN COUNTY

I, Lou Ann C. Eddleman, a Notary Public of said County and State do hereby certify that JERONE C. HERRING, TRUSTEE, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official stamp or seal this the 12th day of October, 2001.

Lou Ann C. Eddleman
NOTARY PUBLIC

My Commission Expires: 01/30/2006



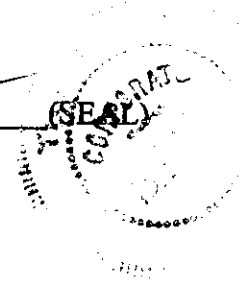
JOINDER AND CONSENT OF TRUSTEE
AND BENEFICIARY/MORTGAGEE

FIRST UNION NATIONAL BANK and TRSTE, INC., as Trustee, join in the execution of this "AMENDMENT TO DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS" for the sole purpose of subjecting, submitting and subordinating any and all right, title and interest in the property known as HUFF BUILT OFFICE CONDOMINIUMS, at Book 5226, Page 281, Cumberland County Registry, North Carolina, that the have, or either of them has, or may have, by virtue of that Deed of Trust recorded in Book 5263, Page 486, Cumberland County Registry, to said DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS and this Amended and every provision hereof.

IN WITNESS WHEREOF, BRANCH BANKING AND TRUST COMPANY has caused this JOINDER AND CONSENT to be signed in its corporate name by its duly authorized officers and its seal to be hereunto affixed by authority of its Board of Directors, this the 24th day of October, 2001; and TRSTE, INC., as Trustee, has hereunto set his hand and seal, this the 24th day of October, 2001.

TRSTE, INC. TRUSTEE

BY: [Signature]
vice President



ATTEST:

[Signature]
Asst. Secretary

FIRST UNION NATIONAL BANK

BY: [Signature]
Vice President

ATTEST:

[Signature]
Asst. Secretary



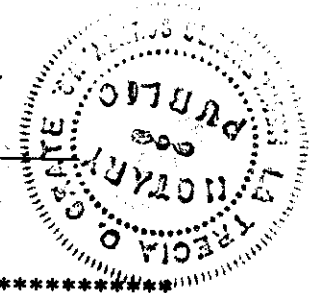
NORTH CAROLINA

Mecklenburg
CUMBERLAND COUNTY

I, La'Treia O. Grate a Notary Public, do hereby certify that Belinda Bolton personally appeared before me this day and acknowledged that she is the Asst. Secretary of FIRST UNION NATIONAL BANK, a national banking association corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its Corporate Seal and attested by its Asst. Secretary.

WITNESS my Hand and Seal this the 24th day of October, 2001.

La'Treia O. Grate
NOTARY PUBLIC



My Commission Expires: Jan 3, 2005

NORTH CAROLINA

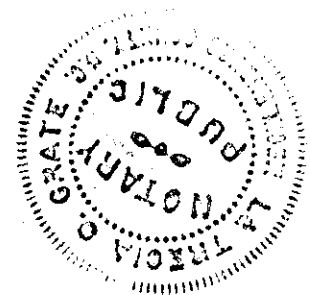
Mecklenburg
CUMBERLAND COUNTY

I, La'Treia O. Grate a Notary Public, do hereby certify that Belinda Bolton personally appeared before me this day and acknowledged that she is the Asst. Secretary of TRSTE, INC., a corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its Corporate Seal and attested by its Asst. Secretary.

WITNESS my hand and official stamp or seal this the 24th day of October, 2001.

La'Treia O. Grate
NOTARY PUBLIC

My Commission Expires: Jan 3, 2005



JOINDER AND CONSENT OF TRUSTEE
AND BENEFICIARY/MORTGAGEE

WACHOVIA BANK, N.A. and NEW SALEM, INC., as Trustee, join in the execution of this "AMENDMENT TO DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS" for the sole purpose of subjecting, submitting and subordinating any and all right, title and interest in the property known as HUFF BUILT OFFICE CONDOMINIUMS, at Book 5226, Page 281, Cumberland County Registry, North Carolina, that the have, or either of them has, or may have, by virtue of that Deed of Trust recorded in Book 5377, Page 855, Cumberland County Registry, to said DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS and this Amended and every provision hereof.

IN WITNESS WHEREOF, WACHOVIA BANK, N.A. has caused this JOINDER AND CONSENT to be signed in its corporate name by its duly authorized officers and its seal to be hereunto affixed by authority of its Board of Directors, this the 17th day of October, 2001; and NEW SALEM, INC., as Trustee, has hereunto set his hand and seal, this the 17th day of October, 2001.

NEW SALEM, INC., TRUSTEE

BY: Richard N. Harkley (SEAL)
SENIOR VICE, President

ATTEST:

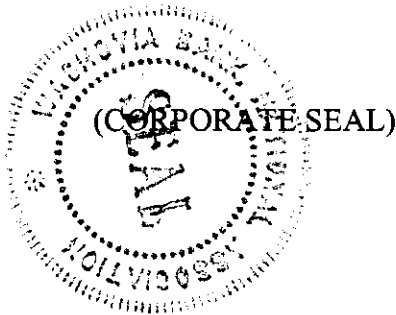
Kevin A. Bean
Asst. Secretary

WACHOVIA BANK, N.A.

BY: Richard N. Harkley
SENIOR VICE President

ATTEST:

Kevin A. Bean
Asst. Secretary

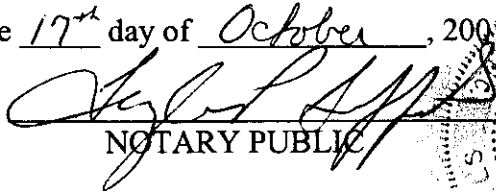
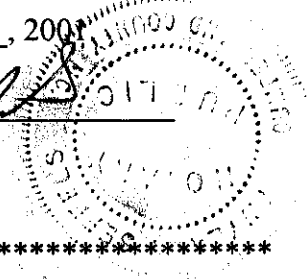


NORTH CAROLINA

CUMBERLAND COUNTY

I, Twyla P. Seffels, a Notary Public, do hereby certify that Kevin S. Bunn personally appeared before me this day and acknowledged that he is the Asst. Secretary of WACHOVIA BANK, N.A., a national banking association corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its Senior Vice President, sealed with its Corporate Seal and attested by its Asst. Secretary.

WITNESS my Hand and Seal this the 17th day of October, 2001.


NOTARY PUBLIC


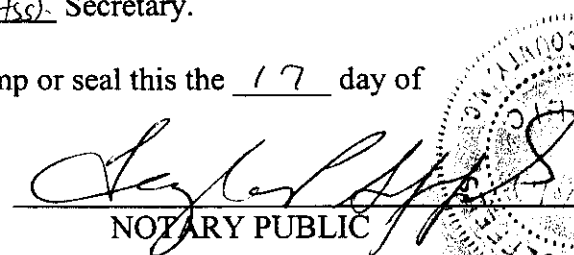
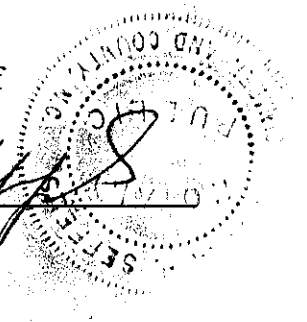
My Commission Expires: Dec. 7, 2001

NORTH CAROLINA

CUMBERLAND COUNTY

I, Twyla P. Seffels, a Notary Public, do hereby certify that Kevin S. Bunn personally appeared before me this day and acknowledged that he is the Asst. Secretary of NEW SALEM, INC., a Corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its Senior Vice President, sealed with its Corporate Seal and attested by its Asst. Secretary.

WITNESS my hand and official stamp or seal this the 17 day of October, 2001.


NOTARY PUBLIC


My Commission Expires: Dec. 7, 2001

JOINDER AND CONSENT OF TRUSTEE
AND BENEFICIARY/MORTGAGEE

FIRST SOUTH BANK and ANNE R. COREY as Trustee, join in the execution of this "AMENDMENT TO DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS" for the sole purpose of subjecting, submitting and subordinating any and all right, title and interest in the property known as HUFF BUILT OFFICE CONDOMINIUMS, at Book 5226, Page 281, Cumberland County Registry, North Carolina, that the have, or either of them has, or may have, by virtue of that Deed of Trust recorded in Book 5455, Page 432, Cumberland County Registry, to said DECLARATION OF CONDOMINIUM OF HUFF BUILT OFFICE CONDOMINIUMS and this Amended and every provision hereof.

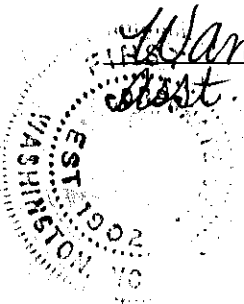
IN WITNESS WHEREOF, FIRST SOUTH BANK has caused this JOINDER AND CONSENT to be signed in its corporate name by its duly authorized officers and its seal to be hereunto affixed by authority of its Board of Directors, this the 29th day of October, 2001; and ANNE R. COREY, as Trustee, has hereunto set her hand and seal, this the 29th day of October, 2001.

ANNE R. COREY, TRUSTEE

BY: Anne R. Corey (SEAL)
VICE, President

ATTEST:

Wanda H. Mayo
Asst. Secretary



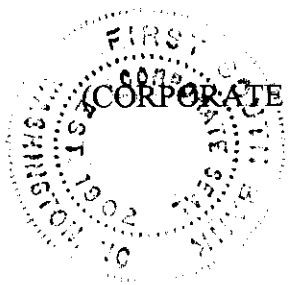
FIRST SOUTH BANK

BY: Anne R. Corey, VP
VICE President

ATTEST:

Wanda H. Mayo
Asst. Secretary

(CORPORATE SEAL)

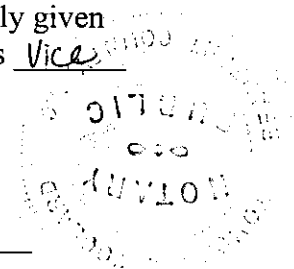


NORTH CAROLINA
Beaufort
CUMBERLAND COUNTY

I, Tomora C. Woodard, a Notary Public, do hereby certify that Wanda H. Mayo personally appeared before me this day and acknowledged that she is the Asst Secretary of FIRST SOUTH BANK, a North Carolina banking corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its Corporate Seal and attested by its Asst. Secretary.

WITNESS my Hand and Seal this the 29th day of October, 2001.

Tomora C. Woodard
NOTARY PUBLIC



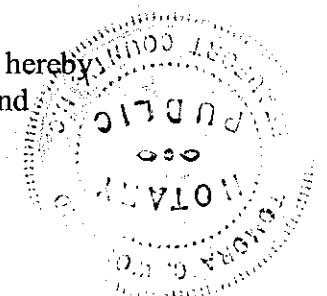
My Commission Expires: 9-19-06

NORTH CAROLINA
Beaufort
CUMBERLAND COUNTY

I, Tomora C. Woodard, a Notary Public of said County and State do hereby certify that ANNE R. COREY, TRUSTEE, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official stamp or seal this the 29th day of October, 2001.

Tomora C. Woodard
NOTARY PUBLIC



My Commission Expires: 9-19-06

The foregoing Certificate(s) of Emaly M Welliford, Lou Ann C. Eddleman, Juliana W. Barlow, Patricia D. Grate, Lurja P. Seffels, Tomora C. Woodard are certified to be correct. This instrument and this certificate are duly registered at the date and time and in the Book and Page shown on the first page hereof.

By George E. Tatum REGISTER OF DEEDS FOR CUMBERLAND COUNTY,
Deputy/Assistant - Register of Deeds

EXHIBIT "B"
AMENDMENT TO DECLARATION OF HUFF BUILT OFFICE
CONDOMINIUM OWNERS ASSOCIATION, INC.

TRACT 1:

Beginning at an iron in the western right-of-way of Ramsey Street (100' right-of-way), said iron being the northeastern corner of parcel "A" as shown on a plat recorded in Plat Book 87, Page 195 of the Cumberland County, North Carolina Registry and running with said right-of-way South 19 degrees 34 minutes 36 seconds West, 133.85 feet to an iron at a point of curvature;

thence with a curve in a southwesterly direction on a radius of 25.00 feet, an arc distance of 39.17 feet (chord: South 64 degrees 27 minutes 39 seconds West, 35.28 feet) to a point of tangency in the northern right-of-way of Tallstone Drive;

thence with the northern right-of-way of Tallstone Drive (50' right-of-way) North 70 degrees 39 minutes 18 seconds West, 185.10 feet to an iron in the common line between said parcel "A" and parcel "B" of the aforementioned plat;

thence leaving said right-of-way and running with said common line North 19 degrees 34 minutes 34 seconds East, 159.16 feet to an iron;

thence with the northern line of said parcel "A" South 70 degrees 32 minutes 31 seconds East, 210.00 feet to the beginning.

Containing 33,248 S.F. (0.76 acres) more or less and being subject to any and all easements of records.

Legal Description Surface Drainage Easement:

Beginning at an existing iron at the common rear corner of Parcels "A" and "B" of the property as shown on a plat recorded in Plat Book 87, Page 195 of the Cumberland County, North Carolina Registry and running with the common line between the two parcels South 19 degrees 34 minutes 04 seconds West, 14.16 feet to a point;

thence North 70 degrees 39 minutes 18 seconds West, 550 feet crossing Parcels "B" and "C" to a point in the west line of Parcel "C" of the aforementioned plat;

thence running with said western line North 19 degrees 34 minutes 34 seconds East, 15.25 feet to an iron at the northwestern corner of Parcel "C";

thence running with the real line of said Parcels "B" and "C", South 70 degrees 32 minutes 31 seconds East, 550 feet to the beginning.

Containing approximately 8088 s.f., more or less and being an easement for surface drainage

EXHIBIT "B" CONTINUED

AMENDMENT TO DECLARATION OF HUFF BUILT OFFICE
CONDOMINIUM OWNERS ASSOCIATION, INC.

lying at the rear of Parcel "B" and Parcel "C".

This surface drainage easement lies completely within the easement shown on Plat Book 87, Page 195.

TRACT 2:

BEGINNING at an existing iron in the southern right-of-way of Breezewood Avenue (40 foot right-of-way), said iron being the northwest corner of Lot 2A of the Subdivision of Lot 2 Huff Built Office Condominiums as recorded in Plat Book 103, Page 75 Cumberland County, North Carolina Registry and running with said right-of-way of Breezewood North 81 degrees 45 minutes 00 seconds East, 130.06 feet to an existing iron;

thence continuing with said right-of-way North 82 degrees 00 minutes 27 seconds East, 15.01 feet to a point;

thence leaving said right-of-way and running South 07 degrees 59 minutes 33 seconds East, 135.41 feet to a point;

thence South 81 degrees 45 minutes 00 seconds West, 21.46 feet to a point;

thence South 08 degrees 15 minutes 00 seconds East, 111.61 feet to an existing iron in the northern right-of-way of the A & R Railroad (80 foot right-of-way);

thence running with said right-of-way North 78 degrees 14 minutes 42 seconds West, 130.90 feet to an existing iron;

thence leaving said railroad right-of-way and running North 08 degrees 15 minutes 00 seconds West, 202.31 feet to the beginning.

Containing 0.70 acres, more or less. And being all of Lot 2A as shown on a plat recorded in Plat Book 103, Page 75 of the Cumberland County, North Carolina Registry.

Property subject to any and all easements of record. (See also Condo Book 5, Page 146).

EXHIBIT "B" CONTINUED

AMENDMENT TO DECLARATION OF HUFF BUILT OFFICE
CONDOMINIUM OWNERS ASSOCIATION, INC.

TRACT 3:

BEGINNING at an existing iron in the southern right-of-way of Breezewood Avenue (40 foot right-of-way), said iron being the northwest corner of Lot 2A of a subdivision of Lot 2 Huff Built Office Condominiums as recorded in Plat Book 103, Page 75 Cumberland County, North Carolina Registry and running with the western line of said Lot 2A South 08 degrees 15 minutes 00 seconds East, 202.31 feet to an existing iron in the northern right-of-way of the A & R Railroad (80 foot right-of-way);

thence running with said railroad right-of-way North 78 degrees 25 minutes 40 seconds West, 69.12 feet to a point;

thence leaving said railroad and running North 08 degrees 15 minutes 00 seconds West, 178.87 feet to an existing iron in the aforementioned right-of-way of Breezewood Avenue;

thence with said right-of-way of Breezewood Avenue North 81 degrees 45 minutes 00 seconds East, 65.04 feet to the beginning.

Containing 0.28 acres, more or less. (For reference see Deed Book 3956, Page 526. NOTE: Previous deeds may refer to the right-of-way for A & R Railroad as 70 feet wide which is incorrect. This deed description reflects the corrected right-of-way as 80 feet).

TRACT 4:

BEGINNING at an existing iron in the southern right-of-way of Breezewood Avenue (40 foot right-of-way), said iron being the northeast corner of Lot 1 as shown on a recombination plat Future Phases Huff Built Office Condominiums as recorded in Condo Book 5, Page 146 Cumberland County, North Carolina Registry and running with said right-of-way of Breezewood North 81 degrees 45 minutes 00 seconds East, 65.98 feet to an existing iron;

thence leaving said right-of-way and running South 08 degrees 15 minutes 00 seconds East, 178.87 feet to an existing iron in the northern right-of-way of the A & R Railroad (80 foot right-of-way);

thence running with said right-of-way of A & R Railroad, North 78 degrees 25 minutes 40 seconds West, 70.13 feet to an existing concrete monument at the southeast corner of the aforementioned Lot 1;

EXHIBIT "B" CONTINUED

AMENDMENT TO DECLARATION OF HUFF BUILT OFFICE
CONDOMINIUM OWNERS ASSOCIATION, INC.

Continued TRACT 4:

thence with the eastern line of Lot 1, North 08 degrees 15 minutes 00 seconds West, 155.09 feet to the beginning.

Containing 0.25 acres, more or less. (For reference see Deed Book 3305, Page 066. NOTE: Previous deeds may refer to the right-of-way for A & R Railroad as 70 feet, which is incorrect. This deed description reflects the corrected right-of-way as 80 feet).

BK 5720 PG 801

EXPLANATION STATEMENT TO CORRECT OBVIOUS MINOR ERROR (S) MADE IN AN INSTRUMENT AS ORIGINALLY RECORDED.

RE: BOOK 5615

PAGE 0314

RECORDED IN THE Cumberland COUNTY REGISTRY

NAMES OF ALL PARTIES TO THE ORIGINAL INSTRUMENT:

GRANTORS: Freeewood Associates, LLC; HHH Investments, Inc.

TRUSTEE/GRANTEES: _____

STATE OF NORTH CAROLINA
COUNTY OF Cumberland

I/WE, The Undersigned, hereby certify that the following corrections are made in the above named recorded instrument in accordance with the provisions of G.S. 47-36.1 ratified June 30, 1986.

DESCRIPTION OF CORRECTION (S): _____

This Amendment is being re-recorded solely for the purpose of including the last page of Exhibit "B", Page 25 which was inadvertently omitted at the time of recording.

THIS, THE 9th DAY OF April, 2002

Wendy H. Hughes (SEAL)
Drafter (SEAL)

(SEAL)

(SEAL)

(SEAL)

This explanation statement together with the attached instrument duly rerecorded at 1:09:33 o'clock P M this the 9 day of April, 2002 in the book and page shown on the first page hereof.

GEORGE E. TATUM REGISTER OF DEEDS BY Sheila M. Soil DEPUTY/ASSISTANT REGISTER OF DEEDS