

Prepared by: LANIER & FOUNTAIN, ESQS.

BOOK 781 PAGE 655

AMENDMENT

TO

DECLARATION OF CONDOMINIUM

OF

ST. REGIS RESORT

THIS AMENDMENT to the Declaration of Condominium entitled "Declaration of Covenants, Conditions, Restrictions and Condominium of St. Regis Resort" (hereinafter called "Declaration") dated June 17, 1985, and filed for record in the Office of the Register of Deeds of Onslow County in Book 756, at Page 274, et. seq., is hereby made and promulgated by COVEST, INC., the owner of the real property added hereto, together with each condominium unit constituting a part thereof, submitted to the aforementioned Declaration (Covest, Inc., being the Declarant therein), in accordance with the provisions of said Declaration and the By-Laws attached thereto.

The Amendments made and promulgated hereby are as follows:

1. The description of the land contained in Exhibit A of the Declaration, is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is the following description.

Being all of that certain property located in Stump Sound Township, Onslow County, North Carolina, as described in Exhibit A, attached hereto and incorporated herein by reference.

2. Exhibit B attached to the Declaration is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is a new Exhibit B attached hereto and made a part hereof.

3. Exhibit C attached to the Declaration, is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is a new Exhibit C, attached hereto and made a part hereof.

For Modification refer to R/L 1261 Pg 21-9-1495

BOOK 781 PAGE 656

4. Exhibit D attached to the Declaration, is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is a new Exhibit D, attached hereto and made a part hereof.

IN WITNESS WHEREOF, COVEST, INC., has caused this Amendment to Declaration to be executed by its duly authorized officers and its corporate seal affixed, this the 29th day of May, 1986.

COVEST, INC.

BY: Bobby J. Dixon
BOBBY J. DIXON, President

John N. Starling, Jr.
JOHN N. STARLING, JR., Secretary

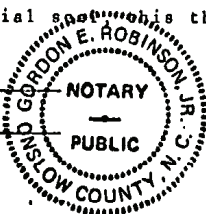
STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that JOHN N. STARLING, JR., personally appeared before me this day and acknowledged that he is Secretary of COVEST, 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 notarial seal this the 2nd day of June, 1986.

Gordon E. Robinson, Jr.
Notary Public

My Commission Expires: 5/31/87



BOOK 781 PAGE 657

CHARLES S. LANIER, Trustee, of Onslow County, North Carolina, and NCNB NATIONAL BANK OF NORTH CAROLINA, join in the execution of this Amendment to Declaration for the sole purpose of consenting to such Amendment and for the purpose of submitting and subjecting any and all interest they have or may have by virtue of those certain deeds of trust recorded in Book 629, Page 685, and Book 629, Page 688, which were assigned to NCNB NATIONAL BANK OF NORTH CAROLINA by instruments recorded in Book 764, Page 452, and Book 764, Page 459, Onslow County Registry, to this Amendment to Declaration.

IN WITNESS WHEREOF, Charles S. Lanier, Trustee, has hereunto set his hand and seal this the 30 day of May, 1986, and NCNB National Bank of North Carolina has caused this Amendment to Declaration to be executed by its duly authorized officer and its corporate seal to be hereunto affixed this the 30th day of May, 1986.

Charles S. Lanier (SEAL)
CHARLES S. LANIER, Trustee

NCNB NATIONAL BANK OF NORTH CAROLINA
BY: W B Humphrey
Vice President

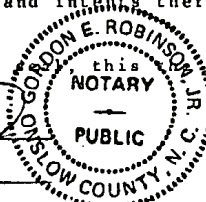
CORPORATE SEAL)
H.C. II ATTEST:
Shirley Cayton
Secretary

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that CHARLES S. LANIER, Trustee, 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 notarial
of June, 1986.

Gordon E. Robinson
Notary Public
My Commission Expires: 5/31/88



BOOK 781 PAGE 658

STATE OF NORTH CAROLINA
COUNTY OF GASTON JONES

I, a Notary Public of said County and State, do hereby
certify that W.B. Humphrey, personally appeared before me
this day and acknowledged that he is Vice President of
NCNB NATIONAL BANK OF NORTH CAROLINA, a national banking
association, and that by authority duly given and as the act of
the association, the foregoing instrument was signed in its name
by W.B. Humphrey, Assistant Secretary, sealed with its corporate seal and
attested by its Assistant Secretary

Witness my hand and notarial seal, this the 22 day
June, 1986.

Notary Public

My Commission Expires: 01-08-91

BOOK 781 PAGE 659

TIM, INC., Trustee and NCNB NATIONAL BANK OF NORTH CAROLINA, join in the execution of this Amendment to Declaration for the sole purpose of consenting to such Amendment and for the purpose of submitting and subjecting any and all interest they, or either of them, have or may have, by virtue of that certain deed of trust dated August 12, 1985 from COVEST, INC., to TIM, INC., Trustee and NCNB NATIONAL BANK OF NORTH CAROLINA, recorded in Book 744, Page 131, Onslow County Registry, to this Amendment to Declaration.

IN WITNESS WHEREOF, Tim, Inc., Trustee, and NCNB National Bank of North Carolina, have caused this Amendment to Declaration to be executed by its duly authorized officers and its corporate seal to be hereunto affixed this the 29th day of May, 1986.

TIM, INC., Trustee

BY: C. Thomas Perrine
Vice President

(CORPORATE SEAL)

ATTEST:

C. Vandiver Smith
Assistant Secretary

NCNB NATIONAL BANK OF NORTH CAROLINA

BY: C. Thomas Perrine
Vice President

(CORPORATE SEAL)

ATTEST:

C. Vandiver Smith
Assistant Secretary

STATE OF NORTH CAROLINA
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that C. Vandiver Smith, personally appeared before me this day and acknowledged that he is Assistant Secretary of TIM, 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 Vice President, sealed with its corporate seal and attested by its Assistant Secretary.

Witness my hand and notarial seal, this the 29th day of May, 1986.

Sharon J. Reid
Notary Public
My Commission Expires: 10/17/88



BOOK-781 PAGE 660

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that C. Naudiver Smith, personally appeared before me this day and acknowledged that he is Assistant Secretary of NCNB NATIONAL BANK OF NORTH CAROLINA, a national banking association, and that by authority duly given and as the act of the association, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by its Assistant Secretary.

Witness my hand and notarial seal, this the 29th day of May, 1986.

Glenn J. Reid
Notary Public
My Commission Expires: 10/17/88



NORTH CAROLINA, ONSLOW COUNTY

The foregoing certificate(s) of Gordon E. Robinson, Jr. Elizabeth C. Jones,
Glenn J. Reid

Notary(ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in Book 781 Page 655 This 2nd day of June

19 86 A.D., at 3:25 P.M. 1 o'clock 3 M.

Michael S. P. P. P. 3700
Register of Deeds, Onslow County

Register of Deeds

BOOK 781 PAGE 661

EXHIBIT "A"

Being all that parcel of land lying and being in Stump Sound Township, Onslow County, North Carolina, and more particularly described as follows:

TRACT I:

Beginning at an iron stake at the approximate mean high water line of the Atlantic Ocean which said iron stake is located from Triangulation Station "View" South 20 degrees 36 minutes 11 seconds West 566.92 feet to an iron stake in the center of old S.R. 1568 (Abandoned) and the Hunter Heath-Bell and Warren Line; with said line South 28 degrees 48 minutes 49 seconds East 288.17 feet to a point at the approximate mean high water line of the Atlantic Ocean; and with said approximate high water line South 64 degrees 38 minutes 01 seconds West 353.05 feet to said beginning iron pipe. Said beginning point being so located runs thence as follows: With approximate mean high water line of Atlantic Ocean 64 degrees 38 minutes 01 seconds West 293.00 feet to a point; thence North 25 degrees 21 minutes 59 seconds West 613.07 feet (passing over an inline concrete monument at 193.53 feet and 543.07 feet) to a point in the Northern right-of-way line of 60.00 feet wide right-of-way of S. R. 1568, thence with said northern right-of-way North 63 degrees 19 minutes 00 seconds East 132.71 feet and the chord of a curve North 58 degrees 18 minutes 51 seconds East 161.30 feet to a point; thence South 25 degrees 21 minutes 59 seconds East 633.88 feet to the point of beginning.

TRACT II:

Beginning at an iron stake at the approximate mean high water line of the Atlantic Ocean which said beginning point is located from Triangulation Station "View" South 20 degrees 36 minutes 11 seconds West 566.92 feet to an iron stake in the Eastern line of Lot No. 9 and Hunter Heath Property line, thence South 28 degrees 48 minutes 49 seconds East 288.17 feet to a point and South 64 degrees 38 minutes 01 seconds West 646.05 feet to the point of Beginning and runs thence as follows: With the approximate mean high water line of the Atlantic Ocean South 64 degrees 38 minutes 01 seconds West 114.00 feet to a point; thence South 63 degrees 19 minutes 11 seconds West 212.77 feet to a point; thence North 26 degrees 40 minutes 49 seconds West 610.28 feet (passing over an inline concrete monument at 540.28 feet) to a point in the Northern Margin of the 60.00 feet wide right-of-way of S.R. 1568; thence with said Margin North 63 degrees 19 minutes 00 seconds East 340.80 feet to a point; thence South 25 degrees 21 minutes 59 seconds East 613.07 feet (passing over an inline concrete monument at 70.00 feet) to the beginning. The above described lot or tract is all of Lot No. 7 as shown on a map entitled "Survey for M. F. Bostic "Bell and Warren Tract" Lots No. 1 thru No. 9.

BOOK 781 PAGE 662

EXHIBIT "B"

Being all that parcel of land lying and being in Stump Sound Township, Onslow County, North Carolina, and more particularly described as follows:

Beginning at an iron stake in the Hunter Heath Property line as shown on a map entitled "Survey for M. F. Bostic and Roger Page, Jr.", said beginning point is located South 20 degrees 36 minutes 11 seconds West 566.92 feet from Triangulation Station "View," said beginning point being so located runs thence as follows: With the Hunter Heath property line South 28 degrees 48 minutes 49 seconds East 288.17 feet (passing over an inline concrete monument at 54.00 feet) to a point at the approximate Mean High Water line of the Atlantic Ocean; thence, with said approximate mean high water line South 64 degrees 38 minutes 01 seconds West 353.05 feet to a point; thence, with the common line of Lot 8 and Lot 9 North 25 degrees 21 minutes 59 seconds West 633.88 feet to a point in the 60.00 feet wide Northern right-of-way line of S.R. 1568; thence, with said right-of-way a chord as 1; curves North 47 degrees 49 minutes 22 seconds East 176.95 feet to a point of tangency and North 42 degrees 20 minutes 00 seconds East 150.19 feet to a concrete monument in the Hunter Heath line; thence, with the common line of Lot 9 and Hunter Heath's line South 23 degrees 48 minutes 49 seconds East 455.22 feet to the point of beginning. The above described lot or tract is all of Lot No. 9 as shown on the before mentioned map.

BOOK 781 PAGE 663

EXHIBIT "C"

ST. REGIS RESORT

BUILDING II:

The Plans and Specifications of Building II of St. Regis Resort, as recorded in the Office of the Onslow County Register of Deeds in Unit Ownership and Condominium Book 1, Page(s) 31-31gg, to which reference is had, said Plans and Specifications being incorporated herein by reference.

BUILDING I:

The Plans and Specifications of Building I of St. Regis Resort, as recorded in the Office of the Onslow County Register of Deeds in Unit Ownership and Condominium Book 1, Page(s) 34-34U, to which reference is had, said Plans and Specifications being incorporated herein by reference.

BOOK 781 PAGE 664
EXHIBIT "D"

ST. REGIS RESORT, A CONDOMINIUM

BUILDINGS I & II

<u>UNIT NUMBER</u>	<u>FAIR MARKET VALUE</u>	<u>PERCENTAGE INTEREST IN COMMON AREA</u>
1101	\$ 107,900.00	.4492
1102	138,900.00	.5783
1103	139,900.00	.5825
1104	141,900.00	.5908
1105	143,900.00	.5991
1106	167,900.00	.6990
1107	88,900.00	.7865
1108	88,900.00	.7865
1109	167,900.00	.6990
1110	143,900.00	.5991
1111	141,900.00	.5908
1112	139,900.00	.5825
1113	138,900.00	.5783
1114	107,900.00	.4492
1201	108,900.00	.4534
1202	139,900.00	.5825
1203	140,900.00	.5866
1204	142,900.00	.5950
1205	44,900.00	.6033
1206	58,900.00	.6616
1207	89,900.00	.7907
1208	89,900.00	.7907
1209	58,900.00	.6616
1210	44,900.00	.6033
1211	42,900.00	.5950
1212	40,900.00	.5866
1213	39,900.00	.5825
1214	108,900.00	.4534
1301	09,900.00	.4576
1302	41,900.00	.5908
1303	42,900.00	.5950
1304	44,900.00	.6033
1305	46,900.00	.6116
1306	60,900.00	.6699
1307	91,900.00	.7990
1308	91,900.00	.7990
1309	60,900.00	.6699
1310	46,900.00	.6116
1311	44,900.00	.6033
1312	42,900.00	.5950
1313	41,900.00	.5908
1314	09,900.00	.4576
1401	112,900.00	.4700
1402	43,900.00	.5991
1403	44,900.00	.6033
1404	46,900.00	.6116
1405	48,900.00	.6199
1406	62,900.00	.6782
1407	193,900.00	.8073
1408	193,900.00	.8073
1409	162,900.00	.6782
1410	148,900.00	.6199
1411	146,900.00	.6116
1412	144,900.00	.6033
1413	43,900.00	.5991
1414	12,900.00	.4700
1501	14,900.00	.4784
1502	45,900.00	.6074
1503	46,900.00	.6116

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1504	48,900.00	.6199
1505	50,900.00	.6283
1506	64,900.00	.6866
1507	95,900.00	.8156
1508	95,900.00	.8156
1509	64,900.00	.6866
1510	150,900.00	.6283
1511	148,900.00	.6199
1512	146,900.00	.6116
1513	145,900.00	.6074
1514	114,900.00	.4784
C1G1	170,000.00	.7078
C1G2	70,000.00	.2914
C1G3	48,000.00	.1998
C1G4	30,000.00	.1249
C1G5	30,000.00	.1249
C1G6	48,000.00	.1998
C1G7	60,000.00	.2498
C1G8	25,000.00	.1040
2101	107,900.00	.4492
2102	138,900.00	.5783
2103	139,900.00	.5825
2104	141,900.00	.5908
2105	143,900.00	.5991
2106	167,900.00	.6990
2107	188,900.00	.7865
2108	188,900.00	.7865
2109	167,900.00	.6990
2110	143,900.00	.5991
2111	41,900.00	.5908
2112	39,900.00	.5825
2113	38,900.00	.5783
2114	07,900.00	.4492
2201	108,900.00	.4534
2202	139,900.00	.5825
2203	140,900.00	.5866
2204	142,900.00	.5950
2205	144,900.00	.6033
2206	168,900.00	.7033
2207	189,900.00	.7907
2208	189,900.00	.7907
2209	168,900.00	.7033
2210	144,900.00	.6033
2211	142,900.00	.5950
2212	140,900.00	.5866
2213	139,900.00	.5825
2214	108,900.00	.4534
2301	109,900.00	.4576
2302	141,900.00	.5908
2303	142,900.00	.5950
2304	144,900.00	.6033
2305	146,900.00	.6116
2306	170,900.00	.7116
2307	191,900.00	.7990
2308	91,900.00	.7990
2309	70,900.00	.7116
2310	46,900.00	.6116
2311	44,900.00	.6033
2312	42,900.00	.5950
2313	41,900.00	.5908
2314	109,900.00	.4576
2401	112,900.00	.4700
2402	143,900.00	.5991
2403	144,900.00	.6033
2404	146,900.00	.6116
2405	148,900.00	.6199
2406	172,900.00	.7199
2407	193,900.00	.8073
2408	193,900.00	.8073
2409	172,900.00	.7199
2410	148,900.00	.6199
2411	146,900.00	.6116

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2412	44,900.00	.6033
2413	43,900.00	.5991
2414	12,900.00	.4700
2501	14,900.00	.4784
2502	45,900.00	.6074
2503	46,900.00	.6116
2504	48,900.00	.6199
2505	50,900.00	.6283
2506	74,900.00	.7282
2507	95,900.00	.8157
2508	95,900.00	.8157
2509	74,900.00	.7282
2510	50,900.00	.6283
2511	148,900.00	.6199
2512	46,900.00	.6116
2513	45,900.00	.6074
2514	14,900.00	.4784
2601	16,900.00	.4867
2602	47,900.00	.6158
2603	48,900.00	.6199
2604	50,900.00	.6283
2605	52,900.00	.6366
2606	76,900.00	.7366
2607	97,900.00	.8240
2608	97,900.00	.8240
2609	76,900.00	.7366
26.0	52,900.00	.6366
26.1	150,900.00	.6283
26.2	48,900.00	.6199
26.3	47,900.00	.6158
26.4	16,900.00	.4867
C.G1	55,500.00	.2311
C.G2	52,500.00	.2186
C.G3	93,000.00	.3872
C.71	180,000.00	.7495
G281	20,000.00	.0833
	<u>\$24,016,600.00</u>	<u>99.99</u>

For Modification refer to KK 1261 Pg. 21 9-14-95

Prepared By: LANIER & FOUNTAIN, ESQS.

BOOK 818 PAGE 131

AMENDMENT

TO
DECLARATION OF CONDOMINIUM
OF
ST. REGIS RESORT

'87 FEB 6 AM 10 52

THIS AMENDMENT to the Declaration of Condominium entitled "Declaration of Covenants, Conditions, Restrictions and Condominium of, St. Regis Resort" (hereinafter called "Declaration") dated June 17, 1985, and filed for record in the Office of the Register of Deeds of Onslow County in Book 756, at Page 274, et. seq., is hereby made and promulgated by COVEST, INC., the owner of the real property added hereto, together with each condominium unit constituting a part thereof, submitted to the aforementioned Declaration (Covest, Inc., being the Declarant therein), in accordance with the provisions of said Declaration and the By-Laws attached thereto.

The Amendments made and promulgated hereby are as follows:

Exhibit C attached to the Declaration, is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is a new Exhibit C, attached hereto and made a part hereof.

IN WITNESS WHEREOF, COVEST, INC., has caused this Amendment to Declaration to be executed by its duly authorized officers and its corporate seal affixed, this the 6th day of February, 1987.

COVEST, INC.

BY: Bobby J. Dixon
BOBBY J. DIXON, President

JOHN N. STARLING, JR., Secretary

BOOK 818 PAGE 132

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that JOHN N. STARLING, JR., personally appeared before me this day and acknowledged that he is Secretary of COVEST, 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 notarial seal, this the 6th day of February, 1987.

Mary E. Strong
Notary Public
My Commission Expires: 7/14/91



NORTH CAROLINA, ONSLOW COUNTY
The foregoing certificate(s) of

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 818 Page 131 This 6th day of Feb.
19 87 A.D. at 10:52 o'clock A. M. *****
M. E. Strong By _____
Register of Deeds, Onslow County Register of Deeds

BOOK 818 PAGE 133

EXHIBIT "C"

ST. REGIS RESORT

BUILDING II:

The Plans and Specifications of Building II of St. Regis Resort, as recorded in the Office of the Onslow County Register of Deeds in Unit Ownership and Condominium Book 1, Page(s) 31-31gg, to which reference is had, said Plans and Specifications being incorporated herein by reference, with the exception of Page 31C, relating to Unit C271 (Restaurant Level). Said page is deleted from this description, and those Plans and Specifications as recorded in Unit Ownership and Condominium Book 2, Page 1 and 1A, said Plans and Specifications being incorporated herein by reference.

BUILDING I:

The Plans and Specifications of Building I of St. Regis Resort, as recorded in the Office of the Onslow County Register of Deeds in Unit Ownership and Condominium Book 1, Page(s) 34-34u, to which reference is had, said Plans and Specifications being incorporated herein by reference.

For Modification refer to BK 1261 Pg. 21 9-14-95

BOOK 832 PAGE 948

Prepared By: LANIER & FOUNTAIN, ESQS.

AMENDMENT
TO
DECLARATION OF CONDOMINIUM
OF
ST. REGIS RESORT

THIS AMENDMENT to the Declaration of Condominium entitled "Declaration of Covenants, Conditions, Restrictions and Condominium of St. Regis Resort" (hereinafter called "Declaration") dated June 17, 1985, and filed for record in the Office of the Register of Deeds of Onslow County in Book 756, at Page 274, et. seq., is hereby made and promulgated by COVEST, INC., the owner of the real property added hereto, together with each condominium unit constituting a part thereof, submitted to the aforementioned Declaration (Covest, Inc., being the Declarant therein), in accordance with the provisions of said Declaration and the By-Laws attached thereto.

The Amendments made and promulgated hereby are as follows:

1. The description of the land contained in Exhibit A of the Declaration, is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is the following description.

Being all of that certain property located in Stump Sound Township, Onslow County, North Carolina, as described in Exhibit A, attached hereto and incorporated herein by reference.

2. Exhibit B attached to the Declaration is hereby deleted in its entirety.

3. Exhibit C attached to the Declaration, is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is a new Exhibit C, attached hereto and made a part hereof.

4. Exhibit D attached to the Declaration, is hereby deleted in its entirety and inserted in its place and stead, to the same extent as if set forth in the original Declaration, is a new Exhibit D, attached hereto and made a part hereof.

BOOK 832 PAGE 949

IN WITNESS WHEREOF, COVEST, INC., has caused this
Amendment to Declaration to be executed by its duly authorized
officers and its corporate seal affixed, this the 4~~th~~ day of
May, 1987.

COVEST, INC.

BY: Bobby J. Dixon
BOBBY J. DIXON, President

ATTEST:

John N. Starling, Jr.
JOHN N. STARLING, JR., Secretary

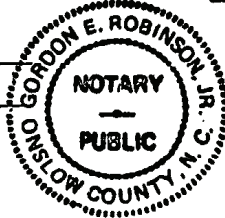
STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby
certify that JOHN N. STARLING, JR., personally appeared before
me this day and acknowledged that he is Secretary of COVEST,
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 notarial seal, this the 4~~th~~ day
of May, 1987.

Gordon E. Robinson, Jr.
Notary Public

My Commission Expires: 5/31/88



BOOK 832 PAGE 950

JOHN S. MOORE, Trustee and UNITED CAROLINA BANK, join in the execution of this Amendment to Declaration for the sole purpose of consenting to such Amendment and for the purpose of submitting and subjecting any and all interest they, or either of them, have or may have, by virtue of that certain deed of trust dated October 15, 1986 from COVEST, INC., to JOHN S. MOORE, Trustee and UNITED CAROLINA BANK, recorded in Book 802, Page 44, Onslow County Registry, and that certain deed of trust dated March 27, 1987, recorded in Book 825, Page 557, Onslow County Registry, to this Amendment to Declaration.

IN WITNESS WHEREOF, JOHN S. MOORE, Trustee, and UNITED CAROLINA BANK, have caused this Amendment to Declaration to be executed by its duly authorized officers and its corporate seal to be hereunto affixed this the 6th day of May, 1987.

John S. Moore (SEAL)
JOHN S. MOORE

UNITED CAROLINA BANK

BY: John S. Moore
Vice President

(CORPORATE SEAL)

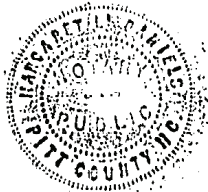
ATTEST:

STATE OF NORTH CAROLINA
COUNTY OF

I, a Notary Public of said County and State, do hereby certify that JOHN S. MOORE, 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 notarial seal, this the 16th day of May, 1987.

Margaret S. Daniels
Notary Public
My Commission Expires: December 11, 1990



BOOK 832 PAGE 951

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby
certify that Gene S. Jones, personally appeared before
me this day and acknowledged that she is Assistant Corporate Secretary
of UNITED CAROLINA BANK, 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 Vice President
_____, sealed with its corporate seal and attested by its Assistant
Corporate Secretary.

Witness my hand and notarial seal, this the 16th day
of May, 1987.

Margaret J. Sandb
Notary Public

My Commission Expires: My Commission Expires December 11, 1990



BOOK 832 PAGE 952

M. F. BOSTIC, of Duplin County, North Carolina, F.
ROGER PAGE, JR., of Forsyth County, North Carolina, CHARLES S.
LANIER, Trustee, of Onslow County, North Carolina, and NCNB
NATIONAL BANK OF NORTH CAROLINA, join in the execution of this
Amendment to Declaration for the sole purpose of consenting to
such Amendment and for the purpose of submitting and subjecting
any and all interest they have or may have by virtue of those
certain deeds of trust recorded in Book 629, Page 685, and Book
629, Page 688, which were assigned to NCNB NATIONAL BANK OF NORTH
CAROLINA by instruments recorded in Book 764, Page 452, and Book
764, Page 459, Onslow County Registry, and by virtue of that
certain deed of trust recorded in Book 77, Page 955, Onslow
County Registry, to this Amendment to Declaration.

IN WITNESS WHEREOF, Charles S. Lanier, Trustee, has
hereunto set his hand and seal this the 12th day of May,
1987, and NCNB National Bank of North Carolina has caused this
Amendment to Declaration to be executed by its duly authorized
officer and its corporate seal to be hereunto affixed this the 11th
day of May, 1987.

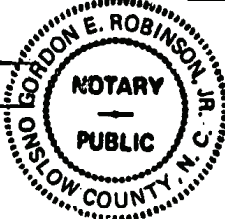

CHARLES S. LANIER, Trustee (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby
certify that CHARLES S. LANIER, Trustee, 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 notarial seal, this the 12th day
of May, 1987.


Notary Public
My Commission Expires: 5/31/88



BOOK 832 PAGE 953



(CORPORATE SEAL)

NCNB NATIONAL BANK OF NORTH
CAROLINA

BY:

Alan D. Pike
Asst. Vice President

ATTEST:

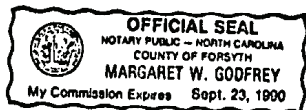
Beverly C. Roney
Asst. Sec.

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby
certify that Beverly C. Roney, personally appeared before me
this day and acknowledged that she is Asst. Secretary of
NCNB NATIONAL BANK OF NORTH CAROLINA, a national banking
association, and that by authority duly given and as the act of
the association, the foregoing instrument was signed in its name
by its Alan D. Pike Asst. Vice, sealed with its corporate seal and
attested by its Asst. Sec.

Witness my hand and notarial seal, this the 11th day
of May, 1987.

Margaret W. Godfrey
Notary Public
My Commission Expires: 9-23-90



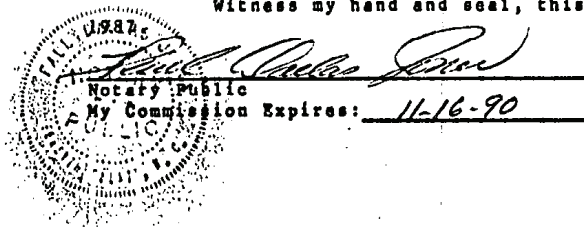
BOOK 832 PAGE 954

F. Roger Page, Jr. (SEAL)
F. ROGER PAGE, JR.

STATE OF NORTH CAROLINA
COUNTY OF FORSYTH

I, a Notary Public of said County and State, do hereby
certify that F. ROGER PAGE, JR. 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 11 day of MAY,



BOOK 832 PAGE 955

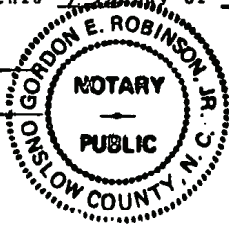
M. F. Bostic (SEAL)
M. F. BOSTIC

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, a Notary Public of said County and State, do hereby certify that M. F. BOSTIC 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 May, 1987.

Gordon E. Robinson, Jr.
Notary Public
My Commission Expires: 5/3/88



NORTH CAROLINA, ONSLOW COUNTY Gordon E. Robinson, Jr., Margaret L. Daniels,
The foregoing certificate(s) of
Margaret W. Godfrey & Paul Dallas Jones
Notary(ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in
Book 832 Page 948 This 14th day of May
19 87 A.D., at 3:55 o'clock P. M. -----
Michael M. Thomas By _____
Register of Deeds, Onslow County Register of Deeds

BOOK 832 PAGE 956

EXHIBIT "A"

Being all that parcel of land lying and being in Stump Sound Township, Onslow County, North Carolina, and more particularly described as follows:

TRACT I:

Beginning at an iron stake at the approximate mean high water line of the Atlantic Ocean which said iron stake is located from Triangulation Station "View" South 20 degrees 36 minutes 11 seconds West 566.92 feet to an iron stake in the center of old S.R. 1568 (Abandoned) and the Hunter Heath-Bell and Warren Line; with said line South 28 degrees 48 minutes 49 seconds East 288.17 feet to a point at the approximate mean high water line of the Atlantic Ocean; and with said approximate high water line South 64 degrees 38 minutes 01 seconds West 353.05 feet to said beginning iron pipe. Said beginning point being so located runs thence as follows: With approximate mean high water line of Atlantic Ocean 64 degrees 38 minutes 01 seconds West 293.00 feet to a point; thence North 25 degrees 21 minutes 59 seconds West 613.07 feet (passing over an inline concrete monument at 193.53 feet and 343.07 feet) to a point in the Northern right-of-way line of 60.00 feet wide right-of-way of S.R. 1568, thence with said northern right-of-way North 63 degrees 19 minutes 00 seconds East 132.71 feet and the chord of a curve North 58 degrees 18 minutes 51 seconds East 161.30 feet to a point; thence South 25 degrees 21 minutes 59 seconds East 633.88 feet to the point of beginning.

TRACT II:

Beginning at an iron stake at the approximate mean high water line of the Atlantic Ocean which said beginning point is located from Triangulation Station "View" South 20 degrees 36 minutes 11 seconds West 566.92 feet to an iron stake in the Eastern line of Lot No. 9 and Hunter Heath Property line, thence South 28 degrees 48 minutes 49 seconds East 288.17 feet to a point and South 64 degrees 38 minutes 01 seconds West 646.05 feet to the point of Beginning and runs thence as follows: With the approximate mean high water line of the Atlantic Ocean South 64 degrees 38 minutes 01 seconds West 114.00 feet to a point; thence South 63 degrees 19 minutes 11 seconds West 212.77 feet to a point; thence North 26 degrees 40 minutes 49 seconds West 610.28 feet (passing over an inline concrete monument at 540.28 feet) to a point in the Northern Margin of the 60.00 feet wide right-of-way of S.R. 1568; thence with said Margin North 63 degrees 9 minutes 00 seconds East 340.80 feet to a point; thence South 25 degrees 21 minutes 59 seconds East 613.07 feet (passing over an inline concrete monument at 70.00 feet) to the beginning. The above described lot or tract is all of Lot No. 7 as shown on a map entitled "Survey for M. F. Bostic 'Bell and Warren Tract' Lots No. 1 thru No. 9.

TRACT III:

Beginning at an iron stake in the Hunter Heath Property line as shown on a map entitled "Survey for M. F. Bostic and Roger Page, Jr.", said beginning point is located South 20 degrees 36 minutes 11 seconds West 566.92 feet from Triangulation Station "View" said beginning point being so located runs thence as follows: With the Hunter Heath property line South 28 degrees 48 minutes 49 seconds East 288.17 feet (passing over an inline concrete monument at 54.00 feet) to a point at the approximate Mean High Water line of the Atlantic Ocean; thence, with said approximate mean high water line South 64 degrees 38 minutes 01 seconds West 353.05 feet to a point; thence, with the common line of Lot 8 and Lot 9 North 25 degrees 21 minutes 59 seconds West 633.88 feet to a point in the 60.00 feet wide Northern right-of-way line of S.R. 1568; thence, with said right-of-way a chord as it curves North 47 degrees 49 minutes 22 seconds East 176.95 feet to a point of tangency and North 42 degrees 20 minutes 00 seconds East 150.19 feet to a concrete monument in the Hunter Heath line; thence, with the common line of Lot 9 and Hunter Heath's line South 28 degrees 48 minutes 49 seconds East 455.22 feet to the point of beginning. The above described lot or tract is all of Lot No. 9 as shown on the before mentioned map.

BOOK 832 PAGE 957

EXHIBIT "C"

ST. REGIS RESORT

BUILDING II:

The Plans and Specifications of Building II of St. Regis Resort, as recorded in the Office of the Onslow County Register of Deeds in Unit Ownership and Condominium Book 1, Page(s) 31-31gg, to which reference is had, said Plans and Specifications being incorporated herein by reference, with the exception of Page 31C, relating to Unit C271 (Restaurant Level). Said page is deleted from this description, and inserted in its stead to the same extent as if set forth in the original Declaration, are those Plans and Specifications as recorded in Unit Ownership and Condominium Book 2, Page 1 and 1A, said Plans and Specifications being incorporated herein by reference.

BUILDING I:

The Plans and Specifications of Building I of St. Regis Resort, as recorded in the Office of the Onslow County Register of Deeds in Unit Ownership and Condominium Book 1, Page(s) 34-34u, to which reference is had, said Plans and Specifications being incorporated herein by reference.

BUILDING III:

The Plans and Specifications of Building III of St. Regis Resort, as recorded in the Office of the Onslow County Register of Deeds in Unit Ownership and Condominium Book 2, Page(s) 2-2RR, to which reference is had, said Plans and Specifications being incorporated herein by reference.

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EXHIBIT "D"
ST. REGIS RESORT, A CONDOMINIUM
BUILDINGS I, II, AND III

<u>UNIT NUMBER</u>	<u>FAIR MARKET VALUE</u>	<u>PERCENTAGE INTEREST IN COMMON ELEMENT</u>
..01	07900.00	0.307
..02	38900.00	0.396
..03	39900.00	0.399
..04	41900.00	0.404
..05	43900.00	0.410
..06	67900.00	0.478
..07	88900.00	0.538
..08	88900.00	0.538
..09	67900.00	0.478
..10	43900.00	0.410
..11	141900.00	0.404
..12	39900.00	0.399
..13	38900.00	0.396
..14	07900.00	0.307
201	08900.00	0.310
202	39900.00	0.399
203	40900.00	0.402
204	42900.00	0.407
205	44900.00	0.413
206	68900.00	0.48
207	89900.00	0.54
208	89900.00	0.54
209	68900.00	0.48
210	44900.00	0.413
411	46900.00	0.49
412	44900.00	0.43
413	43900.00	0.410
414	12900.00	0.322
501	14900.00	0.327
502	45900.00	0.46
503	46900.00	0.49
504	48900.00	0.424
505	50900.00	0.450
506	74900.00	0.498
507	95900.00	0.556
508	95900.00	0.556
509	74900.00	0.498
510	50900.00	0.430
511	48900.00	0.424
512	46900.00	0.419
513	45900.00	0.416
514	14900.00	0.327
C.G1	70000.00	0.484
C.G2	70000.00	0.199
C.G3	48000.00	0.137
C.G4	30000.00	0.085
C.G5	30000.00	0.085
C.G6	48000.00	0.137
C.G7	60000.00	0.171
C.G8	25000.00	0.071
210	07900.00	0.307
2102	38900.00	0.296
1211	42900.00	0.407
1212	40900.00	0.402
1213	39900.00	0.399
1214	08900.00	0.310
301	09900.00	0.313
302	41900.00	0.404
303	42900.00	0.407
304	44900.00	0.413
305	46900.00	0.419
306	70900.00	0.487
307	91900.00	0.547
308	91900.00	0.547
309	70900.00	0.487

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<u>UNIT NUMBER</u>	<u>FAIR MARKET VALUE</u>	<u>PERCENTAGE INTEREST IN COMMON ELEMENT</u>
310	146900.00	0.419
311	144900.00	0.413
312	142900.00	0.407
313	141900.00	0.404
314	109900.00	0.333
401	112900.00	0.322
402	143900.00	0.410
403	44900.00	0.413
404	46900.00	0.419
405	48900.00	0.424
406	72900.00	0.493
407	93900.00	0.553
1408	193900.00	0.553
1409	72900.00	0.493
1410	48900.00	0.424
2103	39900.00	0.399
2104	41900.00	0.404
2105	43900.00	0.410
2106	67900.00	0.478
2107	88900.00	0.538
2108	88900.00	0.538
2109	67900.00	0.478
2110	43900.00	0.410
2111	41900.00	0.404
2112	39900.00	0.399
2113	38900.00	0.396
2114	107900.00	0.307
2201	108900.00	0.310
2202	39900.00	0.399
2203	40900.00	0.402
2204	142900.00	0.407
2205	144900.00	0.413
2206	168900.00	0.481
2207	189900.00	0.541
2208	189900.00	0.541
2209	168900.00	0.481
2210	44900.00	0.413
2211	42900.00	0.407
2212	40900.00	0.402
2213	39900.00	0.399
2214	08900.00	0.310
2301	09900.00	0.313
2302	41900.00	0.404
2303	42900.00	0.407
2304	44900.00	0.413
2305	46900.00	0.419
2306	70900.00	0.487
2307	91900.00	0.547
2308	91900.00	0.547
2309	170900.00	0.487
2310	146900.00	0.419
2311	144900.00	0.413
2312	142900.00	0.407
2313	41900.00	0.404
2314	09900.00	0.313
2401	112900.00	0.322
2402	43900.00	0.410
2403	44900.00	0.413
2404	46900.00	0.419
2405	48900.00	0.424
2406	72900.00	0.493
2407	93900.00	0.553
2408	93900.00	0.553
2409	72900.00	0.493
2410	48900.00	0.424
2411	146900.00	0.419
2412	144900.00	0.413
2413	43900.00	0.410
2414	12900.00	0.322

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<u>UNIT NUMBER</u>	<u>FAIR MARKET VALUE</u>	<u>PERCENTAGE INTEREST IN COMMON ELEMENT</u>
2501	14900.00	0.327
2502	45900.00	0.4 6
2503	46900.00	0.4 9
2504	48900.00	0.424
2505	50900.00	0.430
2506	74900.00	0.498
2507	95900.00	0.558
2508	95900.00	0.558
2509	74900.00	0.498
2510	50900.00	0.430
251	48900.00	0.424
25.2	46900.00	0.4 9
25.3	45900.00	0.4 6
25.4	14900.00	0.327
260.	16900.00	0.333
2602	47900.00	0.421
2603	48900.00	0.424
2604	50900.00	0.430
2605	52900.00	0.436
2606	76900.00	0.504
2607	97900.00	0.564
2608	97900.00	0.564
2609	76900.00	0.504
26 0	52900.00	0.436
26	50900.00	0.430
26.2	48900.00	0.424
26.3	47900.00	0.421
26.4	16900.00	0.333
C2G.	55500.00	0.158
C2G2	52500.00	0.150
C2G3	93000.00	0.265
C27.	80000.00	0.513
C28.	20000.00	0.057
310.	07900.00	0.307
3102	38900.00	0.396
3103	39900.00	0.399
3104	41900.00	0.404
3105	43900.00	0.4 0
3106	67900.00	0.478
3107	88900.00	0.538
3108	88900.00	0.536
3109	67900.00	0.478
3110	43900.00	0.4 0
311.	41900.00	0.404
3112	39900.00	0.399
3113	38900.00	0.396
3114	07900.00	0.307
320.	08900.00	0.310
3202	39900.00	0.399
3203	40900.00	0.402
3204	42900.00	0.407
3205	44900.00	0.413
3206	68900.00	0.48
3207	89900.00	0.54
3208	89900.00	0.54
3209	68900.00	0.48
32.0	44900.00	0.413
32	42900.00	0.407
32.2	40900.00	0.402
32.3	39900.00	0.399
32.4	08900.00	0.310
330.	09900.00	0.313
3302	41900.00	0.404
3303	42900.00	0.407
3304	44900.00	0.413
3305	46900.00	0.419
3306	70900.00	0.487
3307	91900.00	0.547
3308	91900.00	0.547

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<u>UNIT NUMBER</u>	<u>FAIR MARKET VALUE</u>	<u>PERCENTAGE INTEREST IN COMMON ELEMENT</u>
3309	170900.00	0.487
3310	46900.00	0.419
3311	44900.00	0.413
3312	42900.00	0.407
3313	41900.00	0.404
3314	109900.00	0.313
340	12900.00	0.322
3402	43900.00	0.410
3403	44900.00	0.413
3404	46900.00	0.419
3405	48900.00	0.424
3406	72900.00	0.493
3407	93900.00	0.553
3408	93900.00	0.553
3409	72900.00	0.493
3410	48900.00	0.424
3411	46900.00	0.419
3412	44900.00	0.413
3413	43900.00	0.410
3414	12900.00	0.322
3501	14900.00	0.327
3502	45900.00	0.416
3503	46900.00	0.419
3504	48900.00	0.424
3505	50900.00	0.430
3506	74900.00	0.498
3507	95900.00	0.558
3508	95900.00	0.558
3509	74900.00	0.498
3510	50900.00	0.430
3511	48900.00	0.424
3512	46900.00	0.419
3515	45900.00	0.416
3514	114900.00	0.327
C3G1	170000.00	0.484
C3G2	60000.00	0.171
C3G3	70000.00	0.199
C3G4	48000.00	0.137
C3G5	48000.00	0.137
C3G6	25000.00	0.071
C3G7	60000.00	0.171
TOTALS	35092600.00	99.992