

After recording, please return to:

Amanda L. Callander
Buist Byars & Taylor, LLC
652 Coleman Blvd., Ste 200
Mount Pleasant, SC 29464

Please cross-reference to Declaration recorded at:

Book V573, Page 762
Book U611, Page 848, and
Book J642, Page 433

STATE OF SOUTH CAROLINA)	THIRD SUPPLEMENTAL DECLARATION
)	TO AMENDED AND RESTATED
)	DECLARATION OF COVENANTS,
)	RESTRICTIONS AND EASEMENTS FOR
)	CAROLINA BAY
COUNTY OF CHARLESTON)	

THIS THIRD SUPPLEMENTAL DECLARATION TO AMENDED AND RESTATED DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR CAROLINA BAY (this "Third Supplemental Declaration") is made this 30 day of January, 2008, by Centex Homes, a Nevada general partnership (the "Declarant").

WITNESSETH

WHEREAS, the Declarant executed that certain Declaration of Covenants, Restrictions and Easements for Carolina Bay (the "Original Declaration"), which was recorded in the RMC Office for Charleston County, South Carolina, on February 7, 2006, in Book V573, Page 762, restricting certain real property located in the City of Charleston, in Charleston County, South Carolina and being more particularly described in Exhibit A to the Declaration (the "Property"); and

WHEREAS, the Declarant subsequently amended and restated the Original Declaration by executing that certain Amended and Restated Declaration of Covenants, Restrictions and Easements for Carolina Bay (together with the Original Declaration, the "Declaration"), which was recorded in the RMC Office for Charleston County, South Carolina, on January 11, 2007, in Book U611, Page 848 and

WHEREAS, pursuant to the terms of Section A of Article 12 of the Declaration, the Declarant may annex certain Additional Property (as defined in the Declaration) at any time, with or without the prior approval or joinder of the Association, the Residential Owners or any other Person, by recording a supplementary declaration in the RMC Office for Charleston County extending the operation and effect of the Declaration to said Additional Property; and

WHEREAS, the Declarant now desires to annex as Additional Property certain property being more particularly described in Exhibit A attached hereto (the "Property") and to subject the same the Declaration by executing and recording this Third Supplemental Declaration.

NOW THEREFORE KNOW ALL MEN BY THESE PRESENTS THAT CENTEX HOMES, as Declarant does hereby declare the Property described on Exhibit A attached hereto shall hereafter be owned, held, used, enjoyed and conveyed subject to the terms of the Declaration, as amended or as may be further amended from time to time, which shall run with

the title to all said Property and shall be binding upon all Persons having any right, title or interest in such Property, their heirs, successors, successors-in-title and assigns.

IN WITNESS WHEREOF, Declarant has signed this Third Supplemental Declaration this 30 day of January, 2008.

WITNESSES AS TO DECLARANT:

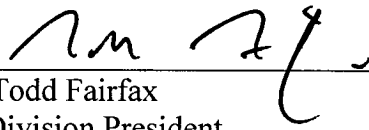


DECLARANT:

CENTEX HOMES, a Nevada general partnership

By: Centex Real Estate Corporation,
a Nevada corporation

Its: Managing General Partner


By: Todd Fairfax
Its: Division President

STATE OF SOUTH CAROLINA)

COUNTY OF Charleston)

The foregoing instrument was acknowledged before me, this 30 day of January, 2008, by Todd Fairfax, Division President of Centex Real Estate Corporation, a Nevada corporation, the Managing General Partner of Centex Homes, a Nevada general partnership.



_____(SEAL)
Notary Public for South Carolina,

My Commission Expires: 10/16/08

Exhibit "A"

ALL those certain pieces, parcels or tracts of land, situate, lying and being in the City and County of Charleston, State of South Carolina, being shown and designated as "Tract C-1" containing 276.645 acres, more or less and "Tract H-1" containing 2.083 acres, more or less, on that certain plat prepared by Southeastern Surveying of Charleston, Inc. entitled **"A SUBDIVISION PLAT CREATING TRACT C-1, CONTAINING 276.645 ACRES, RESIDUAL TRACT H-1 CONTAINING 2.083 ACRES OWNED BY ESSEX FARMS, LLC, LOCATED INT EH CITY OF CHARLESTON, CHARLESTON COUNTY, SOUTH CAROLINA"** dated August 10, 2004, said Plat being recorded in the RMC Office for Charleston County on March 14, 2005 in Plat Book EH at Pages 789 through 792 said tracts having such size, shape, location, buttings and boundings as are more particularly shown on said plat.

BEING the same property conveyed to Centex Homes, a Nevada general partnership by deed of Essex Farms, LLC dated March 15, 2005 and recorded in Book B-529 at Page 765 in the Charleston County RMC Office.

-AND-

ALL those certain pieces, parcels or lots of land, situate, lying and being in Charleston County, South Carolina, and shown and designated as "(0.778 AC.)" portion of a "50' Access Road", "Tract C Highland 73,574.88 S.F. 1.689 Ac." and "Tract C Marsh 77,115.78 S.F. 1.770 Ac.", "Tract D Total 193,258.82 S.F. 4.437 Ac." which is comprised of "Highland 157,600.51 S.F. 3.618 Ac." and "Marsh 35,661.44 S.F. 0.819 Ac." on a plat thereof entitled **"SUBDIVISION PLAT SHOWING THE SADDLES AT CAROLINA BAY, TRACT A, (2.112 AC.) PROPERTY OF PELLA REALTY, LLC; A PROPERTY LINE ADJUSTMENT BETWEEN TRACT A1, PELLA REALTY, LLC AND TRACT B, PROPERTY OF JOHN McLEOD BRADHAM, ET.AL. INTO TRACT A1-R (6.741 AC.); TRACT B1, PROPERTY OF JULIA ELIZABETH BRADHAM, ET.AL., INTO TRACT B1A (1.874 AC.) AND TRACT C PROPERTY OF DOROTHY McLEOD & ELAIN F. RHODES ET.AL., INTO TRACT C (5.000 AC.) AND TRACT C-1 (4.220 AC.) PROPERTY OF JULIA ELIZABETH BRADHAM ET.AL., TRACT D (4.437 AC.) LOCATED IN ST. ANDREWS PARISH, CHARLESTON COUNTY, SOUTH CAROLINA"** prepared by Trico Engineering Consultants, Inc., dated June 6, 2005, last revised February 2, 2006 and recorded in the Plat Book EJ at Page 506 in the RMC Office for Charleston County, SC; said parcels having such size, shape, location, buttings and boundings as are more particularly shown on said Plat.

SAVING AND EXCEPTING that portion of Tract C shown and designated on the above described Plat as "Tract C Highland 1.541 Ac."

BEING a portion of that property conveyed to Centex Homes, a Nevada general partnership by deed of Dorothy McLeod Rhodes dated January 1, 2006 and recorded at Book U-571 at Page 176 and by Corrective Deed dated March 22, 2007 recorded in Book B-621 at Page 662 in the Charleston County RMC Office.

-AND-

ALL that piece, parcel or lot of land, situate, lying and being in Charleston County, South Carolina, and shown as "TRACT C-1 (0.82 Ac.)" on a plat thereof entitled "**PLAT OF 2980 ACRES (SUBDIVISION INTO TRACTS-A-A1-B-B1 & C) ST. ANREWS PARISH, CHARLESTON CO SOUTH CAROLINA**" prepared by Exo Hilton, dated April 28, 1994, (last revised December 15, 1997) recorded October 9, 1998, in Plat Book EC at Page 781, in the RMC Office for Charleston County, SC; said parcel having such size, shape, location, buttings and boundings as are more particularly shown on said Plat.

BEING a portion of that property conveyed to Centex Homes, a Nevada general partnership by deed of Dorothy McLeod Rhodes dated March 22, 2007 recorded in Book B-621 at Page 662 in the Charleston County RMC Office.

-AND-

ALL those pieces, parcels or lots of land, situate, lying and being in Charleston County, South Carolina, and shown as Lot 3, Lot 4, and Lot 6 in Block "K" and Lot 2 and Lot 8 in Block "B" on plat thereof entitled "**MAP OF RE-SUBDIVISION OF BLOCKS A, B, K AND L OF BOLTON ST. ANDREW'S PARISH, CHARLESTON COUNTY, SOUTH CAROLINA**" prepared by A.L. Glen, dated November 1954 and recorded in Plat Book K at Page 15, in the RMC Office for Charleston County, SC; said parcels having such size, shape, location, buttings and boundings as are more particularly shown on said Plat.

BEING a portion of that property conveyed to Centex Homes, a Nevada general partnership by deed of Dorothy McLeod Rhodes dated January 1, 2006 and recorded at Book U-571 at Page 176 and by Corrective Deed dated March 22, 2007 recorded in Book B-621 at Page 662 in the Charleston County RMC Office.

-AND-

ALL those certain pieces, parcels or lots of land, situate, lying and being in Charleston County, South Carolina, and shown and designated as "(0.709 AC.)" portion of a "50' Access Only", and "(0.297 AC.)" portion of a "50' Access Only" on a plat thereof entitled "**SUBDIVISION PLAT SHOWING THE SADDLES AT CAROLINA BAY, TRACT A, (2.112 AC.) PROPERTY OF PELLA REALTY, LLC; A PROPERTY LINE ADJUSTMENT BETWEEN TRACT A1, PELLA REALTY, LLC AND TRACT B, PROPERTY OF JOHN McLEOD BRADHAM, ET.AL. INTO TRACT A1-R (6.741 AC.); TRACT B1, PROPERTY OF JULIA ELIZABETH BRADHAM, ET.AL., INTO TRACT B1A (1.874 AC.) AND TRACT C PROPERTY OF DOROTHY McLEOD & ELAIN F. RHODES ET.AL., INTO TRACT C (5.000 AC.) AND TRACT C-1 (4.220 AC.) PROPERTY OF JULIA ELIZABETH BRADHAM ET.AL., TRACT D (4.437 AC.) LOCATED IN ST. ANDREWS PARISH, CHARLESTON COUNTY, SOUTH CAROLINA**" prepared by Trico Engineering Consultants, Inc., dated June 6, 2005, last revised February 2, 2006 and recorded in the Plat

Book EJ at Page 506 in the RMC Office for Charleston County, SC; said parcels having such size, shape, location, buttings and boundings as are more particularly shown on said Plat.

BEING the same property conveyed to Centex Homes, a Nevada general partnership, by deed of John McLeod Bradham a/k/a John M. Bradham, Julia Elizabeth Bradham a/k/a J. Elizabeth Bradham, and Margaret Claire Bradham Thornton a/k/a Margaret B. Thornton dated February 1, 2006 and recorded in Book T-571 at Page 772 in the Charleston County RMC Office.

-AND-

ALL those certain pieces, parcels or lots of land, situate, lying and being in Charleston County, South Carolina, and shown and designated as "(0.520 AC.)" portion of a "50' Access Only", on a plat thereof entitled "**SUBDIVISION PLAT SHOWING THE SADDLES AT CAROLINA BAY, TRACT A, (2.112 AC.) PROPERTY OF PELLA REALTY, LLC; A PROPERTY LINE ADJUSTMENT BETWEEN TRACT A1, PELLA REALTY, LLC AND TRACT B, PROPERTY OF JOHN McLEOD BRADHAM, ET.AL. INTO TRACT A1-R (6.741 AC.); TRACT B1, PROPERTY OF JULIA ELIZABETH BRADHAM, ET.AL., INTO TRACT B1A (1.874 AC.) AND TRACT C PROPERTY OF DOROTHY McLEOD & ELAIN F. RHODES ET.AL., INTO TRACT C (5.000 AC.) AND TRACT C-1 (4.220 AC.) PROPERTY OF JULIA ELIZABETH BRADHAM ET.AL., TRACT D (4.437 AC.) LOCATED IN ST. ANDREWS PARISH, CHARLESTON COUNTY, SOUTH CAROLINA**" prepared by Trico Engineering Consultants, Inc., dated June 6, 2005, last revised February 2, 2006 and recorded in the Plat Book EJ at Page 506 in the RMC Office for Charleston County, SC; said parcels having such size, shape, location, buttings and boundings as are more particularly shown on said Plat.

BEING the same property conveyed to Centex Homes, a Nevada general partnership, by deed of Pella Realty, LLC dated February 1, 2006 and recorded in Book U-571 at Page 130 in the Charleston County RMC Office.

-AND-

ALL those certain pieces, parcels or tracts of land, situate, lying and being in the City and County of Charleston, State of South Carolina, being shown and designated as "AREA 5" containing 231.482 acres and "83,473 S.F. 1.916 AC TRACT C", and "18,717 S.F. 0.429 AC TRACT E", more or less, on that certain plat prepared by Southeastern Surveying of Charleston, Inc. entitled "**A BOUNDARY SURVEY OF AREA 5, A 1.916 ACRE TRACT AND A 0.429 ACRE TRACT CONTAINING 233.827 ACRES OWNED BY JULIA ELIZABETH BRADHAM ETAL LOCATED IN ST. ANDREWS PARISH, CHARLESTON COUNTY, SOUTH CAROLINA**" dated March 27, 2004, said plat being recorded on April 5, 2005 in Plat Book EH at Page 837 through 838 in the Charleston County RMC Office; said parcels having such size, shape, location, buttings and boundings as are more particularly shown on said Plat.

BEING the same property conveyed to Centex Homes, a Nevada general partnership, by deed of Julia Elizabeth Bradham, John M. Bradham a/k/a John McLeod Bradham and Margaret B. Thornton, f/k/a Margaret C. Bradham, Margaret Claire Bradham and Margaret Claire Bradham

Thornton dated April 5, 2005 and recorded in Book X531 at Page 280 in the Charleston County RMC Office.

-AND-

ALL that piece, parcel or lot of land, situate, lying and being in Charleston County, South Carolina, containing 59.350 acres, more or less, and shown as "A PORTION OF AREA 4 TO BE ADDED TO AREA 5 2,585,286.00 S.F. 59.350 AC" on a plat thereof entitled "**PLAT SHOWING A PROPERTY LINE ADJUSTMENT IN BETWEEN A PORTION OF AREA 4 TO BE ADDED TO AREA 5 (59.350 AC) & AREA 5 (103.745 AC) TO FORM AREA 5-1 (163.095 AC.) PROPERTY OF CENTEX HOMES, A NEVADA GENERAL PARTNERSHIP, LOCATED IN ST. ANDREWS PARISH, CITY OF CHARLESTON, CHARLESTON COUNTY, SOUTH CAROLINA**" prepared by Trico Engineering Consultants, Inc. dated April 18, 2007 and recorded April 27, 2007 in Book EK at Page 654 in the Charleston County RMC Office; said parcels having such size, shape, location, buttings and boundings as are more particularly shown on said Plat.

BEING the same property conveyed to Centex Homes, a Nevada general partnership, by deed of Kiawah Raccoon Run, LLC dated May 1, 2007 and recorded in Book J624 at Page 249 in the RMC Office for Charleston County.

-AND-

ALL that certain piece, parcel or tract of land, together with any improvements, situate, lying and being in the City of Charleston, Charleston County, South Carolina and being shown and designated as "AREA 4-1 989,363.22 S.F. 22.713 ac." on a plat by Trico Engineering Consultants, Inc., entitled "PLAT SHOWING A PROPERTY LINE ADJUSTMENT IN BETWEEN AREAS 5-1 & 4-1, PROPERTY OF CENTEX HOMES, A NEVADA GENERAL PARTNESHIP, LOCATED IN ST. ANDREWS PARISH, CITY OF CHARLESTON, CHARLESTON COUNTY, SOUTH CAROLINA." dated March 3, 2008 and recorded March 13, 2008, in Plat Book EL at Page 402 in the RMC Office for Charleston County, South Carolina. Said tract having such size, shape, buttings and boundings as are more particularly shown on said plat which is incorporated herein by reference.

This is the same property conveyed to Centex Homes by deed of conveyance from Julia Elizabeth Bradham, John M. Bradham a/k/a John McLeod Bradham and Margaret B. Thornton, formerly known as Margaret C. Bradham, Margaret Claire Bradham and Margaret Claire Bradham Thornton dated April 5, 2005, and recorded April 6, 2005 in Book X531, Page 279, in the RMC Office for Charleston County, South Carolina and by deed of conveyance from Kiawah Raccoon Run dated March 17, 2008 and recorded simultaneously herewith in the RMC Office for Charleston County, South Carolina.

TMS Number: 307-00-00-004 (portion)
 307-00-00-005 (portion)

BK N 654PG192

RECORDER'S PAGE

NOTE: This page **MUST** remain with the original document



FILED

March 20, 2008
8:47:09 AM

BK N 654PG186

Charlie Lybrand, Register
Charleston County, SC

Handwritten initials

Filed By:

Buist, Byars, & Taylor, LLC
652 Coleman Blvd.
Suite 200
Mt. Pleasant SC 29464-4018

Number of Pages:
7

Handwritten initials

DESCRIPTION	AMOUNT
MISC/SUPP/DECLAR	\$ 12.00
Postage	

TOTAL	\$ 12.00
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