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GREENVILLE, SC

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TIMOTHY L. WANNEY
REGISTER OF DEEDS

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

**SUPPLEMENT TO THE FIRST AMENDED
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS APPLICABLE TO
KILGORE FARMS SUBDIVISION**
(annexing additional real property and modifying existing
covenants as necessary to effect annexation)

This SUPPLEMENT TO THE FIRST AMENDED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS APPLICABLE TO KILGORE FARMS SUBDIVISION (This "Supplemental Declaration") is hereby made on this 11th day of January, 2005, by HOGAN PROPERTIES KILGORE FARMS, LLC, a South Carolina limited liability company, hereinafter referred to as "Declarant."

WITNESSETH:

WHEREAS, Declarant is the developer of certain real property located in the County of Greenville, State of South Carolina and generally described as 45.8 acres, more or less, situated at the corner of Woodruff Road and Jonesville Road, known as Kilgore Farms Subdivision, Phases I and II (hereinafter the "Phase I and II Property"), which Phase I and II Property is more particularly described in that certain First Amended Declaration of Covenants, Conditions and Restrictions applicable to Kilgore Farms Subdivision dated April 23, 2003, and recorded in the Office of the Register of Deeds for Greenville County in Deed Book 2037, Page 805, on May 7, 2003 (hereinafter the "First Amended Declaration").

WHEREAS, the First Amended Declaration provides, in Article IX, Section 4, that Declarant may annex additional property into the subdivision and further that Declarant may alter or amend any provision of the First Amended Declaration as necessary for the proper use and development of the annexed property.

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WHEREAS, Declarant now desires to annex certain additional real property consisting of approximately 15.99 acres located north of Woodruff Road and adjacent to the Phase I and II Property (the "Annexation Property"), which Annexation Property is more particularly described in the attached and incorporated **Exhibit A** hereto.

NOW, THEREFORE, Declarant hereby declares that all of the Annexation Property shall be held, sold and conveyed subject to the easements, restrictions, covenants and conditions of the First Amended Declaration, which are for the purpose of protecting the value and desirability of, and which shall run with, the Annexation Property and shall be binding on all parties having any right, title or interest in the said Annexation Property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of any successor owner thereof. Additionally, in connection with such annexation, the First Amended Declaration is hereby modified and amended, according to the following terms.

ARTICLE I

RE-DEFINING THE SUBDIVISION PROPERTY

The term "Property" as it appears in the First Amended Declaration, shall hereafter refer to the Annexation Property as well as the Phase I and II Property, and all references to the "Kilgore Farms Subdivision" or the "Subdivision," generally, shall likewise be hereafter deemed references to the Annexation Property as well as the Phase I and II Property. Accordingly, all references or appearances of the terms "Common Area," "Lots," "Open Space," "Occupants," "Owners" and all other defined terms appearing in the First Amended Declaration shall be deemed references to such Common Areas, Lots, Open Spaces, Occupants, Owners and such other terms as presently appear or exist, and as may hereafter appear or exist, upon the Annexation Property as well as the Phase I and II Property. All Owners of Lots within or upon the Annexation Property shall automatically become members of the Kilgore Farms Property Owners Association, Inc. with the same rights, privileges and obligations as Owners of Lots within or upon the Phase I and II Property.

ARTICLE IIMODIFICATION OF FIRST AMENDED DECLARATION
TO ALLOW ACCESS

It is hereby acknowledged that Lots 1, 2 and 3 were created by and through the recordation of a Subdivision Plat for Kilgore Farms, Phase I, prepared by Wooten Surveying Company dated February 4, 2003, revised December 4, 2003, and recorded in the Office of the Register of Deeds for Greenville County in Plat Book 47S at Page 40. In order to allow development of, and access to, the Annexation Property, the said Lots 1, 2 and 3 shall be eliminated and the real property occupied by them shall be re-platted to allow for construction of certain access roads to serve the Annexation Property. If, or to the extent that, such elimination of Lots 1, 2 and 3 constitutes modification and amendment of the First Amended Declaration, this Supplemental Declaration shall effect such modification and amendment.

ARTICLE IIISCOPE OF AMENDMENT AND AFFIRMATION

Except to the extent explicitly modified or amended hereby, the First Amended Declaration shall remain in full force and effect and its terms, as hereby supplemented, modified and amended, are hereby adopted, ratified and affirmed.

[signature pages (pages 4 and 5 of 6 total) follow]

IN WITNESS WHEREOF, the undersigned Declarant (by and through its duly authorized manager) has caused this Supplemental Declaration to be executed as of the date first above written.

HOGAN PROPERTIES KILGORE FARMS, LLC

Amanda Newton

By: [Signature]
Its: Manager

Camellia Cole

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

ACKNOWLEDGEMENT

The foregoing Supplemental Declaration was acknowledged before me by the above-named duly authorized manager of HOGAN PROPERTIES KILGORE FARMS, LLC.

SWORN TO before me this 26 day of January, 2005.

Camellia Cole (SEAL)
Notary Public for South Carolina
My Commission expires: 2/4/10

IN FURTHER WITNESS WHEREOF, ~~Regions Bank~~ ^{BRANCH BANKING AND TRUST COMPANY OF SOUTH CAROLINA,} as mortgagee, does, by execution hereof, consent and submit its interests in the Property, as herein defined, to the foregoing Supplemental Declaration, also as of the date and year first above written.

WITNESSES:
[Signature]
[Signature]

~~Regions Bank~~
~~BRANCH BANKING AND TRUST COMPANY OF SOUTH CAROLINA~~
By: [Signature]
Its: SVP

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

ACKNOWLEDGMENT

The foregoing Supplemental Declaration was acknowledged before me by the above-named duly authorized officer or representative of ~~Regions Bank~~ ^{BRANCH BANKING AND TRUST COMPANY OF SOUTH CAROLINA} as Mortgagee.

SWORN TO before me this 31st day of January, 2005.

[Signature] (SEAL)
Notary Public for South Carolina
My Commission expires: 3/19/07

IN STILL FURTHER WITNESS WHEREOF, The Architectural Committee for Kilgore Farms Subdivision does, by execution hereof, consent and submit its interests in the Property, as herein defined, to the foregoing Supplemental Declaration, also as of the date and year first above written.

WITNESSES:

THE ARCHITECTURAL COMMITTEE
FOR KILGORE FARMS/SUBDIVISION

Amanda Newlon

By: William P. Gagnier
Committee Chairperson

Camellia Cole

STATE OF SOUTH CAROLINA)

ACKNOWLEDGMENT

COUNTY OF GREENVILLE)

The foregoing Supplemental Declaration was acknowledged before me by the above-named duly authorized committee chairperson of the Architectural Committee for Kilgore Farms Subdivision, this 26 day of January, 2005.

SWORN TO before me this 26 day of January, 2005.

Camellia Cole (SEAL)

Notary Public for South Carolina

My Commission expires: 2/4/10

EXHIBIT A
(Legal Description)

All that certain piece, parcel and tract of land located in the County of Greenville, State of South Carolina, and containing approximately 15.99 acres, more or less, as depicted on that certain "Boundary Survey for Hogan Properties Kilgore Farms, LLC" dated December 15, 2004, and prepared by Landmark Surveying, Inc.; said property having the following metes and bounds according to such survey:

Proceeding from an axel in the northern edge of the right of way for Woodruff Road approximately 497 feet from the intersection of Woodruff Road and Kilgore Farms Circle, N. 55-14-08 E. 235.12 feet to an iron pin, the Point of the Beginning, thence turning and following the northern boundary of property now or formerly of Waterfall Properties, LLC, N. 49-29-17 W. 189.11 feet to an iron pin; thence turning and following the common boundaries of property now or formerly of Jo Ann Griffith and Allen H. Griffith N. 34-54-32 E. 295.27 feet to an iron pin; thence N. 54-54-17 W. 212.30 feet to a iron pin; thence turning and following the common boundary of property now or formerly of JoAnn W. Ward N. 41-52-26 E. 351.27 feet to an iron pin; thence S. 85-16-57 E. 313.46 feet to an iron pin; thence N. 42-53-35 E. 260.05 feet to a point in the centerline of Peters Creek; thence following the centerline of Peters Creek according to a traverse line S. 73-07-06 E. 138.00 feet to a point in the centerline of Peters Creek; thence with the common boundary of property now or formerly of Barron Roy Vaughan, Jr. S. 75-15-31 E. 309.88 feet to an iron pin; thence S. 63-00-31 E. 233.95 feet to an iron pin; thence turning and following the common boundary of property now or formerly of Hogan Properties Kilgore Farms, LLC S. 53-29-00 W. 999.94 feet to an iron pin; thence S. 53-23-59 W. 347.22 feet to an angle iron; thence turning and following the common boundary of property now or formerly of Judy Fay Bayne N. 49-29-17 W. 175.18 feet to an iron pin, the Point of the Beginning.

Being the same property conveyed to the Declarant herein by deed of Waterfall Properties, LLC dated January 11, 2005, and recorded in the Office of the Register of Deeds for Greenville County in Deed Book 2125 at Page 1336 on January 12, 2005.

FILED FOR RECORD IN GREENVILLE
COUNTY SC R.O.D. OFFICE AT 11:44 AM
02 16 05 RECORDED IN DEED
BOOK 2130 PAGE 1410 THRU 1415
DOC # 2005013796

Timothy H. [Signature]