

JACQUELINE S. FRIERSON, PERQUIMANS CO, NC

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STATE OF NORTH CAROLINA

COUNTY OF PERQUIMANS

**SECOND AMENDMENT TO RESTATED DECLARATION
(ALBEMARLE PLANTATION)**

This SECOND AMENDMENT TO THE AMENDED AND RESTATED DECLARATION OF ALBEMARLE PLANTATION (the "Second Amendment") is made as of the 13th day of November, 2013, by **ALBEMARLE PLANTATION PROPERTY OWNERS ASSOCIATION, INC.**, a North Carolina corporation, hereinafter referred to as the "Association", and **ALBEMARLE PLANTATION HOLDINGS, LLC**, a North Carolina limited liability company ("Declarant").

RECITALS:

A. Albemarle Plantation is a residential real estate development which is located in Perquimans County, North Carolina. The Association recorded a Restated Declaration of Covenants, Conditions and Restrictions for Albemarle Plantation dated August 1, 2012, and recorded in Book 410, Page 751, Perquimans County Registry which was amended by a First Amendment to Restated Declaration ("First Amendment") recorded in Book 419, Page 808, Perquimans County Registry (collectively, the "Restated Declaration").

B. Under the provisions of Article 11, Section 5 of the Restated Declaration, the Association reserved the right to modify or amend said Restated Declaration except as limited in Section 13.06 of Article Three (3) without prior notice and without the consent of any person or entity, for any purpose, provided such amendment or modification does not materially alter the basic plan of the development.

C. Declarant has agreed to modify its rights under Section 13.09.

D. Association has elected to amend the Restated Declaration to reflect the fact of said modification.

NOW, THEREFORE, Association, pursuant to the provisions of Article 11, Section 5 of the Restated Declaration hereby amends said Restated Declaration as follows:

Section 13.09 is deleted in its entirety, and replaced with the following:

13.09 So long as the Declarant is the owner of one (1) Lot or Dwelling Unit governed by the Association (including any Lot or Dwelling Unit in the Cole Tract if the Cole Tract has been made subject to the Master Declaration), the Declarant shall be entitled to appoint one (1) member to the Board of Directors of the Association. Such right to appoint a Board member is not transferrable except to an Affiliate of Declarant, and may be terminated at the option of the Declarant. In the event of a change of control of Declarant, this right shall terminate. For the purposes of this Section, "Control" shall mean the power to direct or cause the direction of the management and policies of the Declarant or any Affiliate thereof, directly or indirectly, whether through the ownership of voting securities or other beneficial interests, by contract or otherwise.

2. Cumulative Effect. All of the Covenants, Conditions and Restrictions contained in the Restated Declaration, as amended, and in this Second Amendment to the Restated Declaration, shall run with and encumber the Property. Whenever a provision of this Amendment to the Restated Declaration conflicts with specific provisions of the Restated Declaration, the provisions of this Amendment shall control.

3. Joinder by Declarant. Declarant joins in the execution of this Second Amendment for purposes of confirming that it has consented thereto.

IN WITNESS WHEREOF, this Second Amendment to the Restated Declaration has been signed and executed by the Declarant and adopted the word "SEAL" as its seal, the day and year first above written.

**Albemarle Plantation Property Owners
Association, Inc.**, a North Carolina non-profit
corporation (SEAL)

By: 
Name: T. A. FACEY
Its: PRESIDENT

ALBEMARLE PLANTATION HOLDINGS, LLC

By: William G. Garner (SEAL)
William G. Garner, Manager

STATE OF NORTH CAROLINA

COUNTY OF PERQUIMANS

I, Christie Castro, a Notary Public of the County of Perquimans and State aforesaid, certify that Terry Facey personally came before me this day and acknowledged that he is President of Albemarle Plantation Property Owners Association, Inc., a North Carolina Corporation, and that by authority duly given by the Board of Directors as the act of the Corporation, the foregoing instrument was signed in its name by its President.

Witness my hand and official stamp or seal, this 23rd day of November, 2013.

(NOTARY SEAL)
Christie Castro
Notary Public
My Commission Expires:



STATE OF NORTH CAROLINA
COUNTY OF Pitt

I, a Notary Public for the said County and State, do hereby certify that William G. Garner, Manager of Albemarle Plantation Holdings, LLC, a limited liability company, personally appeared before me this day and acknowledge the due execution of the foregoing instrument on behalf of the company.

Witness my hand and official seal, this the 20 day of Nov., 2013.

My commission expires:
9-17-16

Anne Durham
Notary Public Anne Durham

