

BOOK 2062 PAGE 229

2003 JUL 16 PM 10:52

Prepared by: FRANK W. ERWIN, ATTORNEY
P.O. Box 7206
Jacksonville, N.C. 28540

Index in the Grantor Index:
Brookstone Subdivision
Brookstone Hills, Section I-A
Debby Crayton, Inc.
Brookstone Community Services Association, Inc.
Brookstone Architectural Control Committee

NORTH CAROLINA

AMENDMENT TO MASTER DECLARATION
OF RESTRICTIVE COVENANTS OF
BROOKSTONE

ONSLow COUNTY

THIS AMENDMENT TO MASTER DECLARATION OF RESTRICTIVE COVENANTS OF BROOKSTONE, made this the 16th day of JULY, 2003 by DEBBY CRAYTON, INC., a North Carolina corporation, hereinafter referred to as "Declarant";

Whereas, the Declarant has heretofore caused to be recorded a Master Declaration of Restrictive Covenants in Book 1954, Page 450, Onslow County Registry; and

WHEREAS, the Master Declaration as above recorded and originally published expressly allowed additional tracts or parcels of land to be made subject to the terms and conditions of said Master Declaration; and

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

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WHEREAS, the Declarant has now completed certain improvements on that certain tract of land designated as BROOKSTONE HILLS, SECTION I-A.

WHEREAS, the Declarant is the owner of that certain tract or parcel of land designated as BROOKSTONE HILLS, SECTION I-A, as shown on Exhibit A, attached hereto and by reference made a part hereof; and

WHEREAS, the Declarant will convey the property described as BROOKSTONE HILLS, SECTION I-A, as shown on said Exhibit A subject to all those conditions, restrictions, reservations, liens and charges set forth in the Master Declaration, all of which is hereby incorporated by reference:

NOW THEREFORE, the Declarant does hereby publish and declare all of the property described below shall be held, conveyed, hypothecated, encumbered, used, occupied and improved subject to all the terms and conditions set forth in said Master Declaration; which is declared and agreed to in furtherance of the plan for the improvements of said property in the division thereof and shall be deemed to run with the land and shall be a burden and a benefit to Declarant, its successors and assigns, and any person acquiring or owning any interest in the real property improvements, their Grantees, successors, heirs, executors, administrators, devisees and assigns.

1. DESCRIPTION OF PROPERTY: Being all of that property as described on Exhibit A attached hereto and incorporated herein by this reference as if fully set forth.

2. STORMWATER RUNOFF APPLICABLE TO EXHIBIT A PROPERTY ONLY:
General Provisions:

(a) The following covenants are intended to ensure ongoing compliance with State Stormwater Management Permit Number SW8 020932, as issued by the Division of Water Quality under NCAC 2H.1000.

(b) The State of North Carolina is made a beneficiary of these covenants to the extent necessary to maintain compliance with the stormwater management permit.

(c) These covenants are to run with the land and be binding on all persons and parties claiming under them.

(d) The covenants pertaining to stormwater may not be altered or rescinded without the express written consent of the State of North Carolina, Division of Water Quality.

(e) Alteration of the drainage as shown on the approved plan may not take place without the concurrence of the State.

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

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(f) The runoff from all built-upon area on the project must be directed into the permitted stormwater control system.

(g) Built upon area in excess of the permitted amount will require a permit modification.

Special Provisions (1): In addition to the above, the following restrictions shall apply:

(a) The maximum allowable built-upon area per lot is 2,085 square feet. This allotted amount includes any built-upon area constructed within the lot property boundaries, and that portion of the right-of-way between the front lot line and the edge of the pavement. Built upon area includes, but is not limited to, structures, asphalt, concrete, gravel, brick, stone, and coquina, but does not include raised, open wood decking, or the water surface of swimming pools.

(b) Filling in or piping of any vegetative conveyances (ditches, swales, etc.) associated with the development except for average driveway crossings, is strictly prohibited by any persons.

(c) Each lot will maintain a 30' wide vegetated buffer between all impervious areas and surface waters.

(d) All roof drains shall terminate at least 30' from the mean high water mark.

Special Provisions (2): In addition to the above, restriction if any lots lie within CAMA's AEC:

(a) Lots within CAMA's Area of Environment Concern may have the permitted maximum built-upon area reduced due to CAMA jurisdiction within the AEC.

Nothing in these covenants shall prohibit Declarant from exceeding density limits through permits properly obtained through State Stormwater Rules, which may include engineered systems. Any of the provisions of this instrument may be amended, modified or terminated to comply with stormwater rules now or hereafter adopted by the State of North Carolina by an instrument in writing executed by Declarant, its successors and assigns.

3. INCORPORATION BY REFERENCE: All of the terms, conditions, provisions and rights reserved by the Declarant as set forth in the Master Declaration as recorded in Book 1954, Page 450, Onslow County Registry, are incorporated herein by reference. By the submission of BROOKSTONE HILLS, SECTION I-A, of the property to the terms and conditions of this Declaration, the Declarant expressly reserves all those rights and privileges as set forth in the Master Declaration as above referred to.

IN WITNESS WHEREOF, as the above date, Grantor (whether person, corporation, limited liability company, general partnership, limited partnership, or other entity) has signed this instrument

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

BOOK 2062 PAGE 232

EXHIBIT A

Being all of that property shown on plat entitled "Brookstone Hills
Section I-A", recorded in Map Book 44, Page 177, Onslow County
Registry.

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800 *js*
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

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BOOK 2062 PAGE 233

in the ordinary course of business, by the signature(s) below if its duly authorized representative(s), as the act of such entity.

DEBBY CRAYTON, INC.

By: Debbi Crayton, Pres
DEBBY CRAYTON, President

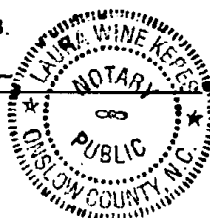
NORTH CAROLINA
ONslow COUNTY

I, a notary public, do hereby certify that DEBBY CRAYTON personally came before me this day and acknowledged that she is the President of DEBBY CRAYTON, INC., a corporation, and that she as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal this the 15th day of JULY, 2003.

Laura Wine Kepes
Notary Public

My commission expires: 9-10-2005



DATA\RE\RESCOV\PU\AMD\MT.FRM(082692)

DATA\CLIENT\DC\NRC\BROOKSTONE HILLS-AMDMT(090902)091802\REV121002\FWE\071403
RM2955

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

Laura Wine Kepes

Notary(ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in
Book 2062 Page 229 This 16 day of July
2003 A.D. at 10:52 o'clock A. M.
Michael M. Thomas By _____
Register of Deeds, Onslow County

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

BOOK 2133 PAGE 218

2003 OCT 21 AM 11:02

Prepared by: FRANK W. ERWIN, ATTORNEY
P.O. Box 7206
Jacksonville, N.C. 28540

Index in the Grantor Index:
Brookstone Subdivision
Brookstone Park
Debby Crayton, Inc.
Brookstone Community Services Association, Inc.
Brookstone Architectural Control Committee

NORTH CAROLINA

AMENDMENT TO MASTER DECLARATION
OF RESTRICTIVE COVENANTS OF
BROOKSTONE

ONSLow COUNTY

THIS AMENDMENT TO MASTER DECLARATION OF RESTRICTIVE COVENANTS OF BROOKSTONE, made this the 17th day of ~~SEPTEMBER~~ ^{OCTOBER}, 2003 by DEBBY CRAYTON, INC., a North Carolina corporation, hereinafter referred to as "Declarant";

Whereas, the Declarant has heretofore caused to be recorded a Master Declaration of Restrictive Covenants in Book 1954, Page 450, and amended in Book 2062, Page 229, Onslow County Registry; and

WHEREAS, the Master Declaration as above recorded and originally published expressly allowed additional tracts or parcels of land to be made subject to the terms and conditions of said Master Declaration; and

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

BOOK 2133 PAGE 219

WHEREAS, the Declarant has now completed certain improvements on that certain tract of land designated as BROOKSTONE PARK.

WHEREAS, the Declarant is the owner of that certain tract or parcel of land designated as BROOKSTONE PARK, as shown on Exhibit A, attached hereto and by reference made a part hereof; and

WHEREAS, the Declarant will convey the property described as BROOKSTONE PARK, as shown on said Exhibit A subject to all those conditions, restrictions, reservations, liens and charges set forth in the Master Declaration, all of which is hereby incorporated by reference:

NOW THEREFORE, the Declarant does hereby publish and declare all of the property described below shall be held, conveyed, hypothecated, encumbered, used, occupied and improved subject to all the terms and conditions set forth in said Master Declaration; which is declared and agreed to in furtherance of the plan for the improvements of said property in the division thereof and shall be deemed to run with the land and shall be a burden and a benefit to Declarant, its successors and assigns, and any person acquiring or owning any interest in the real property improvements, their Grantees, successors, heirs, executors, administrators, devisees and assigns.

1. DESCRIPTION OF PROPERTY: Being all of that property as described on Exhibit A attached hereto and incorporated herein by this reference as if fully set forth.

2. STORMWATER RUNOFF APPLICABLE TO EXHIBIT A PROPERTY ONLY: General Provisions:

(a) The following covenants are intended to ensure ongoing compliance with State Stormwater Management Permit Number SW8 020932, as issued by the Division of Water Quality under NCAC 2H.1000.

(b) The State of North Carolina is made a beneficiary of these covenants to the extent necessary to maintain compliance with the stormwater management permit.

(c) These covenants are to run with the land and be binding on all persons and parties claiming under them.

(d) The covenants pertaining to stormwater may not be altered or rescinded without the express written consent of the State of North Carolina, Division of Water Quality.

(e) Alteration of the drainage as shown on the approved plan may not take place without the concurrence of the State.

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

(f) The runoff from all built-upon area on the project must be directed into the permitted stormwater control system.

(g) Built upon area in excess of the permitted amount will require a permit modification.

Special Provisions (1): In addition to the above, the following restrictions shall apply:

(a) The maximum allowable built-upon area per lot is 2,085 square feet. This allotted amount includes any built-upon area constructed within the lot property boundaries, and that portion of the right-of-way between the front lot line and the edge of the pavement. Built upon area includes, but is not limited to, structures, asphalt, concrete, gravel, brick, stone, and coquina, but does not include raised, open wood decking, or the water surface of swimming pools.

(b) Filling in or piping of any vegetative conveyances (ditches, swales, etc.) associated with the development except for average driveway crossings, is strictly prohibited by any persons.

(c) Each lot will maintain a 30' wide vegetated buffer between all impervious areas and surface waters.

(d) All roof drains shall terminate at least 30' from the mean high water mark.

Special Provisions (2): In addition to the above, restriction if any lots lie within CAMA's AEC:

(a) Lots within CAMA's Area of Environment Concern may have the permitted maximum built-upon area reduced due to CAMA jurisdiction within the AEC.

Nothing in these covenants shall prohibit Declarant from exceeding density limits through permits properly obtained through State Stormwater Rules, which may include engineered systems. Any of the provisions of this instrument may be amended, modified or terminated to comply with stormwater rules now or hereafter adopted by the State of North Carolina by an instrument in writing executed by Declarant, its successors and assigns.

3. INCORPORATION BY REFERENCE: All of the terms, conditions, provisions and rights reserved by the Declarant as set forth in the Master Declaration as recorded in Book 1954, Page 450, and amended in Book 2062, Page 229, Onslow County Registry, are incorporated herein by reference. By the submission of BROOKSTONE PARK, of the property to the terms and conditions of this Declaration, the Declarant expressly reserves all those rights and privileges as set forth in the Master Declaration as above referred to.

IN WITNESS WHEREOF, as the above date, Grantor (whether person, corporation, limited liability company, general partnership, limited partnership, or other entity) has signed this instrument

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

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EXHIBIT A

Being all of that property shown on plat entitled "Brookstone Park",
recorded in Map Book 44, Page 236, Onslow County Registry.

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

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BOOK 2133 PAGE 222

in the ordinary course of business, by the signature(s) below if its duly authorized representative(s), as the act of such entity.

DEBBY CRAYTON, INC.

By: Debbi Crayton, Pres.
DEBBY CRAYTON, President

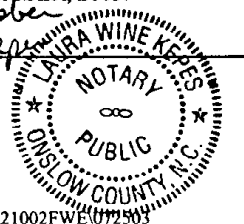
NORTH CAROLINA
ONslow COUNTY

I, a notary public, do hereby certify that DEBBY CRAYTON personally came before me this day and acknowledged that she is the President of DEBBY CRAYTON, INC., a corporation, and that she as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal this the 17 day of SEPTEMBER, 2003.

Laura Wine Kepes
Notary Public

My commission expires: 9-10-2005



DATA\RE\RESCOV\FUDAMDMT.FRM(082692)

DATA\CLIENT\DC\NRC\BROOKSTONE PARK AMDMT(090902)091802\REV121002\FWE\072503
RM2955

NORTH CAROLINA, ONslow COUNTY
The foregoing certificate(s) of Laura Wine Kepes

Notary(ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in
Book 2133 Page 218 This 21st day of OCTOBER
2003 A.D. at 11:02 o'clock A. M.
M. Fred M. Thomas
Register of Deeds, Onslow County

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

BOOK 2188 PAGE 459

(23)
Frank

2004 FEB -2 PM 12:46

Prepared by: FRANK W. ERWIN, ATTORNEY
P.O. Box 7206
Jacksonville, N.C. 28540

Index in the Grantor Index:
Brookstone Subdivision
Brookstone Hills Section I-B
Debby Crayton, Inc.
Brookstone Community Services Association, Inc.
Brookstone Architectural Control Committee

NORTH CAROLINA

AMENDMENT TO MASTER DECLARATION
OF RESTRICTIVE COVENANTS OF
BROOKSTONE

ONSLow COUNTY

THIS AMENDMENT TO MASTER DECLARATION OF RESTRICTIVE COVENANTS OF BROOKSTONE, made this the 28th day of JANUARY, 2004 by DEBBY CRAYTON, INC., a North Carolina corporation, hereinafter referred to as "Declarant";

WHEREAS, the Declarant has heretofore caused to be recorded a Master Declaration of Restrictive Covenants in Book 1954, Page 450, amended in Book 2062, Page 229, and amended in Book 2133, Page 218, Onslow County Registry; and

WHEREAS, the Master Declaration as above recorded and originally published expressly allowed additional tracts or parcels of land to be made subject to the terms and conditions of said Master Declaration; and

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

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WHEREAS, the Declarant has now completed certain improvements on that certain tract of land designated as BROOKSTONE HILLS I-B;

WHEREAS, the Declarant is the owner of that certain tract or parcel of land designated as BROOKSTONE HILLS I-B, as shown on Exhibit A, attached hereto and by reference made a part hereof; and

WHEREAS, the Declarant will convey the property described as BROOKSTONE HILLS I-B, as shown on said Exhibit A subject to all those conditions, restrictions, reservations, liens and charges set forth in the Master Declaration, all of which is hereby incorporated by reference:

NOW THEREFORE, the Declarant does hereby publish and declare all of the property described below shall be held, conveyed, hypothecated, encumbered, used, occupied and improved subject to all the terms and conditions set forth in said Master Declaration; which is declared and agreed to in furtherance of the plan for the improvements of said property in the division thereof and shall be deemed to run with the land and shall be a burden and a benefit to Declarant, its successors and assigns, and any person acquiring or owning any interest in the real property improvements, their Grantees, successors, heirs, executors, administrators, devisees and assigns.

1. DESCRIPTION OF PROPERTY: Being all of that property as described on Exhibit A attached hereto and incorporated herein by this reference as if fully set forth.

2. INCORPORATION BY REFERENCE: All of the terms, conditions, provisions and rights reserved by the Declarant as set forth in the Master Declaration as recorded in Book 1954, Page 450, amended in Book 2062, Page 229, and amended in Book 2133, Page 218, Onslow County Registry, are incorporated herein by reference. By the submission of BROOKSTONE HILLS I-B, of the property to the terms and conditions of this Declaration, the Declarant expressly reserves all those rights and privileges as set forth in the Master Declaration as above referred to.

IN WITNESS WHEREOF, as the above date, Grantor (whether person, corporation, limited liability company, general partnership, limited partnership, or other entity) has signed this instrument in the ordinary course of business, by the signature(s) below if its duly authorized representative(s), as the act of such entity.

DEBBY CRAYTON, INC.

By: Debbi Crayton, Pres
DEBBY CRAYTON, President

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

BOOK 2188 PAGE 461

EXHIBIT A

Being all of that property shown on plat entitled "BROOKSTONE
HILLS SECTION I-B", recorded in Map Book 45, Page 182, Onslow
County Registry.

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

BOOK 2188 PAGE 462

NORTH CAROLINA
ONslow COUNTY

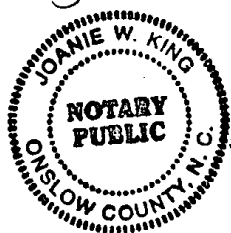
I, a notary public, do hereby certify that DEBBY CRAYTON personally came before me this day and acknowledged that she is the President of DEBBY CRAYTON, INC., a corporation, and that she as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal this the 28th day of JANUARY, 2004.

Joanie W. King
Notary Public

My commission expires: 5-24-08

DATA\RESCOV\PUD\AMDMT.FRM(082692)
DATA\CLIENT\DC\RC\BROOKSTONE HILLS I-B AMDMT(010604)
RM2955



NORTH CAROLINA, ONslow COUNTY JOANIE W. KING
The foregoing certificate(s) of _____

Notary Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in
Book 2188 Page 459 This 2nd day of FEBRUARY
2004 A.D. at 12:46 o'clock PM.
Mildred M. Reginald By _____
Register of Deeds, Onslow County Register of Deeds

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, P. O. Box 7206, Jacksonville, NC 28540

Doc ID: 000147410004 Type: CRP
Recorded: 06/29/2004 at 01:09:00 PM
Fee Amt: \$23.00 Page 1 of 4
Onslow County, NC
Mildred M Thomas Register of Deeds
BK **2274** PG **713-716**

Prepared by: FRANK W. ERWIN, ATTORNEY
825 Gum Branch Road, Suite 115
Jacksonville, N.C. 28540

Index in the Grantor Index:

Brookstone Subdivision
Brookstone Crossing
Debby Crayton, Inc.
Brookstone Community Services Association, Inc.
Brookstone Architectural Control Committee

NORTH CAROLINA

AMENDMENT TO MASTER DECLARATION
OF RESTRICTIVE COVENANTS OF
BROOKSTONE

ONSLOW COUNTY

THIS AMENDMENT TO MASTER DECLARATION OF RESTRICTIVE COVENANTS OF BROOKSTONE, made this the 24th day of JUNE, 2004 by DEBBY CRAYTON, INC., a North Carolina corporation, hereinafter referred to as "Declarant";

WHEREAS, the Declarant has heretofore caused to be recorded a Master Declaration of Restrictive Covenants in Book 1954, Page 450, and amended in Book 2062, Page 229; amended in Book 2133, Page 218, and amended in Book 2188, Page 459, Onslow County Registry; and

WHEREAS, the Master Declaration as above recorded and originally published expressly allowed additional tracts or parcels of land to be made subject to the terms and conditions of said Master Declaration; and

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, Jacksonville, NC 28540

WHEREAS, the Declarant has now completed certain improvements on that certain tract of land designated as BROOKSTONE CROSSING; and

WHEREAS, the Declarant is the owner of that certain tract or parcel of land designated as BROOKSTONE CROSSING, as shown on Exhibit A, attached hereto and by reference made a part hereof; and

WHEREAS, the Declarant will convey the property described as BROOKSTONE CROSSING, as shown on said Exhibit A subject to all those conditions, restrictions, reservations, liens and charges set forth in the Master Declaration, all of which is hereby incorporated by reference:


NOW THEREFORE, the Declarant does hereby publish and declare all of the property described below shall be held, conveyed, hypothecated, encumbered, used, occupied and improved subject to all the terms and conditions set forth in said Master Declaration; which is declared and agreed to in furtherance of the plan for the improvements of said property in the division thereof and shall be deemed to run with the land and shall be a burden and a benefit to Declarant, its successors and assigns, and any person acquiring or owning any interest in the real property improvements, their Grantees, successors, heirs, executors, administrators, devisees and assigns.

1. DESCRIPTION OF PROPERTY: Being all of that property as described on Exhibit A attached hereto and incorporated herein by this reference as if fully set forth.

2. INCORPORATION BY REFERENCE: All of the terms, conditions, provisions and rights reserved by the Declarant as set forth in the Master Declaration as recorded in Book 1954, Page 450, and amended in Book 2062, Page 229; amended in Book 2133, Page 218, and amended in Book 2188, Page 459, Onslow County Registry are incorporated herein by reference. By the submission of BROOKSTONE CROSSING, of the property to the terms and conditions of this Declaration, the Declarant expressly reserves all those rights and privileges as set forth in the Master Declaration as above referred to.

IN WITNESS WHEREOF, as the above date, Grantor (whether person, corporation, limited liability company, general partnership, limited partnership, or other entity) has signed this instrument in the ordinary course of business, by the signature(s) below if its duly authorized representative(s), as the act of such entity.

DEBBY CRAYTON, INC.

By 
DEBBY CRAYTON, President

N

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, Jacksonville, NC 28540

EXHIBIT A

Being all of that property shown on plat entitled "FINAL PLAT
BROOKSTONE CROSSING", recorded in Map Book 46, Page 108,
Onslow County Registry.

✓

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, Jacksonville, NC 28540

NORTH CAROLINA
ONslow COUNTY

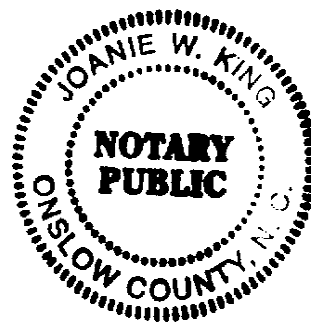
I, a notary public, do hereby certify that DEBBY CRAYTON personally came before me this day and acknowledged that she is the President of DEBBY CRAYTON, INC., a corporation, and that she as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal this the 24th day of June, 2004.

Joanie W. King
Notary Public

My commission expires: 5-24-08

DATA\RE\RESCOV\PU DAMDMT.FRM(082692)
DATA\CLIENT\DCI\RC\BROOKSTONE HILLS I-B AMDMT(010604)
DATA\CLIENT\DCI\RC\BROOKSTONE CROSSING RC AMDMT(051304)
RM2955



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

Joanie W. King

Notary(ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in
Book 2274 Page 713. This 29th day of June
2004 A.D., at 1:09 o'clock P. M.

[Signature]
Register of Deeds, Onslow County

By _____

Register of Deeds

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, Jacksonville, NC 28540



Doc ID: 000266680005 Type: CRP
Recorded: 10/01/2004 at 11:08:52 AM
Fee Amt: \$26.00 Page 1 of 5
Onslow County, NC
Mildred M Thomas Register of Deeds

BK **2327** PG **54-58**

Prepared by: FRANK W. ERWIN, ATTORNEY
825 Gum Branch Road, Suite 115
Jacksonville, N.C. 28540

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Brookstone Lakes Section III
Debby Crayton, Inc.
Brookstone Community Services Association, Inc.
Brookstone Architectural Control Committee

NORTH CAROLINA

AMENDMENT TO MASTER DECLARATION
OF RESTRICTIVE COVENANTS OF
BROOKSTONE

ONSLOW COUNTY

THIS AMENDMENT TO MASTER DECLARATION OF RESTRICTIVE COVENANTS OF BROOKSTONE, made this the 30th day of SEPTEMBER, 2004 by DEBBY CRAYTON, INC., a North Carolina corporation, hereinafter referred to as "Declarant";

Whereas, the Declarant has heretofore caused to be recorded a Master Declaration of Restrictive Covenants in Book 1954, Page 450, amended in Book 2062, Page 229; amended in Book 2133, Page 218, and amended in Book 2188, Page 459, and amended in Book 2274, Page 713, Onslow County Registry; and

WHEREAS, the Master Declaration as above recorded and originally published expressly allowed additional tracts or parcels of land to be made subject to the terms and conditions of said Master Declaration; and

ERWIN, SIMPSON & STROUD Attorneys, P.L.L.C. - Telephone: (910) 455-1800
825 Gum Branch Road, Suite 115, Jacksonville, NC 28540

WHEREAS, the Declarant has now completed certain improvements on that certain tract of land designated as BROOKSTONE LAKES III;

WHEREAS, the Declarant is the owner of that certain tract or parcel of land designated as BROOKSTONE LAKES III, as shown on Exhibit A, attached hereto and by reference made a part hereof; and

WHEREAS, the Declarant will convey the property described as BROOKSTONE LAKES III, as shown on said Exhibit A subject to all those conditions, restrictions, reservations, liens and charges set forth in the Master Declaration, all of which is hereby incorporated by reference:

NOW THEREFORE, the Declarant does hereby publish and declare all of the property described below shall be held, conveyed, hypothecated, encumbered, used, occupied and improved subject to all the terms and conditions set forth in said Master Declaration; which is declared and agreed to in furtherance of the plan for the improvements of said property in the division thereof and shall be deemed to run with the land and shall be a burden and a benefit to Declarant, its successors and assigns, and any person acquiring or owning any interest in the real property improvements, their Grantees, successors, heirs, executors, administrators, devisees and assigns.

1. DESCRIPTION OF PROPERTY: Being all of that property as described on Exhibit A attached hereto and incorporated herein by this reference as if fully set forth.

2. STORMWATER RUNOFF APPLICABLE TO EXHIBIT A PROPERTY ONLY:
General Provisions:

(a) The following covenants are intended to ensure ongoing compliance with State Stormwater Management Permit Number SW8 040210, as issued by the Division of Water Quality under NCAC 2H.1000.

(b) The State of North Carolina is made a beneficiary of these covenants to the extent necessary to maintain compliance with the stormwater management permit.

(c) These covenants are to run with the land and be binding on all persons and parties claiming under them.

(d) The covenants pertaining to stormwater may not be altered or rescinded without the express written consent of the State of North Carolina, Division of Water Quality.

(e) Alteration of the drainage as shown on the approved plan may not take place without the concurrence of the State.

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(f) The runoff from all built-upon area on the project must be directed into the permitted stormwater control system.

(g) Built upon area in excess of the permitted amount will require a permit modification.

Special Provisions (1): In addition to the above, the following restrictions shall apply:

(a) The maximum allowable built-upon area per lot is 8,634 square feet. This allotted amount includes any built-upon area constructed within the lot property boundaries, and that portion of the right-of-way between the front lot line and the edge of the pavement. Built upon area includes, but is not limited to, structures, asphalt, concrete, gravel, brick, stone, and coquina, but does not include raised, open wood decking, or the water surface of swimming pools.

(b) Filling in or piping of any vegetative conveyances (ditches, swales, etc.) associated with the development except for average driveway crossings, is strictly prohibited by any persons.

(c) Each lot will maintain a 30' wide vegetated buffer between all impervious areas and surface waters.

(d) All roof drains shall terminate at least 30' from the mean high water mark.

Nothing in these covenants shall prohibit Declarant from exceeding density limits through permits properly obtained through State Stormwater Rules, which may include engineered systems. Any of the provisions of this instrument may be amended, modified or terminated to comply with stormwater rules now or hereafter adopted by the State of North Carolina by an instrument in writing executed by Declarant, its successors and assigns.

3. INCORPORATION BY REFERENCE: All of the terms, conditions, provisions and rights reserved by the Declarant as set forth in the Master Declaration as recorded in Book 1954, Page 450, amended in Book 2062, Page 229; amended in Book 2133, Page 218, and amended in Book 2188, Page 459, and amended in Book 2274, Page 713, Onslow County Registry, are incorporated herein by reference. By the submission of BROOKSTONE LAKES III, of the property to the terms and conditions of this Declaration, the Declarant expressly reserves all those rights and privileges as set forth in the Master Declaration as above referred to.

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EXHIBIT A

Being all of that property shown on plat entitled "BROOKSTONE LAKES SECTION III", recorded in Map Book 46, Page 220, Onslow County Registry.

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IN WITNESS WHEREOF, as the above date, Grantor (whether person, corporation, limited liability company, general partnership, limited partnership, or other entity) has signed this instrument in the ordinary course of business, by the signature(s) below if its duly authorized representative(s), as the act of such entity.

DEBBY CRAYTON, INC.

By: Debby Crayton, Pres.
DEBBY CRAYTON, President

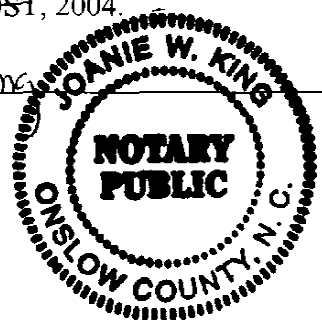
NORTH CAROLINA
ONslow COUNTY

I, a notary public, do hereby certify that DEBBY CRAYTON personally came before me this day and acknowledged that she is the President of DEBBY CRAYTON, INC., a corporation, and that she as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal this the 30th day of September, 2004.

Joanie W. King
Notary Public

My commission expires: 5-24-08



DATA\RE\RESCOV\PUDAMDMT.FRM(082692)
DATA\CLIENT\DC\RC\BROOKSTONE HILLS I-B AMDM1(010604)
DATA\CLIENT\DC\RC\BROOKSTONE LAKES III AMD(010704) 012904\REV080904DH
RM2955

NORTH CAROLINA, ONSLOW COUNTY

The foregoing certificate(s) of JOANIE W KING

is/are certified to be correct. This instrument and this certificate are duly registered at the date and time and in the Book and Page shown on the first page hereof.

Mildred M. Thomas Register of Deeds for Onslow County
Deputy/Assistant-Register of Deeds

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