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 FORSYTH CO, NC FEE \$29.00
 PRESENTED & RECORDED:
 03-02-2005 02:32 PM
 DICKIE C WOOD
 REGISTER OF DEEDS
 By: S L POINDEXTER DPTY
BK: RE 2545
PG: 3429-3434

ENVELOPE

Prepared by and return by mail to:
 Eric P. Handler, Handler & Brown, PLLC, 1014 West Fifth Street, Winston-Salem, NC
 27101

**SECOND AMENDMENT OF
 MASTER DECLARATION OF
 COVENANTS, CONDITIONS AND RESTRICTIONS
 FOR HERITAGE PARK**

WHEREAS the Master **Declaration of Covenants, Conditions and Restrictions for Heritage Park was** recorded in the Forsyth County Registry in Deed Book 2468, at page 3852, and was amended by the First Amendment recorded the Forsyth County Registry in Deed Book 2535, at page 1522 (as amended, the "Master Declaration") ; and

WHEREAS the Master Declaration provided in Article VIII, Section 4(b), that the Declarant could thereafter, without the consent of the Members, annex all or any portion of the Additional Property described in the Master Declaration and, as to such annexed Additional Property, make such additions and/or modifications of the covenants and restrictions contained in the Master Declaration as may be necessary or convenient, in the sole judgment of the Declarant, to reflect the different character, if any, of the annexed property and as are not inconsistent with the plan of this Master Declaration; and

WHEREAS the Declarant now wishes to exercise its right to annex the portion of the Additional Property described below and its right to subject such Additional Property to the terms and conditions contained in the Master Declaration;

NOW, THEREFORE, Declarant hereby amends the Master Declaration and declares that all that certain land described in Exhibit A, which is attached hereto and incorporated herein by reference, being a portion of the Additional Property described in the Master Declaration and being the same property known as Map 2 of Phase 1 of Heritage Park and more particularly described in the plat thereof recorded in the Forsyth County Registry in Plat Book 48, page 64, shall hereafter be held, sold and conveyed subject to the easements, restrictions, covenants and conditions set forth in the Master Declaration, as amended and recorded, and, in order to protect the value and desirability of said real property, all the same easements, restrictions, covenants and conditions shall run with the said real property and be binding on all parties having any right, title or interest therein or in any part thereof, their heirs, successors and assigns, and all shall inure to the benefit of each owner thereof. By accepting a deed to any lot within Map 2 of Phase 1 of Heritage Park, the owners thereof agree to abide by all of said easements, covenants, conditions and restrictions, agree to pay any assessments levied pursuant thereto, and agree to subject to the lien thereunder for assessments so levied all of their interest arising under any such deed.

Except as specifically modified and amended herein, the Master Declaration remains in full force and effect.

IN WITNESS WHEREOF, the undersigned limited liability company, being the Declarant named in the Master Declaration, has caused this instrument to be executed in its company name by its duly authorized manager and has adopted as its seal the "SEAL" appearing beside its name, this sealed instrument being executed as of the 1st day of march, 2005.

SOUTHPARK HOMES, LLC [SEAL]
a North Carolina limited liability company

By:

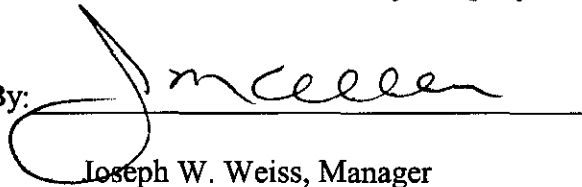

Joseph W. Weiss, Manager

EXHIBIT A

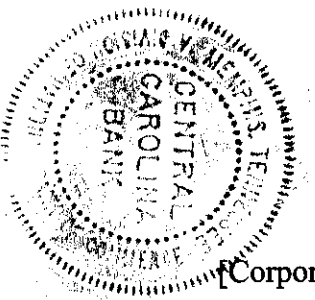
Forsyth County
Winston Township

BEGINNING at a point in the eastern margin of the right of way of Old Salisbury Road, said point being the westernmost corner of Map 1 of Phase 1 of Heritage Park park, as per plat thereof recorded in the Forsyth County Registry in Deed Book 47, at page 19, and proceeding thence, with the southern line of Map 1 of Phase 1 of Heritage Park, South 60° 18' 29" East 242.02 feet to a point; thence on a new line South 40° 10' 20" West 96.58 feet to a point; thence on a new line North 75° 28' 31" West 203.35 feet to a point in the eastern margin of the right of way of Old Salisbury Road; thence with the eastern margin of the right of way of Old Salisbury Road North 14° 31' 29" East 90.26 feet to a point; thence continuing with the eastern margin of the right of way of Old Salisbury Road North 25° 24' 34" East 61.23 feet to the point and place of BEGINNING; containing 0.621 acres, more or less, and shown on a drawing by Fleming Engineering, Inc. dated 02-07-05, entitled #03007 FINAL PLAT FOR "AS BUILT" UNITS 19, 20 & 21 of HERITAGE PARK – MAP 2 OF PHASE 1 (1339-01\plats\hpunits 19-1.dwg).

CONSENT AND SUBORDINATION

Central Carolina Bank and Trust Company ("Lender"), as holder of the indebtedness secured by Deeds of Trust on a portion of the property described in the Master Declaration of Covenants, Conditions and Restrictions for Heritage Park, said Deeds of Trust being recorded in the Forsyth County Registry in Book 2342 at page 4131, in Book 2423 at page 2461, and in Book 2536 at page 4057, and Southland Associates, Inc, Trustee, as Trustee under said Deeds of Trust, join in the execution hereof for the purpose of subjecting the aforesaid Deeds of Trust to the terms and provisions of this First Amendment of the Master Declaration of Covenants, Conditions and Restrictions for Heritage Park

This 1st day of MARCH, 2005.



[Corporate Seal]

CENTRAL CAROLINA BANK AND TRUST COMPANY

By: [Signature]
Vice President



[Corporate Seal]

SOUTHLAND ASSOCIATES, INC., Trustee

By: [Signature]
President

NORTH CAROLINA
GUILFORD COUNTY

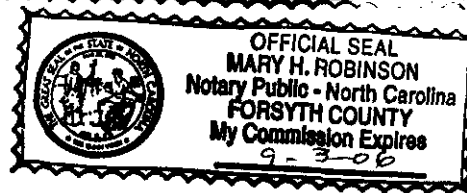
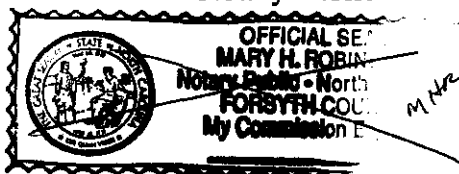
I, MARY H. ROBINSON, a Notary Public of the County and State aforesaid, certify that Joseph W. Weiss personally came before me this day and acknowledged that he is a Manager of **Southpark Homes, LLC**, a North Carolina limited liability company, and that by authority duly given and as the act of that company, the foregoing instrument was signed in its name, under seal, by him as its Manager.

Witness my hand and official seal, this 1st day of march, 2005.

Mary H. Robinson
Notary Public

My Commission Expires:

9-3-06



STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

The undersigned, a Notary Public of said County and State, hereby certifies that Jay Easley personally appeared before me this day and acknowledged that he/she is a Vice President of **Central Carolina Bank and Trust Company**, and that by authority duly given, and as the act of that corporation, the foregoing instrument was signed in its name by its Vice President and sealed with its corporate seal.

WITNESS my hand and official seal, this 1st day of March, 2005.

Mary H. Robinson
Notary Public

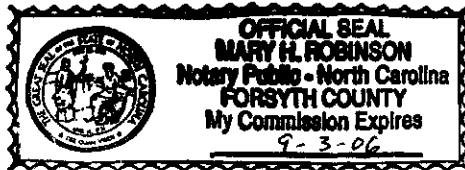


My Commission Expires: 9-3-06

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

The undersigned, a Notary Public of said County and State, hereby certifies that Thomas G. Nisbet, Jr. personally appeared before me this day and acknowledged that he/she is a Vice President of **Southland Associates, Inc., Trustee**, and that by authority duly given, and as the act of that corporation, the foregoing instrument was signed in its name by its Vice President and sealed with its corporate seal.

WITNESS my hand and official seal, this 1st day of March, 2005.



Mary H. Robinson
Notary Public

My Commission Expires: 9-3-06

STATE OF NCL FORSYTH CO

Mary H. Robinson

The foregoing certificate(s) of:

NP(s)

is certified to be correct at the date of recording shown on the first page thereof,

Dickie C. Wood, Register of Deeds by: _____ Deputy/Asst.