

Prepared by : Lanier and Fountain

BOOK 862 PAGE 703

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

AMENDMENT TO DECLARATION OF
MASTER COVENANTS, CONDITIONS AND
RESTRICTIONS FOR ESCOBA BAY
EQUESTRIAN AND YACHTING
COMMUNITY

THIS AMENDMENT made on the date hereinafter set forth by CEPCO, Inc., hereinafter referred to as "Declarant", CHARLES E. PADGETT and wife, JUDY PADGETT, hereinafter referred to as "Owners", and ESCOBA BAY HOMEOWNER'S ASSOCIATION, hereinafter referred to as "Association":

W I T N E S S E T H :

WHEREAS, certain property that is owned by the Owners and to be conveyed to the Declarant is intended to be subject to the Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, as recorded in Book 861, Page 321, Onslow County Registry, hereinafter referred to as "Declaration"; and

WHEREAS, all parties hereto desire said Declaration to be amended to provide for dwelling locations which will be consistent with the recorded plat showing Phase 1 of the Escoba Bay Equestrian and Yachting Community;

NOW THEREFORE, in consideration of the mutual covenants contained herein, ONE DOLLAR (\$1.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree to amend the Declaration of Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community recorded in Book 861, Page 321, Onslow County Registry, as follows:

1. Article IV, Section 9 of said Declaration is deleted in its entirety, and amended to provide as follows:

Section 9. Dwelling Size and Location: No single family dwelling unit shall be located on the premises with less than 1200 square feet of living space. No dwelling, outbuilding, or other appurtenance of any nature shall be located closer to any property line than the distances shown as "setback lines" on the recorded plat or plats, or any revisions thereof, which describes such lot. Declarant or the Association may waive minor encroachments beyond said setback lines.

*For Declaration of Annexation refer to Book 884 Page 210-7-1-58
" " " " " " 995 " 643 36.4 m. mt*

BOOK 862 PAGE 704

2. By joining in the execution of this Amendment, Charles E. Padgett and wife, Judy Padgett expressly subject to the provision of said Declaration the property acquired by them by Deed recorded in Book 791, Page 634, Onslow County Registry, and which is described as Exhibits "A" and "B" of said Declaration.

This the 31st day of December, 1987.



CEPCO, INC.

By: John H. Handen Jr.
President

Attest:

Judy Padgett
Secretary

(CORPORATE SEAL)

Charles E. Padgett (SEAL)
CHARLES E. PADGETT

Judy Padgett (SEAL)
JUDY PADGETT

ESCOBA BAY HOMEOWNERS ASSOCIATION

By: John H. Handen Jr.
President

Attest:

Stephanie J. Hill
Secretary



BOOK 862 PAGE 705

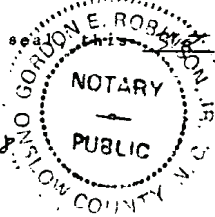
STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that Judy Padgett personally came before me this day and acknowledged that (s)he is Secretary of CEPCO, INC., 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 its Secretary.

Witness my hand and seal, this 31st day of December, 1987.

Gordon E. Robinson, Jr.
Notary Public

My Commission expires: 5/31/88



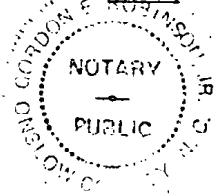
STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that CHARLES E. PADGETT and wife, JUDY PADGETT personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 31st day of December, 1987.

Gordon E. Robinson, Jr.
Notary Public

My Commission expires: 5/31/88



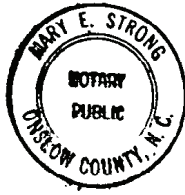
STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that Stephani J. Hix personally came before me this day and acknowledged that (s)he is Secretary of ESCOBA BAY HOMEOWNERS ASSOCIATION, 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 its Secretary.

Witness my hand and seal, this 8 day of ~~December~~ ^{January}, 1988.

Mary E. Strong
Notary Public

My Commission expires: 7/14/91



08 JAN 8 PM 9 04

NORTH CAROLINA, ONSLOW COUNTY
The foregoing certificate(s) of Gordon E. Robinson, Jr. & Mary E. Strong
Notary(ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in
Book 862 Page 705 This 8th day of January
19 88 A.D. 4:04 o'clock P. M.
Richard M. Thomas
Register of Deeds, Onslow County

RA

BOOK 867 PAGE 197

STATE OF NORTH CAROLINA
ON SLOW COUNTY

AMENDMENT TO DECLARATION OF
MASTER COVENANTS, CONDITIONS AND
RESTRICTIONS FOR ESCOBA BAY
EQUESTRIAN AND YACHTING
COMMUNITY

THIS AMENDMENT, made on the date hereinafter set forth,
by CEPCO, INC. (the "Declarant") and ESCOBA BAY HOMEOWNER'S
ASSOCIATION, INC. (the "Association"):

W I T N E S S E T H :

WHEREAS, certain property that is owned by the
Declarant is subject to the Declaration of Master Covenants,
Conditions and Restrictions for Escoba Bay Equestrian and
Yachting Community (the "Declaration"), as recorded in Book 861,
Page 321, Onslow County Registry; and

WHEREAS, the Declarant desires said Declaration to be
amended to provide that said property be developed in a manner
that is consistent with the plans and specifications relative to
storm water runoff controls which have been approved by the North
Carolina Department of Natural Resources and Community
Development;

NOW THEREFORE, in consideration of the mutual covenants
contained herein, ONE DOLLAR (\$1.00) and other good and valuable
consideration, the receipt of which is hereby acknowledged, the
parties hereby agree to amend the said Declaration as follows:

1. Article IV is amended by adding a new Section 17 as follows:

Section 17. Built-Upon Surface Area: The Declarant hereby covenants for itself, its successors and assigns, that the aggregate built-upon area within Escoba Bay shall not exceed twenty-five percent (25%) of the total surface area included in Escoba Bay, in accordance with storm water runoff regulations adopted by the North Carolina Department of Natural Resources and Community Development. The Association and/or the Architectural Committee, in its review of any plans for construction submitted by any lot owner, shall approve or deny said plans in compliance with this restriction. This restriction shall be for the benefit of the State of North Carolina as well as the owners of lots in Escoba Bay.

For Declaration & Annexation refer to Book 864 Page 210-7-1-88
 " " " " " " 895 " 6433641 M.M.T

BOOK 867 PAGE 198

This the 18th day of February, 1988.

CEPCO, INC.

BY: John H. Hardaway
President

Attest:

Judy Padgett
Secretary
CEPCO, INC.
CORPORATE SEAL
SEAL
NORTH CAROLINA
1986

ESCOBA BAY HOMEOWNERS ASSOCIATION, INC.

BY: John H. Hardaway
President

Attest:

Stephen J. Shi
Secretary

(CORPORATE SEAL)

ESCOBA BAY HOMEOWNERS ASSOCIATION
CORPORATE SEAL

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that Judy Padgett personally came before me this day and acknowledged that (s)he is Secretary of CEPCO, INC., a North Carolina 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 its Secretary.

Witness my hand and seal, this 18 day of February,

NOTARY PUBLIC
1988
My Commission Expires: 10-2-92

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that Stephen J. Shi personally came before me this day and acknowledged that (s)he is Secretary of ESCOBA BAY HOMEOWNERS ASSOCIATION, INC., a North Carolina 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 its Secretary.

Witness my hand and seal, this 18 day of February,

NOTARY PUBLIC
1988
My Commission Expires: 10-2-92

Shelly E. Reece
NOTARY PUBLIC
My Commission Expires: 10-2-92

NORTH CAROLINA, ONSLOW COUNTY
The foregoing certificate(s) of Shelly E. Reece

Notary(ies) Public in (are) certified to be correct. This instrument was presented for registration and recorded in this office in Book 867 Page 197 This 19th day of February 1988 A.D. at 2:11 o'clock P. M. By M. Shelly Register of Deeds, Onslow County

Prepared by: LANIER & FOUNTAIN, ESQS./pjs

BOOK 947 PAGE 688

STATE OF NORTH CAROLINA,
COUNTY OF ONSLOW

AMENDMENT TO DECLARATION OF
MASTER COVENANTS, CONDITIONS
AND RESTRICTIONS FOR
ESCOBA BAY EQUESTRIAN AND
YACHTING COMMUNITY AND
BY-LAWS OF THE ESCOBA BAY
HOMEOWNERS ASSOCIATION

THIS AMENDMENT to the Declaration of Master Covenants, Conditions and Restrictions of Escoba Bay Equestrian and Yachting Community (hereinafter called the "Declaration"), as recorded in the Office of the Register of Deeds of Onslow County in Book 861, Page 321; and to the By-Laws of the Escoba Bay Homeowners Association, (hereinafter called the "By-Laws"), as recorded in Book 861, Page 347;

WITNESSETH:

WHEREAS, the above-referenced Declaration and By-Laws were promulgated to insure development of the various phases of Escoba Bay in an orderly manner for the benefit of all owners of property therein; and

WHEREAS, the undersigned, representing not less than a two-thirds vote of the members of the Association, now desire to amend the Declaration and By-Laws to comply with the requirements of the Veterans Administration, in order to improve the marketability and value of the properties in Escoba Bay Equestrian and Yachting Community, in order to serve the needs of the lot owners better and to administer and enforce the purposes of the Declaration and By-Laws more efficiently.

I. NOW, THEREFORE, in accordance with Article XI of the Declaration, the following Amendment to said Declaration is hereby promulgated:

A. Article II, Section 5 (c) is deleted, and the following language is inserted instead:

"The right of the Association to suspend the voting rights and right to use any recreational facilities, of any Member or tenant or guest of any Member for any period during which the payment of any Assessment against property owned by such Members remains delinquent and for any period not to exceed sixty (60) days for any infraction of its published rules and regulations, it being understood that any suspension for either non-payment of any Assessment or a breach of the rules and regulations of the Association shall not constitute a waiver or discharge of the Member's obligation to pay the Assessment, and provided that the Association shall not suspend the right to use any roads belonging to the Association, subject to the rules, regulations and fees, if any, established by the Association to such use."

B. The first sentence of Article VII, Section 7 is deleted, and the following sentence is inserted instead:

"The Annual Assessments for all lots subject to the Declaration shall commence on the first day of the month following conveyance of the Common Areas from the Declarant to the Association."

C. Article IX, Section 2(a) is amended to delete the words "fifteen (15) years" and to insert instead the words "seven (7) years".

D. The second and third sentences of Article XI, Section 2 are deleted, and inserted instead is the following language:

"The Declaration may be amended during the first thirty (30) year period or thereafter by an affirmative vote of two-thirds (2/3) of each class of the members of the Association, said vote being subject to the voting rights stated in Article VI, Section 2, and taken at a duly authorized meeting of the members."

BOOK 947 PAGE 689

- E. Article XI, Section 3 is deleted in its entirety.
- F. Article XI, Section 6 is deleted in its entirety.
- G. A new Article XIII is added, as follows:

ARTICLE XIII

PRIOR APPROVAL OF THE VA AND/OR FHA

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration and/or Federal Housing Administration: Annexation of additional properties not contained within Exhibit B, dedication of Common Area to any public use, and amendment of the Declaration.

II. The By-Laws of the Escoba Bay Homeowners Association, as recorded in Book 861, Page 347, Onslow County Registry, are hereby amended (in accordance with Article XIII thereof) as follows:

A. The third sentence of Article XI is amended by deleting the phrase "... the assessment shall bear interest from the date of delinquency at the rate of twelve (12%) percent per annum, ..." and inserting instead the following language:

"...the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum...."

B. A new Article XV is added, as follows:

ARTICLE XV

APPROVAL OF THE VA AND/OR FHA

As long as there is a Class B membership, the Veterans Administration and/or Federal Housing Administration shall have the right to veto amendments to the By-Laws.

C. Article VII, Section 2 (e) is deleted, and inserted in its place is the following language:

"e. Procure and maintain adequate hazard and flood insurance on improvements placed on the Common Areas."

IN WITNESS WHEREOF, the undersigned Developer and Lot Owners have caused this instrument to be signed and sealed, on the date noted in the acknowledgment of each signature.

CEPCO, INC.

BY: Charles E. Padgett (SEAL)
CHARLES E. PADGETT, President

Attest:

Stephan H. Brasley
Secretary

(Corporate Seal)



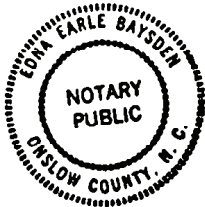
BOOK 947 PAGE 690

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that Stephanie W. Bessley personally appeared before me this day and acknowledged that (s)he is Secretary of CEPCO, INC., a North Carolina 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 its Secretary.

Witness my hand and seal, this 19th day of September, 1989.

Earle Baysden
Notary Public
My Commission Expires: 11-06-89



BOOK 947 PAGE 691

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Peter D. Camilleri (SEAL)

Barbara Camilleri (SEAL)

STATE OF NEW YORK
COUNTY OF NASSAU

I, a Notary Public of said County and State, do hereby certify that BARBARA & PETER CAMILLERI personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 23 day of September 1989.

John J. Frank
Notary Public
My Commission Expires: 4-4-90

JOHN J. FRANK
NOTARY PUBLIC State of New York
No. 497092
Qualified in Nassau County
Commission Exp. 04-04-1990

BOOK 947 PAGE 692

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Teresa Yarbek (SEAL)

John Yarbek (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that Teresa + John Yarbek personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 24th day of September, 1989.

Donald R. Yarbek
Notary Public

My Commission Expires: 6/1/91

BOOK 947 PAGE 693

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

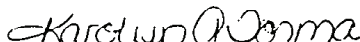
 (SEAL)

 (SEAL)
Inger Arndt

STATE OF New Jersey
COUNTY OF Somerset

I, a Notary Public of said County and State, do hereby certify that Ole Arndt and Inger Arndt personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

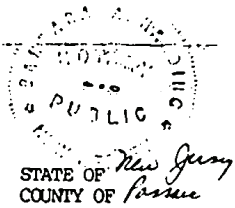
Witness my hand and seal, this 25th day of September, 1989.


Notary Public KAROLYN A. TORANA
My Commission Expires: NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 8, 1992



BOOK 947 PAGE 694

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.



Joseph P. Vesce (SEAL)
Margaret J. Vesce (SEAL)

I, a Notary Public of said County and State, do hereby certify that *Joseph and Margaret Vesce* personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 26 day of September, 1989.

Barbara A. Harding
Notary Public
My Commission Expires: _____

BARBARA A. HARDING
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Oct. 17, 1989

BOOK 947 PAGE 695

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Janice A. Fox (SEAL)

Donald G. Fox (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that Janice A. Fox and Donald G. Fox personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 29th day of Sept., 1989.

Michael J. [Signature]
Notary Public
My Commission Expires: 1-27-91

STATE OF NEW YORK
COUNTY OF [unclear]
Notary Public
Commission Expires: 1-27-91

BOOK 947 PAGE 696

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

[Signature] (SEAL)

Inger Arndt (SEAL)

STATE OF New Jersey
COUNTY OF Somerset

I, a Notary Public of said County and State, do hereby certify that ~~***Ole Arndt-Only***~~ personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

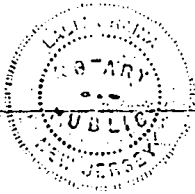
Witness my hand and seal, this 24th day of October, 1989.

Karolyn A. Torina
Notary Public
My Commission Expires: [Date]

STATE OF NEW JERSEY
COUNTY OF SOMERSET

I, a Notary Public of said County and State, do hereby certify that ~~***Inger Arndt***~~ (Notarized Inger's Signature) personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein. Witness my hand and seal this 24th day of Oct., 1989

Lalita Raina
LALITA RAINA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 10, 1994
Registered in Somers. County



BOOK 947 PAGE 697

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

[Signature] (SEAL)
Rosanna J. Cortez (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that *Tuchela Rosanna Cortez* personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 25th day of October, 1989.

Ethelbert Albrecht
Notary Public
My Commission Expires: _____
OFFICE OF THE CLERK OF THE SUPREME COURT
STATE OF NEW JERSEY
My Commission Expires July 18, 1990

BOOK 947 PAGE 698

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Frederick G. Hansen (SEAL)
Debra E. Hansen (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that FREDERICK G. DEBRA E. HANSEN personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 24 day of October 1989.

Phyllis Pfeffer
Notary Public

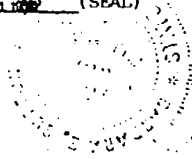
My Commission Expires:
PHYLLIS PFEFFER
NOTARY PUBLIC STATE OF NEW YORK
NO 30-36240-5
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES 1/30/1990

BOOK 947 PAGE 699

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Rose Zervas (SEAL)

BARBARA E. SUTTON No. 472427
Notary Public, State of New York
Qualified in Westchester County
Commission Expires December 31, 1989 (SEAL)



STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that *Rose Zervas* personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 22nd day of October, 1989.

Barbara E. Sutton
Notary Public
My Commission Expires: 12/31/90

BOOK 947 PAGE 700

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

John A. Gaudin (SEAL)
Teressa Gaudin (SEAL)

STATE OF *New York*
COUNTY OF *Westchester*

I, a Notary Public of said County and State, do hereby certify that *John A. Gaudin & Teressa Gaudin* personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this *23rd* day of *Feb*, 1989.

Joan Ploschke
Notary Public
My Commission Expires:

JOAN PLOSCHKE
Notary Public, State of New York
No. 604753919
Qualified in Westchester County
Commission Expires March 30, '91

BOOK 947 PAGE 701

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Nancy D. D'Alto (SEAL)

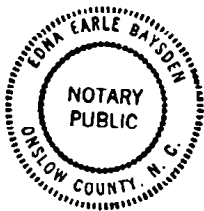
_____ (SEAL)

STATE OF North Carolina
COUNTY OF Durham

I, a Notary Public of said County and State, do hereby certify that Nancy D. D'Alto personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 23rd day of October, 1989.

Edna Earle Baysen
Notary Public
My Commission Expires: 11-06 89



BOOK 947 PAGE 702

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Jerry D. Burgener (SEAL)

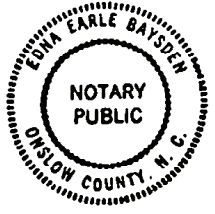
Sharon M. Burgener (SEAL)

STATE OF North Carolina
COUNTY OF Onslow

I, a Notary Public of said County and State, do hereby certify that Jerry D. & Sharon M. Burgener personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 23rd day of October, 1989.

Edna Earle Baysden
Notary Public
My Commission Expires: 11-02-89



BOOK 947 PAGE 703

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Samuel Weissman (SEAL)

Arlene Weissman (SEAL)

STATE OF New Jersey
COUNTY OF Bergen

I, a Notary Public of said County and State, do hereby certify that Samuel Weissman & Arlene Weissman personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 7 day of October, 1989.

Guionette Dand
Notary Public

My Commission Expires: ~~My Commission Expires Feb. 7, 1994~~



BOOK 947 PAGE 704

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

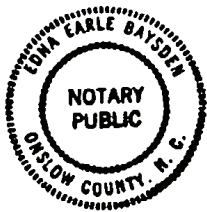
[Signature] (SEAL)
[Signature] (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that Mary D. & Erik P. Blue personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 9th day of October, 1989.

[Signature]
Notary Public
My Commission Expires: 11-6-89



BOOK 947 PAGE 705

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Philip C. Praino (SEAL)

Catherine Praino (SEAL)

STATE OF NEW YORK
COUNTY OF WESTCHESTER

I, a Notary Public of said County and State, do hereby certify that PHILIP C. PRAINO & CATHERINE PRAINO personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 27TH day of SEPTEMBER 1989.

Mary E. Leary
Notary Public
My Commission Expires: 7/31/90

MARY E. LEARY
NOTARY PUBLIC, State of NY
No. 469051
Westchester County
7/31/90



BOOK **947** PAGE **706**

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Joseph Steimers (SEAL)

Margaret Steimers (SEAL)

STATE OF New York
COUNTY OF Suffolk

I, a Notary Public of said County and State, do hereby certify that Joseph and Margaret Steimers personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 27 day of September 1989.

Carol A. Nezer
Notary Public
My Commission Expires: _____

CAROL A. NEZER
Notary Public, State of New York
No. 52-4624193, Suffolk County
Term Expires 11-30-91

BOOK 947 PAGE 707

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Richard S. & Jeanne M. Codding (SEAL)
Jeanne M. Codding (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that RICHARD S. & JEANNE M. CODDING personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 25TH day of SEPTEMBER, 1989.

Richard S. & Jeanne M. Codding
Notary Public

My Commission Expires: _____



Notary Public, Mich.
MBC 0818

BOOK 947 PAGE 708

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Patricia Vitale (SEAL)

Guido Vitale (SEAL)

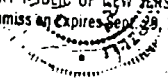
STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that Patricia & Guido Vitale personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 28th day of Sept, 1989.

Beverly A. Scarpelli

Notary Public
My Commission Expires: _____
Beverly A. Scarpelli
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept 28, 1991



BOOK 947 PAGE 709

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Patricia Dianne Herring (SEAL)
Frederick Glenn Herring (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that Patricia Dianne Herring & Frederick Glenn Herring personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 22 day of Sept, 1989.

Paul A. Cannon
Notary Public
My Commission Expires: 12-31-93

BOOK **947** PAGE **710**

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Lawrence V. Keeler (SEAL)

Patricia C. Keeler (SEAL)

STATE OF NY
COUNTY OF Suffolk

I, a Notary Public of said County and State, do hereby certify that LAWRENCE W. + PATRICIA C. KEELER personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 25 day of Sept, 1989.

Caroline Cassara
Notary Public

My Commission Expires: CAROLINE CASSARA
Notary Public, State of New York
No. 4733585
Qualified in Suffolk County
Commission Expires 3/30/91

BOOK 947 PAGE 711

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

Michael H. Schmitt (SEAL)

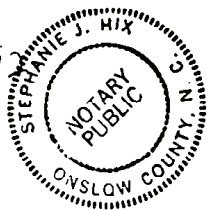
Mary Ann Schmitt (SEAL)

STATE OF North Carolina
COUNTY OF Onslow

I, a Notary Public of said County and State, do hereby certify that Michael H. Schmitt and Mary Ann Schmitt personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 6th day of Oct, 1989.

Stephanie J. Hix
Notary Public
My Commission Expires: 1-13-92



BOOK 947 PAGE 712

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

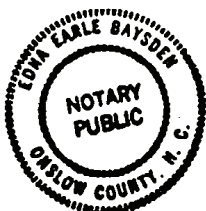
Karen W. Henry (SEAL)
Dany R. Lynn (SEAL)

STATE OF North Carolina
COUNTY OF Onslow

I, a Notary Public of said County and State, do hereby certify that Karen W. and Dany R. Henry personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 13th day of October, 1989.

Edna Earle Baysden
Notary Public
My Commission Expires: 11-6-89



BOOK 947 PAGE 713

The undersigned lot owner (and spouse, if applicable) hereby approve(s) the foregoing Amendment to Declaration of Master Covenants, Conditions and Restrictions for Escoba Bay Equestrian and Yachting Community, and to the By-Laws of the Escoba Bay Homeowners Association, and further, hereby appoint(s) the President of CEPSCO, Inc. as their proxy for the purpose of casting their affirmative vote approving of said Amendment at any duly authorized meeting of the members of Escoba Bay Homeowners Association which may be called for the purpose of considering said Amendment.

William Smith (SEAL)

Mary C. Piccoli (SEAL)

STATE OF
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that William Smith and Mary Piccoli personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes and intents therein expressed.

Witness my hand and seal, this 10th day of October, 1989.

Sondra Feldman
Notary Public
My Commission Expires:
SONDRA FELDMAN
MY COMMISSION EXPIRES
APRIL 11, 1994

NORTH CAROLINA, ONSLOW COUNTY.

The foregoing certificates of Edna Earle Baysden, John J. Frank, Donald R. Young, Carolyn A. Torma, Barbara A. Harding, Sue D. Harrison, Lalita Raina, Elizabeth W. Aldrich, Phyllis Pfeiffer, Barbara E. Sutton, Joan Ploschke, Jeanette Daub, Mary E. Tracy, Carol A. Neger, Elizabeth C. Benzie, Beverly A. Scarpelli, Paula A. Cannon, Caroline Cassara, and Stephanie J. Hix are certified to be correct. This instrument was presented for registration and duly recorded in the office of the Register of Deeds of Onslow County, N.C. in Book 947, Page 688. This the 5th. day of January, 1990 at 4:09 o'clock P.M.

Mildred M. Thomas
Mildred M. Thomas, Register of Deeds.