

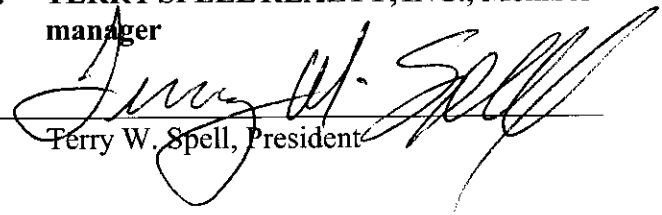
- 4. Article XIII, Aesthetic Control is amended to read as follows: "There is herein created an Aesthetic Committee, composed of the Declarant, prior to the conveyance of all lots in the subdivision (including annexed properties), and after the conveyance of all lots in the subdivision (including annexed properties), composed of three (3) or more representatives appointed by the Board of Directors. Prior to the conveyance of all lots in the subdivision by the Declarant, the Declarant may at any time resign its authority on the Aesthetic Committee or allow the appointment of an Aesthetic Committee by the Board of Directors. The Aesthetic Committee shall be empowered to oversee all matters of aesthetics in the subdivision, including, but not limited to, yard landscaping and maintenance, yard or house decoration, structures, and any item placed within a yard or driveway, or upon a house, as well as to oversee violations of these covenants, restrictions and conditions. The Aesthetic Committee may from time to time promulgate Aesthetic Rules and Regulations or may find that an owner has violated the Aesthetic Rules and Regulations, or has violated the spirit of the Rules and Regulations, or the Aesthetic goals and objectives of the subdivision. In such case, the Aesthetic Committee shall have the remedies and follow the procedures set out in Article VI, Section 7, above.

Further, it is the desire of Declarant to clarify its intention for the Covenants of South Main, Sections Two and Three to have been annexed to the Declaration of Covenants Conditions and Restrictions of South Main, Section One recorded in Book 5824, Page 284 and the Amendment thereto recorded in Book 5863, Page 481, Cumberland County, NC Registry pursuant to Article X of said Declaration recorded in Book 5824, Page 284.

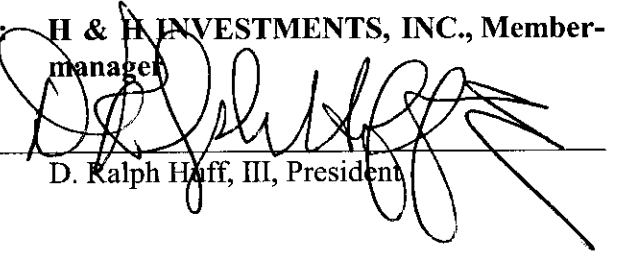
IN WITNESS WHEREOF DECLARANT has set their hand and seal this the 6th day of March, 2012.

SOUTH MAIN HOPE MILLS, LLC, Declarant

BY: TERRY SPELL REALTY, INC., Member-manager

By: 
Terry W. Spell, President

BY: H & H INVESTMENTS, INC., Member-manager

By: 
D. Ralph Huff, III, President

NORTH CAROLINA
CUMBERLAND COUNTY

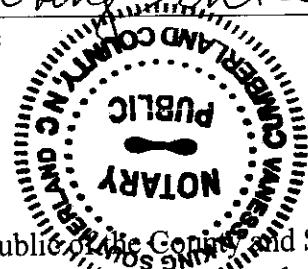
I, Vanessa King Southerland, the undersigned Notary Public of the County and State aforesaid, certify that Terry W. Spell, President of TERRY SPELL REALTY, INC., a member-manager of SOUTH MAIN HOPE MILLS, LLC, personally came before me this day and acknowledged that he is the President of TERRY SPELL REALTY, INC., which is a member/manager of SOUTH MAIN HOPE MILLS, LLC, a North Carolina limited liability company, and that by authority duly given and as an act of such entity, he signed the foregoing instrument in his name on its behalf as its act and deed.

Witness my hand and official seal, this the 6th day of March, 2012.

Vanessa King Southerland
Notary Public

My commission expires: 11/29/2013

NORTH CAROLINA
CUMBERLAND COUNTY



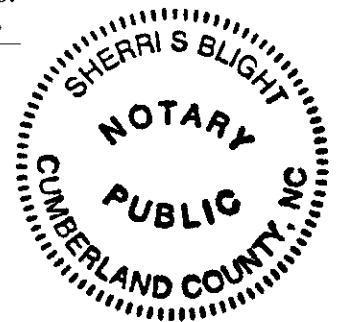
(N.P. SEAL)

I, Sherri S. Blight, the undersigned Notary Public of the County and State aforesaid, certify that D. Ralph Huff, III, President of H & H INVESTMENTS, INC., a member-manager of SOUTH MAIN HOPE MILLS, LLC, personally came before me this day and acknowledged that he is the President of H & H INVESTMENTS, INC., which is a member/manager of SOUTH MAIN HOPE MILLS, LLC, a North Carolina limited liability company, and that by authority duly given and as an act of such entity, he signed the foregoing instrument in its name on its behalf as its act and deed.

Witness my hand and notarial stamp or seal this the 5th day of March, 2012

Sherri S Blight
Notary Public

My commission expires:
FEB 7 2014



(N.P. SEAL)