

THIRD AMENDMENT TO MASTER DEED CREATING

AND ESTABLISHING HOLLY LAKE CAMPGROUND, A CONDOMINIUM

This is the Third Amendment to the Master Deed of Holly

Lake Campground, a New Jersey Partnership, by its managing partner, EDSON F. ROBERTSON, of 478 Shore Road, Clermont,

Township of Middle, County of Cape May, New Jersey; and

WHEREAS, on October 15, 1987, Holly Lake Campground, a Partnership filed a Master Deed creating and establishing

Holly Lake Campground, A Condominium, which Deed was recorded October 15, 1987 in the Clerk's Office of Cape May County in

Deed Book 1713, page 136; and

WHEREAS, on January 11, 1988, Holly Lake Campground, A Partnership filed a First Amendment to Master Deed creating

and establishing Holly Lake Campground, A Condominium which Amendment was recorded January 11, 1988 in the Clerk's Office

of Cape May County in Deed Book 1724, page 543; and

WHEREAS, on March 15, 1989, Holly Lake Campground, A Partnership executed a Second Amendment to Master Deed

creating and establishing Holly Lake Campground, A Condominium which Amendment was recorded March 17, 1989 in the Clerk's

Office of Cape May County in Deed Book 1886, page 145; and

Prepared by:

WILLIAM E. SPENCE, III

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WHEREAS, Carl E. and Helga Kembel purchased Units 108 and 109 on
, and use said Units as a single
campsite and intend to use said sites as a single site in the
future, and consent and desire that said sites will be
considered a single site from now on and in perpetuity for all
purposes including but not limited to maintenance charges and
voting; and

WHEREAS, said Master Deed at paragraph 6, Limitations on
Use of Units, Subsection D states that "No Unit may be
combined with any other Unit, nor may it be divided nor any
portion thereof sold or otherwise transferred"; and

WHEREAS, said Master Deed at paragraph 17, specifies that
the Grantor may Amend the Master Deed without the need for
joinder by any other party to reflect an alteration of design
and layout of the Units, including their division or
combination so long as (1) Grantor owns the units altered, (2)

allocates the proportionate interests of any combined Unit
among the Unit or Units resulting therefrom, (3) and no
augmentation results in the area or cost of the Common
Elements; and

WHEREAS, conditions 2 and 3 of paragraph 17 above have
been met, but condition 1 is not met, except by joinder of the
owners of Units 108 and 109, the only Units so affected, and
said Unit Owners having consented hereto by the affixing of
their signature to an appropriate deeds of conveyance to be
recorded prior to this Amendment; and

WHEREAS, the Grantor desires to clarify an ambiguity in

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Article XIII, Rule 25, of the Condominium Rules and Regulations;

THIS MASTER DEED IS AMENDED AS ACCORDINGLY:

1. The layout and design of Units 108 and 109, Section 1 of Holly Lake Campground will be revised to reflect the combination and merger of these two lots so as to create one lot which will be known as Lot 108, consisting of approximately 4,512 square feet, having a frontage on the curve of 65.6 feet and an approximate depth of 60 feet, as set forth as Units 108 and 109 on plat drawn by Burkett Associates, P.A., dated November 4, 1987, revised July 1, 1988 and August 25, 1988 being designated as "Holly Lake Campground, A Condominium, Lot 16, Block 57 and Lots 10, 11, and 12, Block 58, Township of Dennis, Cape May County, New Jersey". Said revision will be reflected on plan when next revised. Units 108 and 109 will be merged and considered a single site from this date forward and in perpetuity for all purposes including but not limited to maintenance charges and voting.

2. All appropriate paragraphs of the Master Deed and the First and Second Amendments to the Master Deed and specifically but not limited to paragraph 2B of the Master Deed and paragraph 3 of the Master Deed will be amended to reflect that the improvements to be constructed thereon shall consist of 350 camp lots, not 360 or 351 camp lots and the proportionate interest appurtenant to each unit at the completion of Section 1 will be adjusted upward to .9090% not .900% and at the completion of Sections 1 and 2 will be

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adjusted downward to .3937% not .4672% or .3921%, the next section to be completed; and the proportionate interest is to be further amended and adjusted upward to .2857% not .2777% or .2849% at the completion of all 350 sites. Unit owners by accepting title to their unit agrees to accept said adjustment of their proportionate interest.

3. Paragraph 10A of the Master Deed will be amended to reflect as follows:

"Following the first conveyance, each Unit Owner shall be liable and charged for one one hundred tenth (1/110th) of all common expenses. Following the conveyance of the one-hundred and eleventh (111th) unit each Unit Owner shall be liable and charged for one-two hundred and fifty-fourth (1/254th) of all common expenses; following the conveyance of the two-hundred and fifty-fifth (255th) unit each Unit Owner shall be liable and charged for one-three hundred and fiftieth (1/350th) of all common expenses. The developer shall be responsible for the payment of and deficits in the common expense budget. Anything to the contrary in the original Master Deed or Amendment is declared null and void.

4. Paragraph 15, subparagraph 3, is amended to reflect that "For so long as Grantor owns two hundred sixty-three (263) or more units, Grantor may designate all of the members of the Board of Trustees and if Grantor owns eighty-eight (88) or more units, Grantor may designate a majority of the members of the five member Board of Trustees of the Association. If the Grantor owns less than eighty eight (88) units, grantor

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shall turn over the entire Board of Trustees to election by the Unit Owners. These numerical designation are based upon a five member board which is not to be changed so long as the developers retain any units in the Campground.

5. Article IV, Paragraph 1, page 8, lines 7 to 21 will be amended accordingly:

"...right of Grantor to designate (1) all of the Trustees, so long as it holds title to two hundred sixty-three (263) or more units as provided in the Master Deed; Within sixty (60) days after such time as title to the following number of units shall have been conveyed to the first Unit Owners other than the Grantor, in each case, a special meeting shall be called and held to elect some or all new members of the Board of Trustees: (1) when eighty-eight (88) have been conveyed the Unit Owners shall elect two (2) Trustees; (2) when two hundred sixty-three (263) have been conveyed the Unit Owners shall elect all Trustees, provided, however, that until such time as all units have been conveyed by the Grantor the number of the Trustees of the Board of Trustees shall not be changed..."

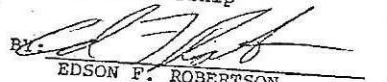
6. Article XIII, paragraph 25, erroneously referred to as page 25, in the Second Amendment of the Master Deed, Condominium Rules and Regulations, will be Amended to read "Only aluminum factory manufactured screened enclosures shall be permitted. Only premanufactured aluminum, or steel, or Amish made wooden utility buildings, no larger than six feet by eight feet are permitted. Only aluminum rooms of a manufactured type may be erected. "The remaining portion of paragraph 25 will not be changed."

7. Except as amended by the First and Second Amendments and hereafter by this Third Amendment, the Master Deed as filed on October 15, 1987 and the Amendments filed January 11, 1988 and March 17, 1989 are ratified and reaffirmed as though re-executed and rerecorded at this time.

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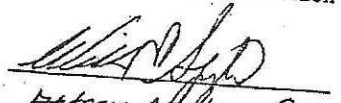
IN WITNESS WHEREOF, the Grantors have executed this
Third Amendment to the Master Deed the date and year first
above written.

HOLLY LAKE CAMPGROUND, A New
Jersey Partnership

BY: 
EDSON F. ROBERTSON
MANAGING PARTNER

STATE OF NEW JERSEY)
COUNTY OF CAPE MAY)

I certify that on *September 13, 1989*, Edson F. Robertson,
Managing Partner for Holly Lake Campground, A New Jersey
Partnership personally came before me and acknowledge that
under oath, to my satisfaction, that this person: (a) is named
in and personally signed this Deed; (b) Signed, sealed and
delivered this Deed as his act and deed; and (c) made this
Deed for one dollar as the full and actual consideration paid
or to be paid upon the transfer of title (such consideration
is defined in N.J.S.A. 46:15-5).


Attorney at Law of N.J.

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EXHIBIT C

PROPORTIONATE INTEREST OF UNIT OWNERS IN COMMON ELEMENTS

Section 1	At Completion of Section 1	At Completion of Sections 1 & 2	At Completion of Sections 1, 2 & 3
1	.9090%	.3937%	.2857%
2	.9090%	.3937%	.2857%
3	.9090%	.3937%	.2857%
4	.9090%	.3937%	.2857%
5	.9090%	.3937%	.2857%
6	.9090%	.3937%	.2857%
7	.9090%	.3937%	.2857%
8	.9090%	.3937%	.2857%
9	.9090%	.3937%	.2857%
10	.9090%	.3937%	.2857%
11	.9090%	.3937%	.2857%
12	.9090%	.3937%	.2857%
13	.9090%	.3937%	.2857%
14	.9090%	.3937%	.2857%
15	.9090%	.3937%	.2857%
16	.9090%	.3937%	.2857%
17	.9090%	.3937%	.2857%
18	.9090%	.3937%	.2857%
19	.9090%	.3937%	.2857%
20	.9090%	.3937%	.2857%
21	.9090%	.3937%	.2857%
22	.9090%	.3937%	.2857%
23	.9090%	.3937%	.2857%
24	.9090%	.3937%	.2857%
25	.9090%	.3937%	.2857%
26	.9090%	.3937%	.2857%
27	.9090%	.3937%	.2857%
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46	.9090%	.3937%	.2857%
47	.9090%	.3937%	.2857%
48	.9090%	.3937%	.2857%
49	.9090%	.3937%	.2857%
50	.9090%	.3937%	.2857%
51	.9090%	.3937%	.2857%
52	.9090%	.3937%	.2857%
53	.9090%	.3937%	.2857%
54	.9090%	.3937%	.2857%
55	.9090%	.3937%	.2857%
56	.9090%	.3937%	.2857%
57	.9090%	.3937%	.2857%

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58	.9090Z	.3937Z	.2857Z
59	.9090Z	.3937Z	.2857Z
60	.9090Z	.3937Z	.2857Z
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108	.9090Z	.3937Z	.2857Z
110	.9090Z	.3937Z	.2857Z
111	.9090Z	.3937Z	.2857Z

*Unit 109 has been deleted

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EXHIBIT C

PROPORTIONATE INTEREST
OF UNIT OWNERS IN COMMON ELEMENTS

Section 2	At Completion of Section 1	At Completion of Sections 1 & 2	At Completion of Sections 1, 2 & 3
112	0%	.3937%	.2857%
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164	0%	.3937%	.2857%
165	0%	.3937%	.2857%
166	0%	.3937%	.2857%
167	0%	.3937%	.2857%
168	0%	.3937%	.2857%

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169	OZ	.3937Z	.2857Z
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233	OZ	.3937Z	.2857Z
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252	OZ	.3937Z	.2857Z
253	OZ	.3937Z	.2857Z
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255	OZ	.3937Z	.2857Z

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EXHIBIT C
PROPORTIONATE INTEREST
OF UNIT OWNERS IN COMMON ELEMENTS

Section 3	At Completion of Section 1	At Completion of Sections 1 & 2	At Completion of Sections 1, 2 & 3
256	0%	0%	.2857%
257	0%	0%	.2857%
258	0%	0%	.2857%
259	0%	0%	.2857%
260	0%	0%	.2857%
261	0%	0%	.2857%
262	0%	0%	.2857%
263	0%	0%	.2857%
264	0%	0%	.2857%
265	0%	0%	.2857%
266	0%	0%	.2857%
267	0%	0%	.2857%
268	0%	0%	.2857%
269	0%	0%	.2857%
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271	0%	0%	.2857%
272	0%	0%	.2857%
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281	0%	0%	.2857%
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303	0%	0%	.2857%
304	0%	0%	.2857%
305	0%	0%	.2857%
306	0%	0%	.2857%
307	0%	0%	.2857%
308	0%	0%	.2857%
309	0%	0%	.2857%
310	0%	0%	.2857%
311	0%	0%	.2857%
312	0%	0%	.2857%

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313	0Z	0Z	2857Z
314	0Z	0Z	2857Z
315	0Z	0Z	2857Z
316	0Z	0Z	2857Z
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348	0Z	0Z	2857Z
349	0Z	0Z	2857Z
350	0Z	0Z	2857Z
351	0Z	0Z	2857Z

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CAPE MAY COUNTY

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Byrd L. Palmer
COUNTY CLERK

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Holly Lake Campground
P.O. Box 324
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