



FIRST AMENDMENT TO  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS  
FOR  
CARLYLE -ON-THE-SOUND

THIS FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS for Carlyle-on-the-Sound (the "Amendment"), is made this 25 day of April, 2006 by Carlyle-on-the-Sound. LLC, a North Carolina limited liability company of 821 Ocean Trail, Suite 4, Corolla, NC 27927, and Shingle Landing of Colington Corp., a North Carolina corporation of P.O. Box 785, Niwot, CO 80544, (collectively the "Declarant").

RECITALS

A. Declarant filed for record on April 6, 2006 in Book 1680, Page 350, Dare County Registry, a Declaration of Covenants, Conditions, and Restrictions for Carlyle-on-the-Sound (the "Declaration").

B. Under the provisions of Article XII, Section 12.01 of the Declaration, the Declarant reserved the right to unilaterally amend the Declaration for any purpose.

C. Declarant has elected to amend the Declaration by adding or modifying thereto the provisions hereafter stated.

NOW, THEREFORE, Declarant pursuant to the provisions of Article XII, Section 12.01 of the Declaration, hereby amends said Declaration as follows, which amendments shall be considered a part of said Declaration:

1. Paragraph A of the Recitals of the Declaration shall be revised and restarted to provide as follows:



A. Declarant is the owner of all of that property situated on Big Colington Island, Dare County, North Carolina, which consists of those properties owned by Carlyle-on-the-Sound, LLC and by Shingle Landing of Colington Corp. as more particularly described on Exhibit "B." The property described on Exhibit "B" includes and encompasses the property owned by Carlyle-on-the-Sound, LLC as more particularly described on Exhibit "A". The property described on Exhibit "B" shall be referred to within this Declaration as the "Property" or "Carlyle-on-the Sound."

2. Article I, Section 1.11 of the Declaration shall be revised and restarted to provide as follows:

Section 1.11. Bramble Family Tract. "Bramble Family Tract" shall mean and refer to that certain property described on the attached Exhibit "F" as the Bramble Family Tract, which is owned on the date of this Declaration by Arthur Tom Bramble, Willard Charles Bramble and Barbara J. Bramble.

3. Article II, Section 2.01 of the Declaration shall be revised and restarted to provide as follows:

Section 2.01. Property Made Subject to this Declaration. The real property which shall be owned, held, conveyed, hypothecated, encumbered, sold, leased, rented, used, occupied and improved subject to this Declaration shall consist of 73 single-family residential lots in Carlyle-on-the-Sound as more particularly described on Exhibit "B."

4. Article II, Section 2.02 of the Declaration shall be revised and restarted to provide as follows:

Section 2.02. Addition of Bramble Family Tract. Pursuant to the provisions of Section 5.07, the Declarant has reserved the right to add all or a portion of that property described in Exhibit "F" to this Declaration upon filing and recording an amendment to the Declaration in the Public Registry of Dare County, North Carolina.

5. All references to Exhibit "E" in the Declaration shall mean the three (3) plats or maps entitled "Retaining Wall Exhibit" by Quible & Associates, P.C., dated April 6, 2006, even if such plats or maps themselves do not include a title or identification as Exhibit "E."

6. Attached to this Amendment is Exhibit "F," the description of the Bramble Family Tract, which is referred to in this Amendment.



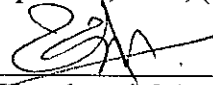
7. Cumulative Effect. All of the Covenants, Conditions and Restrictions contained in the Declaration, as amended, and in this Amendment to the Declaration, shall run with and encumber the Property. Wherever a provision of this Amendment to the Declaration conflicts with specific provisions of the Declaration, the provisions of this Amendment shall prevail.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in such form as to be binding, all by authority duly given the day and year subscribed.

DECLARANT:

Carlyle-on-the-Sound, LLC

By: R & E Developments, LLC, (Manager)

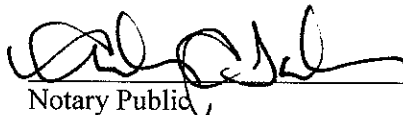
By:  (SEAL)  
Raju Uppalapati, Manager

STATE OF NC

COUNTY OF Dare

I, the undersigned, a Notary Public of the County and State aforesaid, do hereby certify that Raju Uppalapati, manager of R & E Developments, LLC, a North Carolina limited liability company (the "Second Company") manager of Carlyle-on-the-Sound, LLC (the "Company") and that by authority duly given and (a) as the act of the Second Company and (b) as the act of the Company, the foregoing instrument was signed in the name of the Company and in the name of the Second Company by the Second Company\*s manager.

Witness my hand and seal this 20 day of April, 2006.

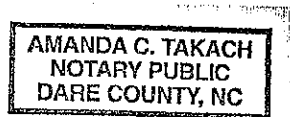


Notary Public

Notary's printed or typed name: Amanda C. Takach

My commission expires: 10/15/10

(AFFIX NOTARY SEAL)





DECLARANT:

Shingle Landing of Colington Corp.

By: Willard Charles Bramble (SEAL)  
Willard Charles Bramble, President

STATE OF New York

COUNTY/CITY OF New York

New York, I, Peter Giannopoulos, a Notary Public of the County or City of New York, and State aforesaid, certify that Willard Charles Bramble personally came before me this day and acknowledged that he is President of SHINGLE LANDING OF COLINGTON CORP., a North Carolina Corporation, and that he, as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official stamp or seal, this 17<sup>th</sup> day of April, 2006.

Peter Giannopoulos

Notary Public

Notary's printed or typed name: Peter Giannopoulos

My commission expires: 7/25/09

(AFFIX NOTARY SEAL)

**PETER GIANNOPOULOS**  
Notary Public, State of New York  
No. 01GI6130864  
Qualified in Queens County  
Commission Expires July 25, 2009