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FILED IN GREENVILLE COUNTY, SC

STATE OF SOUTH CAROLINA)
)
) AMENDMENT TO DECLARATION OF
) COVENANTS, RESTRICTIONS AND EASEMENTS
 COUNTY OF GREENVILLE) FOR SHELLBROOK PLANTATION SUBDIVISION

This Amendment to Declaration of Covenants, Restrictions and Easements for Shellbrook Plantation Subdivision Phase I (the "Amendment") is made and executed this 23rd day of August, 2011 by Mark III Properties, Inc., a South Carolina corporation and all Current Lot Owners (as defined herein).

WITNESSETH:

WHEREAS, Mark III Properties, Inc. ("Mark III") owns (or simultaneously herewith shall acquire) a cumulative total of 91 lots in the Shellbrook Plantation Subdivision (Phases I and II) in Greenville County, South Carolina (the "Subdivision"). Mark III acquired its lots by deed of The Palmetto Bank dated March 25, 2011 and recorded March 28, 2011 in Deed Book 2386 at Page 1249 in the Office of the Register of Deeds for Greenville County, and by deed of First Citizens Bank and Trust Company, Inc. dated April 13, 2011 and recorded April 14, 2011 in Deed Book 2387 at Page 287 in the Office of the Register of Deeds for Greenville County; and

WHEREAS, fifteen (15) or more of the lots in the Subdivision are owned by individuals and/or companies who acquired them from the original developer (the "Current Lot Owners"); and

WHEREAS, Phase I of the Subdivision is restricted by certain restrictive covenants dated July 19, 2006 and recorded in Deed Book 2217 at Page 694 in the Office of the Register of Deeds for Greenville County (the "Restrictive Covenants"); and

WHEREAS, Phase II of the Subdivision has not been joined in the Restrictive Covenants despite the clear intention of the original developer to include Phase II as part of the Subdivision and to subject Phase II to the Restrictive Covenants; and

WHEREAS, Mark III and many of the Current Lot Owners wish to amend the Restrictive Covenants as more particularly set forth herein.

NOW THEREFORE, in consideration of Ten Dollars (\$10.00) and the mutual covenants and agreements herein contained, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

- 1. Article I Section 1 of the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

"1. "Association" means Shellbrook Plantation HOA of SC, Inc., a South Carolina non-profit corporation, its successors and assigns."

2. Article I Section 5 of the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“5. “Declarant” means and refers to Mark III Properties, Inc., a South Carolina corporation and/or its designated successor(s) which may be appointed by Mark III Properties, Inc. in its sole discretion.”

3. Article I Section 9 is hereby amended and restated in its entirety to read as follows:

“9. “Plat” or “Plats” means one or more plats of the Subdivision prepared for Shellbrook Plantation Phase I by 3D Land Surveying, Inc. dated May 19, 2006, last revised February 26, 2007 and recorded in Plat Book 1040 at Pages 85-87 in the Office of the Register of Deeds for Greenville County and plat prepared for Shellbrook Plantation Phase II by 3D Land Surveying, Inc. dated February 2, 2007 and recorded in Plat Book 1040 at Pages 88-90 in the Office of the Register of Deeds for Greenville County.”

4. The first paragraph of Article II Section 2 is hereby amended and restated in its entirety to read as follows:

“2. Additional Property. Any property adjoining the Property, or any property adjoining such additional property within a one (1) mile radius thereof (“Additional Properties”), or any part thereof, may be brought under and made subject to the terms and conditions of this Declaration and be made part of the Property and brought within and made subject to the jurisdiction of the Association in future stages of development, without the consent of Owners, the Association or its Members, provided that (a) such additions occur on or before January 1, 2015; and (b) such additions are determined by the Federal Housing Administration and the Veterans Administration to be in accord with the general plan heretofore approved by them, as applicable.”

5. Article V Section 5 of the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“5. Assessment Rate. Both annual and special assessments must be fixed at an equal amount for all Lots. Notwithstanding the foregoing, so long as Declarant owns any Lots, Declarant shall pay 25% of such annual or special assessment on all Lots owned by Declarant which do not contain a completed residential dwelling. After completion of a residential dwelling upon any Lot owned by Declarant, the Declarant shall pay 100% of such annual or special assessment until such Lot is sold. For the purposes hereof, a completed residential dwelling shall mean a dwelling for which a certificate of occupancy has been issued by the

applicable governmental authority and that is otherwise fully completed and prepared for occupancy.”

- 6. The last paragraph of Article VI Section I of the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“The documents and other information required to be submitted shall be delivered or mailed to the Architectural Committee, in care of:

Mark III Properties, Inc.
P.O. Box 170248
Spartanburg, SC 29301
Physical Address:
170-C Camelot Drive
Spartanburg, SC 29301

One complete set shall be retained by the Architectural Committee and the second complete set shall be returned to the applicant, with the Architectural Committee’s approval or disapproval clearly noted thereon.”

- 7. Article VI Section 2 of the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“2. Architectural Committee. Mark III Properties, Inc. is hereby appointed as the sole member of the Architectural Committee as long as it owns one or more Lots in the Development. Thereafter the Association shall assume such responsibilities.”

- 8. Article VIII Section 4 of the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“4. Dwelling Floor Space. Each Lot in Phase I shall contain no more than one residential dwelling containing a minimum of 2,200 square feet of floor space and each Lot in Phase II shall contain no more than one residential dwelling containing a minimum of 2,000 square feet of floor space.

No dwelling on any Lot shall have more than two stories as measured from grade and above. In calculating the minimum floor space, only the heated area of the dwelling shall be included. Any area comprising porches, garages, breezeways, porte-cocheres, unfinished attics and unfinished basements shall be excluded. Basements shall be reviewed by the Architectural Committee on an individual basis.”

- 9. Article VIII Section 34 of the Restrictive Covenants is hereby amended and

restated in its entirety to read as follows:

“34. Vinyl. No vinyl material is to be used on the exterior of any Permitted Dwelling, with the exception of vinyl boxing or vinyl cedar shakes used as an accent. The exterior of the dwelling must be brick, stone, stucco, wood, or hardy board.”

10. Article IX Section 3 of the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“3. Amendment. This Declaration may be amended prior to January 1, 2016, only by an instrument signed by the Owners of not less than ninety (90%) percent of the Lots with the approval of the Declarant, so long as the Declarant owns one or more Lots. After January 1, 2016, this Declaration may be amended by an instrument signed by the Owners of not less than seventy five (75%) percent of the Lots with the approval of Declarant, so long as Declarant owns one or more Lots.”

11. Article I Section 1 of Exhibit “A” to the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“1. Name. The name of the corporation is Shellbrook Plantation HOA of SC, Inc., hereinafter referred to as the “Association”.

12. Article II Section 3 of Exhibit “A” to the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“3. “Declarant” shall mean Mark III Properties, Inc., a South Carolina corporation and/or any successor(s) designated by Mark III Properties, Inc. in its sole discretion.”

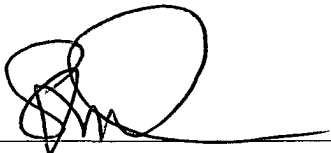
13. Article III Section 7 of Exhibit “A” to the Restrictive Covenants is hereby amended and restated in its entirety to read as follows:

“7. Voting. The Owner(s) of each Lot shall be entitled to cast votes on each matter submitted to a vote at a meeting of Members equal to the number of votes entitled to be cast by such Owner(s) based upon their class of membership and voting rights set forth in Article IV Section 2 of the Declaration. A majority of the votes cast by the Members at a duly called meeting of Members at which a quorum is at the beginning of the meeting present in person or by proxy shall be the act of the Members on that matter, unless the vote of a greater number is required by law or by the Declaration, the Associations’ Articles of Incorporation or these By-Laws, Cumulative voting shall not be allowed.”


14. Except as specifically amended hereby, the remaining portions of the Restrictive Covenants shall remain in full force and effect.
15. This Amendment to Restrictive Covenants may be executed in one or more counterparts each of which when taken together shall constitute one and the same instrument.

[SIGNATURES TO FOLLOW]

IN WITNESS WHEREOF, this Amendment to Declaration of Covenants, Conditions, Restrictions and Easements is made and executed as of the date first set forth above.




witness



witness

Mark III Properties, Inc.

By: 

Name: John W. Beeson


Title: President

STATE OF SOUTH CAROLINA)
COUNTY OF SPARTANBURG)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that John W. Beeson as President of Mark III Properties, Inc., being duly authorized, personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of said Corporation.

SWORN TO this ^{23rd} day of August, 2011.

 (SEAL)

Notary Public for South Carolina

My commission Expires: 1/26/19

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR THE PALMETTO BANK

Brandi H. Anderson
witness

Gloria Brewer
witness

The Palmetto Bank

By: [Signature]
Name: JAMES T RAMBO JR
Title: VICE PRESIDENT

Lot Nos.: 47-50, 54,55, 58-68, 77,78,
102-106

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that James T Rambo Jr as Vice President of The Palmetto Bank, personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of The Palmetto Bank.

SWORN TO this 22nd day of August, 2011.

Gloria Brewer (SEAL)
Notary Public for South Carolina
My commission Expires: 7/24/2019



SIGNATURE PAGE FOR CURRENT LOT OWNER

Witness #1:

[Handwritten signature]
Witness #2:

[Handwritten signature]
witness Joy D. Snow

[Handwritten signature]
witness Ronnie B. Snow

Name: Joy L. Snow + Ronnie B. Snow
Property Address: 112 PALM SPRINGS WAY
SIMPSONVILLE, SC 29681
Lot No.: 30

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

[Handwritten] Joy L. Snow + Ronnie B. Snow
[Handwritten] Joy L. Snow + Ronnie B. Snow

I, the undersigned notary public, do hereby certify that Joy L. Snow + Ronnie B. Snow personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Handwritten signature] (SEAL)
Notary Public for South Carolina

My commission Expires: May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

[Signature]
witness
[Signature]
witness

[Signature]
Name: Michael O'Connor
Michael O'Connor
Property Address: 6 Palm Springs Way
Simpsonville, SC 29681
Lot No.: 38

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Michael O'Connor personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 11 day of April, 2011.

[Signature] (SEAL)

Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

[Signature]
witness
[Signature]
witness

[Signature] [Signature]
Name: JACK + ELIZABETH LOSTETTER
Jack Lostetter + Elizabeth Lostetter
Property Address: 128 PALM SPRINGS WAY
SIMPSONVILLE SC 29681
Lot No.: 26

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT Elizabeth Lostetter
Jack Lostetter
Jack Lostetter & Elizabeth Lostetter

I, the undersigned notary public, do hereby certify that Jack Lostetter & Elizabeth Lostetter personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)

Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

R. All L.P.
witness
[Signature]
witness

Richard D. Kincer Richard D. Kincer
Name: Judith A. Kincer Judith A. Kincer
Richard D. Kincer + Judith A. Kincer
Property Address: 131 Palm Springs Way
Lot No.: 14 Simpsonville, SC 29681

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Richard D. Kincer + Judith A. Kincer personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)

Notary Public for South Carolina
My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

witnesses!

SIGNATURE PAGE FOR CURRENT LOT OWNER

[Handwritten signatures of witnesses]

[Handwritten signature]
witness- Dennis K. Erro

[Handwritten signature]
witness- Lisa M. Erro

Name: Dennis K. Erro Lisa M. Erro
Property Address: 129 Palm Springs way
Simpsonville, SC
29681

Lot No.: 13

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT
in Dennis K. Erro + Lisa M. Erro
Dennis K Erro + Lisa M Erro

I, the undersigned notary public, do hereby certify that Dennis K Erro + Lisa M Erro personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Handwritten signature] (SEAL)

Notary Public for South Carolina
My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

[Signature]
witness
[Signature]
witness

[Signature]
Name: DAN McTAGGART + SHELLEY McTAGGART
Dan McTaggart + Shelley McTaggart
Property Address: 113 PALM SPRINGS WAY
SIMPSONVILLE, S.C. 29681
Lot No.: 9

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Dan McTaggart + Shelley McTaggart personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 2ND day of April, 2011.

[Signature] (SEAL)
Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

[Signature]
witness
[Signature]
witness

Thang Nguyen
Name: Thang Nguyen and Dieu Vo
Property Address: 22 Palm Springs Way
Simpsonville, SC 29681
Lot No.: 34

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Thang Nguyen + Dieu Vo personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of APRIL, 2011.

[Signature] (SEAL)

Notary Public for South Carolina
My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

R. ALLO
witness
[Signature]
witness

Michael Robertson
Name: Karen Robertson Karen Robertson
Michael Robertson + Karen Robertson
Property Address: 120 Palm Springs Way
Simpsonville SC 29681
Lot No.: 120
28 (u)

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Karen Robertson + Michael Robertson personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)
Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

[Signature]
witness
[Signature]
witness

[Signature] [Signature]
Name: Brian and Diana Hackley
Brian Hackley +
Diana Hackley
Property Address: 19 Star Fish Court
Simpsonville, SC
Lot No.: 91 29681

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Brian Hackley + Diana Hackley personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)
Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

[Signature]
 witness
[Signature]
 witness

Tushar Patel (T. P. Patel)
 Name: Surbhi Jain
Tushar Patel + Surbhi Jain
 Property Address: 15 Palm Springs Way
Simpsonville, SC - 29687
 Lot No.: 2

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Tushar Patel + Surbhi Jain personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)

Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

R. ALLO
witness
[Signature]
witness

Ramiro Corrado Trustee
Name: Debra J. Corrado, Trustee
Debra L. Corrado + David Corrado
Property Address: 142 Palm Springs Way
Simpsonville SC
Lot No.: 23 29681

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT
Debra L. Corrado + David Corrado
Debra J. Corrado + David Corrado

I, the undersigned notary public, do hereby certify that Debra J. Corrado + David Corrado personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)
Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

R All [Signature]
witness
[Signature]
witness

Tamaran Benjamin / Del 7
Name: Tamaran Benjamin Derrick L Hightower
Tamaran Benjamin + Derrick Hightower
Property Address: 135 Palm Springs Way
Simpsonville SC 29681
Lot No.: 15

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Tamaran Benjamin + Derrick L Hightower personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.




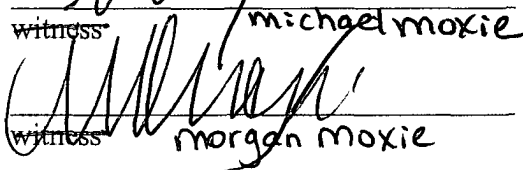
[Signature] (SEAL)
Notary Public for South Carolina

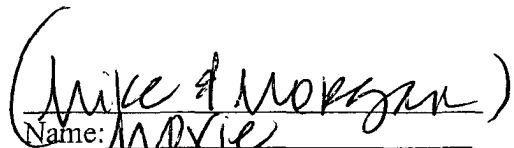
My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

witnesses!

SIGNATURE PAGE FOR CURRENT LOT OWNER


 witness  Michael Moxie

 witness  Morgan Moxie

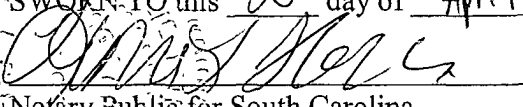

 Name: Mike & Morgan
 Property Address: 121 Palm Springs Way
Gimpsonville, SC 29681
 Lot No.: 11

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that ~~Mike & Morgan Moxie~~ ^{Michael Moxie + Morgan Moxie} personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

 (SEAL)

Notary Public for South Carolina
 My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

R. [Signature]
witness
[Signature]
witness

Ste M. West / Bianca West
Name: Steven + Bianca West
Steven M. West + Bianca West
Property Address: 150 Palm Springs Way
SIMPSONVILLE, SC 29001
Lot No.: 21

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT Steven M. West + Bianca West

I, the undersigned notary public, do hereby certify that Steven West + Bianca West personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)
Notary Public for South Carolina
My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

ROD ALL

witness

[Signature]

witness

[Signature]

Name: Lisa C Gallitzin

Lisa C. Gallitzin
Property Address: 24 Palm Springs Way

Lot No.: 36 Simpsonville SC 29681

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT Lisa C. Gallitzin

I, the undersigned notary public, do hereby certify that Lisa C Gallitzin
personally appeared before me this day and acknowledged the due execution of the foregoing
instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)
Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

St West
witness
Bene West
witness

Richard A Land + Lori Land
Name: Richard A Land & Lori S Land
Richard A. Land + Lori Land
Property Address: 1416 Palm Springs Way
Simpsonville SC 29681
Lot No.: 22

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT Richard A. Land + Lori Land

I, the undersigned notary public, do hereby certify that Richard A Land + Lori Land personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 25 day of April, 2011.

[Signature] (SEAL)

Notary Public for South Carolina

My commission Expires: My Commission Expires May 20, 2015

[SIGNATURES CONTINUE]

SIGNATURE PAGE FOR CURRENT LOT OWNER

R. Allen G.
witness
[Signature]
witness

Vinogradskiy - Yakov Vinogradskiy
Vinogradskaya - Luda Vinogradskaya
Name: ~~Ludmila Vinogradskaya~~
~~Yakov Vinogradskiy~~
Property Address: 116 Palm Springs Way
Simpsonville, SC 29681
Lot No.: 29

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

I, the undersigned notary public, do hereby certify that Yakov Vinogradskiy + Luda Vinogradskaya personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

SWORN TO this 2 day of APRIL, 2011.

[Signature] (SEAL)
Notary Public for South Carolina
My commission Expires: **MY COMMISSION EXPIRES AUGUST 21, 2016**

[SIGNATURES CONTINUE]

FILED FOR RECORD IN GREENVILLE COUNTY, SC ROD
2011057810 Book DE 2393 Page: 1743-1766
August 30, 2011 01 04 26 PM

Timothy J. Hanney