

FILED IN HENDERSON COUNTY REGISTER OF DEEDS  
OFFICE. NEDRA W. MOLES, REGISTER <sup>WB</sup>

DATE: 2/10/11 TIME: 3:10 pm

EXCISE TAX STAMP: \_\_\_\_\_

BOOK: 1452 PAGE: 031

**AMENDMENT TO SECOND AMENDED AND RESTATED DECLARATION OF  
COVENANTS, CONDITIONS, AND RESTRICTIONS FOR CLIFFS VALLEY AND  
CLIFFS VALLEY NORTH**

**Henderson County,**

**North Carolina**

Drawn by and mail to:

\_\_\_\_\_  
Womble Carlyle Sandridge & Rice, PLLC  
P. O. Box 10208  
Greenville, South Carolina 29601



**CONDITIONS, AND RESTRICTIONS FOR CLIFFS VALLEY AND CLIFFS VALLEY  
NORTH**

**Recorded in Book 1101 at Page 440**

WHEREAS, reference is made to that certain Second Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Cliffs Valley and Cliffs Valley North recorded in Book 1101 at Page 440 in the Office of the Register of Deeds for Henderson County, North Carolina (the "**Declaration**");

WHEREAS, Section 18.2(b) of the Declaration provides that the Declaration may be amended upon the affirmative vote or written consent of sixty-seven (67%) percent of the total votes of the members of The Cliffs Valley Community Association, Inc. (the "**Association**") and the consent of Cliffs at Glassy, Inc.;

WHEREAS, the Bylaws of the Association are attached to the Declaration as Exhibit "E" thereto (the "**Bylaws**");

WHEREAS, Section 6.6(b) of the Bylaws provides that the Bylaws may be amended only upon a resolution duly adopted by the board of directors and approved by affirmative vote or written consent of the members holding sixty-seven (67%) percent of the vote and the consent of Cliffs at Glassy, Inc.; and

WHEREAS, the Association has resolved to amend the Bylaws as set forth herein, and has obtained the vote and/or written consent of the members holding sixty-seven (67%) percent of the vote and the consent of Cliffs at Glassy, Inc. in accordance with the Bylaws and the Declaration, as evidenced by the Board resolution set forth on Exhibit "A" attached hereto and incorporated herein and the certificate of the Secretary of the Association set forth on Exhibit "B" attached hereto and incorporated herein.

NOW, THEREFORE, the Declaration and the Bylaws are hereby amended as set forth on Exhibit "C" attached hereto and incorporated herein.

Except as set forth on Exhibit "C" or as necessary to give effect to the express intent set forth therein, all terms and provisions of the Declaration and the Bylaws shall remain unchanged and in full force and effect.

[SIGNATURE PAGE TO FOLLOW]

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**Henderson County,**

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Drawn by and mail to:

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Womble Carlyle Sandridge & Rice, PLLC  
P. O. Box 10208  
Greenville, South Carolina 29601



**AMENDMENT**  
**TO**  
**SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS,**  
**CONDITIONS, AND RESTRICTIONS FOR CLIFFS VALLEY AND CLIFFS VALLEY**  
**NORTH**

**Recorded in Book 1101 at Page 440**

WHEREAS, reference is made to that certain Second Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Cliffs Valley and Cliffs Valley North recorded in Book 1101 at Page 440 in the Office of the Register of Deeds for Henderson County, North Carolina (the "**Declaration**");

WHEREAS, Section 18.2(b) of the Declaration provides that the Declaration may be amended upon the affirmative vote or written consent of sixty-seven (67%) percent of the total votes of the members of The Cliffs Valley Community Association, Inc. (the "**Association**") and the consent of Cliffs at Glassy, Inc.;

WHEREAS, the Bylaws of the Association are attached to the Declaration as Exhibit "E" thereto (the "**Bylaws**");

WHEREAS, Section 6.6(b) of the Bylaws provides that the Bylaws may be amended only upon a resolution duly adopted by the board of directors and approved by affirmative vote or written consent of the members holding sixty-seven (67%) percent of the vote and the consent of Cliffs at Glassy, Inc.; and

WHEREAS, the Association has resolved to amend the Bylaws as set forth herein, and has obtained the vote and/or written consent of the members holding sixty-seven (67%) percent of the vote and the consent of Cliffs at Glassy, Inc. in accordance with the Bylaws and the Declaration, as evidenced by the Board resolution set forth on Exhibit "A" attached hereto and incorporated herein and the certificate of the Secretary of the Association set forth on Exhibit "B" attached hereto and incorporated herein.

NOW, THEREFORE, the Declaration and the Bylaws are hereby amended as set forth on Exhibit "C" attached hereto and incorporated herein.

Except as set forth on Exhibit "C" or as necessary to give effect to the express intent set forth therein, all terms and provisions of the Declaration and the Bylaws shall remain unchanged and in full force and effect.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Association has executed this amendment to the Declaration and Bylaws as of July 19, 2010.

CLIFFS VALLEY COMMUNITY ASSOCIATION, INC.

(SEAL)

By: Donna Mullinax

Name: Donna Mullinax

Title: President

STATE OF SOUTH CAROLINA

COUNTY OF Greenville

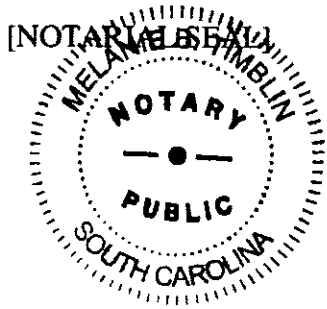
I, Melanie B. Timblin, a Notary Public of the aforesaid County and State, do hereby certify that Donna Mullinax, the duly authorized President of Cliffs Valley Community Association, Inc., appeared before me this day and acknowledged the execution of the foregoing instrument on its behalf.

Witness my hand and notarial seal this 19<sup>th</sup> day of July, 2010.

Melanie B. Timblin

Notary Public

My Commission Expires: 7-10-17



Consented to by Cliffs at Glassy, Inc.

CLIFFS AT GLASSY, INC.

(SEAL)

By: [Signature]  
Name: James B. Anthony  
Title: President

STATE OF SOUTH CAROLINA

COUNTY OF Pickens

I, Nancy Bray Goldsmith, a Notary Public of the aforesaid County and State, do hereby certify that James B. Anthony, the duly authorized President of Cliffs at Glassy, Inc., appeared before me this day and acknowledged the execution of the foregoing instrument on its behalf.

Witness my hand and notarial seal this 2<sup>nd</sup> day of June, 2010.



Nancy Bray Goldsmith  
Notary Public - South Carolina  
My Commission Expires: 11/29/2015

## EXHIBIT "A"

RESOLUTION OF BOARD OF DIRECTORS OF THE CLIFFS VALLEY  
COMMUNITY ASSOCIATION, INC.


The undersigned, being first duly sworn, deposes and says that the following is a true and accurate copy of the resolutions adopted at a meeting duly called and conducted on July 31, 2009, in accordance with the requirements of the By-Laws, with a quorum present and voting throughout.

WHEREAS, the Board of Directors of The Cliffs Valley Community Association, Inc. (the "Association") has determined that it is in the best interest of the Association to increase the term of a director elected to the Association's Board of Directors from two to three years; to amend the Bylaws of the Association to provide that the Bylaws may be amended by Members holding fifty-one percent of the total votes in the Association, and to amend the appointment of the Nominating Committee by the Board not less than thirty (30 days) after each annual meeting of the Members;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the amendment to the By-Laws attached as Exhibit C to the Amendment to Second Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Cliffs Valley and Cliffs Valley North (the "By-Law Amendment") and recommends that such By-Law Amendment be approved by the Members of the Association as required by Section 6.6(b) of the By-Laws;

FURTHER RESOLVED, that the officers of the Association are each authorized and directed to take all necessary and appropriate action to obtain Member approval of the By-Law Amendment, including calling special meetings of the members, or circulating minutes of action to the Members and recording the By-Law Amendment in the Register of Deeds Office of Greenville County, South Carolina and the Register of Deeds Office of Henderson County, North Carolina.

January 17, 2010

  
\_\_\_\_\_  
Donna Mullinax, President

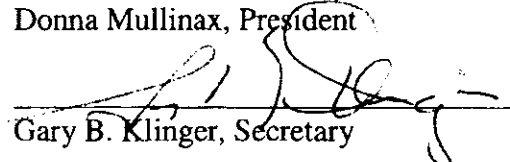
  
\_\_\_\_\_  
Gary B. Klinger, Secretary

EXHIBIT "B"

CERTIFICATE OF SECRETARY AS TO CONSENTS OF MEMBERS

I, Gary B. Klinger, as the duly authorized Secretary of The Cliffs Valley Community Association, Inc. (the "Association"), hereby certify that (i) the Association adopted the Resolutions attached to this Amendment as Exhibit "A" at a duly called meeting of the Association's Board of Directors held on July 31, 2009, at which a quorum was duly present and voting in accordance with the articles of incorporation and bylaws of the Association, and (ii) the adoption of such Resolutions was approved by written consent of at least sixty-seven (67%) percent of the members of the Association as required by the bylaws.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate as of the 17 day of January, 2010.

Gary B. Klinger  
Print Name: Gary B. Klinger  
Title: Secretary

SWORN TO before me this 17 day of January, 2010.

Courtney A. Stone  
Notary Public for South Carolina  
My Commission Expires: 08-26-2020





**EXHIBIT "C"****Amendment to By-Laws**

1. Article 3 of the By-Laws of The Cliffs Valley Community Association, Inc. (the "Association") shall be amended to delete Section 3.1(f) in its entirety and replace it with the following Section 3.1(f):

"(f) Election and Term of Office. Notwithstanding any other provision in these By-Laws, the Board of Directors shall be elected by the Members. For the Association's annual meeting in January 2010 and for the four (4) Board positions that will be expiring immediately before the January 2010 annual meeting, two directors will be elected for a three (3) year term and two directors will be elected for a two (2) year term. The two directors receiving the most votes shall serve the three year term. The other two directors receiving the third and fourth highest number of votes will serve for two (2) years. Beginning with the Association's annual meeting in January 2011, the directors shall be elected for a term of three (3) years at each annual meeting upon the expiration of the term of a director. Each Member shall be entitled to cast one (1) vote with respect to each vacancy to be filled from each slate on which such Member is entitled to vote. There shall be no cumulative voting. The candidates receiving the most votes shall be elected. The directors elected by the Members shall hold office until their respective successors have been elected by the Association. Directors may be elected to serve any number of consecutive terms."

2. Article 6.6(b) of the Bylaws of the Association shall be amended to delete Section 6.6(b) in its entirety and replace it with the following Section 6.6(b):

"(b) By Owners. Except as otherwise specifically provided herein these By-Laws may be amended only upon a resolution duly adopted by the Board and approved by the affirmative vote or written consent, or any combination thereof, of Members holding fifty-one percent (51%) of the total votes in the Association. In addition, the approval requirements set forth in Article 14 of the Declaration shall be met, if applicable. Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. Any amendment to be effective must be recorded in both the ROD Office of Greenville County, South Carolina and the ROD of Henderson County, North Carolina.

If an Owner consents to any amendment to the Declaration or these By-Laws, it will be conclusively presumed that such Owner has the authority to consent and no contrary provision in any Mortgage or contract between the Owner and a third party will affect the validity of such amendment.

No amendment may remove, revoke, or modify any right or privilege of Declarant without the written consent of Declarant or the assignee of such right or privilege."

3. Article 3.1(e) of the Bylaws of the Association shall be amended to delete 3.1(e) in its entirety and replace it with the following section 3.1(e):

“(i) Nomination of Directors. Except with respect to directors selected by the Class “B” Member, nominations for election to the Board may be made by a Nominating Committee. The Nominating Committee shall, if established, consist of a chairman, who shall be a member of the Board of Directors, and three (3) or more Members of the Association, with at least one (1) representative from each Neighborhood, if Neighborhoods are established. The Nominating Committee shall be appointed by the Board not less than thirty (30) days after each annual meeting of the Members to serve a term of one (1) year or until their successors are appointed, and such appointment shall be communicated to all property owners. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but in no event less than the number of positions to be filled. In the event Neighborhoods are established, the Nominating Committee shall nominate separate slates for the directors to be elected at large by all Members, and for the directors to be elected by and from each Neighborhood. Nominations for each slate shall also be permitted from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.