

STATE OF SOUTH CAROLINA)
COUNTY OF LEXINGTON)

IN THE REGISTER OF DEEDS

**FIRST AMENDMENT TO THE 2005 COMPREHENSIVE AMENDMENT AND
RESTATEMENT OF THE DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS FOR TIMBERLAKE ESTATES
PHASES I, II AND III.**

WHEREAS, Timberlake Estates Owners' Association, Inc. ("TEOA" herein), is a South Carolina non-profit corporation and the authorized representative of the owners of certain real property located in the County of Lexington, State of South Carolina being known as TIMBERLAKE ESTATES, PHASE I, PHASE II AND PHASE III, which is more fully described in Exhibit A, attached hereto and incorporated herein by this reference; and

WHEREAS, on April 27, 2005, the Timberlake Estates Owners Association ("TEOA") made a modification of the subdivision covenants and restrictions for Timberlake Estates, restating them in full and reflecting such amendment, which document was entitled, "**2005 Comprehensive Amendment and Restatement of the Declaration of Covenants, Conditions, Restrictions and Easements for Timberlake Estates, Phases I, II and III**" and which was recorded on May 2, 2005, in Record Book 10092 at page 277, in the Office of the Register of Deeds (ROD) for Lexington County ("Declaration" herein); and

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AND, WHEREAS, it is the desire of the TEOA to modify the Declaration by filing this **First Amendment** to the 2005 Comprehensive Amendment and Restatement of the Declaration of Covenants, Conditions, Restrictions and Easements for Timberlake Estates, Phases I, II and III, as such amendment is fully set forth hereibelow:

AMENDMENT: The following matter, designated Section 8.02, consisting of three (3) paragraphs is hereby substituted in its entirety for the last version of Section 8.02 of the Declaration:

8.02 – Parking and Garages

All vehicles will be parked only in garages or in driveways serving Lots or appropriate spaces or designated areas in which parking may be allowed and then subject to reasonable rules and regulations as the Board may adopt. Vehicles parked in driveways or designated areas may not be covered with tents, tarpaulins, covers of any type, or wheel covers.

All commercial vehicles, tractors, mobile homes, trailers (either with or without wheels), campers, camper trailers, boats, other watercraft, boat trailers and unregistered vehicles, including but not limited to mopeds, motorcycles, golf carts, ATV's, or RV's must be parked entirely within a garage unless otherwise permitted by the Board.

No garage may be altered in such a manner that the number of automobiles that may reasonably be parked therein after the alteration is less than the number of automobiles that could have reasonably been parked in the garage as originally constructed.

SECRETARIAL CERTIFICATE

I, Janice Fergusson, duly elected Secretary of the Timberlake Estates Owners Association, do hereby certify that at an October 2, 2013 special meeting of the Association, after a quorum of members was established, voting was held on the issue of the within amendment, resulting in the required number of members of the Association casting ballots in favor of the Amendment appearing above, the number of votes cast in favor of adoption of the amendment constituting in excess of two thirds (2/3) of the total votes properly cast and counted, all in accordance with the current Covenants and Restrictions for Timberlake Estates, and I also certify a record of the required numbers of ballots (and of consenting members) evidencing same has been placed on file permanently in the office of the Association.

Janice Fergusson
Janice Fergusson, Secretary
Timberlake Estates Owners
Association

Personally appeared before me this day Janice Fergusson who, as the Secretary of the

Association, acknowledged executing the foregoing certification, on this the 6th day of November ~~October~~, 2013.

Patty H. Shealy
Notary Public for South Carolina

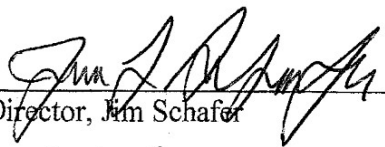
My Commission Expires: 1/20/2019

The Board of Directors therefore declares the 2005 Comprehensive Amendment and Restatement of the Declaration of Covenants, Conditions, Restrictions and Easements for Timberlake Estates, Phases I, II and III amended, as set forth hereinabove as the official act of the Association, effective upon recordation of this instrument..

WHEREFORE, the Board of Directors have set their hand and the seal on this the 6th day of November ~~October~~, 2013:

Bob Perkins
Director, Bob Perkins

Jerry Neeley
Director, Jerry Neeley


Director, Jim Schafer

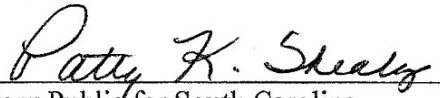

Director, Barbara Remick


Director, Janice Fergusson

State of South Carolina
County of Lexington

Acknowledgment

Personally appeared before me each of the foregoing five (5) persons, as Directors of the Timberlake Estates Owners Association, and acknowledged the due execution of the within instrument by them.


Notary Public for South Carolina

My Commission Expires: 1/20/2019

EXHIBIT A

All those certain pieces, parcels, lots or tracts of land, with any improvements thereon, situate, lying and being in the County of Lexington, State of South Carolina, located along or near the waters of Lake Murray and being more fully shown and delineated as all lots and properties of TIMBERLAKE ESTATES, PHASE I, as shown on a plat prepared for Red Creek Ranch, Inc. by Associated Engineers and Surveyors, Inc. dated August 16, 1996, and recorded in the Office of the RMC for Lexington County in Slide 465 at page 7; and TIMBERLAKE ESTATES, PHASE II, as shown on plat(s) prepared for Red Creek Ranch, Inc. by Associated Engineers and Surveyors, Inc., dated October 1997, and October 21, 1997, and recorded in the Office of the RMC for Lexington County in Slide 465 at pages 8, 9 and 10, and Slide 466 at page 1; and TIMBERLAKE ESTATES, PHASE III, as shown on plat(s) prepared for Red Creek Ranch, Inc. by Associated Engineers and Surveyors, Inc., dated November 6, 1997, and recorded in the Office of the RMC for Lexington County in Slide 466 at pages 2, 3 and 4, having such metes and bounds as will be shown by reference to said plats. All of the above mentioned plats were duly recorded on March 26, 1999. The metes and bounds as shown within said plats are incorporated herein by reference.