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1912301001-022, 1912401001-223

STATE OF SOUTH CAROLINA) AMENDMENT TO DECLARATION
COUNTY OF HORRY) OF COVENANTS, CONDITIONS,
) RESTRICTIONS AND EASEMENTS
) FOR THE LAKES SUBDIVISION

THIS AMENDMENT to the Declaration of Covenants, Conditions, Restrictions, and Easements for the Lakes Subdivision is made this 12th day of May, 2011, by the required number of Owners of the Lakes Property Owners Association, Inc. (hereinafter referred to as "Owners").

WITNESSETH

WHEREAS, Edward J. Edelen did record the Declaration of Covenants, Conditions, Restrictions and Easements for the Lakes Subdivision dated January 30, 1989 and recorded February 27, 1989 in Deed Book 289 at Page 272, in the Office of the Register of Deeds for Horry County, South Carolina (hereinafter referred to as "Declaration").

WHEREAS, said Declaration was amended by an Amendment to Declaration of Covenants, Conditions, Restrictions, and Easements for the Lakes Subdivision dated May 30, 2003 and recorded May 30, 2003 in Deed Book 2601 at Page 0408 in the Office of the Register of Deeds for Horry County, South Carolina.

WHEREAS, pursuant to Article 5, Section 2, as set forth in the above-referenced Amendment, the Declaration may be amended in accordance with Article 5, Section 2 of the Declaration which reads as follows:

Amendments to this Declaration shall be proposed and adopted in the following manner: a) Notice of the subject matter of the proposed Amendment shall be included in the Notice of the meeting of the Association at which such proposed Amendment is to be considered and shall be delivered to each member of the Association. b) At such

meeting, a resolution adopting a proposed Amendment may be proposed by either the Board of Directors or by members of the Association. The Amendment must be approved by at least two-thirds (2/3) of the members of the Association in good standing. Members in good standing constitutes those property owners who do not have outstanding payments for dues or other assessments. c) The agreement of the required percentage of the members, to any Amendment to this Declaration shall be evidenced by the Association's execution of such Amendment or, in the alternative, the sworn statement of the President of the Association attached to or incorporated into the Amendment executed by the Association which states that the agreement of all required parties was lawfully obtained. Any such Amendment of this Declaration shall become effective only when recorded in the Office of the Register of Deeds for Horry County, South Carolina or at such later date as may be specified in the Amendment itself.

THEREFORE, Owners, hereby publish and declare that Article 5 of the Declaration of Covenants, Conditions, Restrictions and Easements for the Lakes Subdivision shall be amended as follows:

Article 5, Section 2(b) of the Covenants, entitled "Amendment" shall be amended as follows:

- A) the second sentence of subsection "b" currently reads: "The Amendment must be approved by at least two-thirds (2/3) of the members of the Association in good standing."
- B) the second sentence of subsection "b" shall be deleted in its entirety and replaced with the following: "The Amendment must be approved by a vote of at least sixty-seven percent (67%) of the members in good standing that vote, either in person or by proxy, on the proposed Amendment".

At the time of the vote for this Amendment there were 502 platted lots in the Lakes subdivision of which 4 lots were ineligible to vote because the lots are in foreclosure. Of the 498 eligible lot owners a total of 474 lot owners turned in their ballot, 355 of those ballots voted in favor of the Amendment and 119 ballots voted not to amend Article 5, Section 2(b) of the Covenants, Conditions, Restrictions and Easements. The current requirements of the Covenants percentage needed to pass the Amendment is 67% and the 355 ballots voted in favor of the Amendment equals 71.28% of the entire vote.

The Board of Directors of the Lakes Property Owners Association has in its record the signed ballot of each lot owner who voted in favor and against the Amendment. Attached hereto as Exhibit "A" of this Amendment is the Affidavit of Craig Wright, Chairman of the Election Committee.

NOW THEREFORE, Article 5, Section 2(b) of the Covenants will be amended as set forth above.

IN WITNESS WHEREOF, the Lakes Property Owners Association, Inc. by and through its authorized President, Richard A. Corkum, has executed this Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for the Lakes Subdivision on the date first written above.


Cindy C. Denton
(Witnesses as to Richard A. Corkum)

THE LAKES PROPERTY OWNERS
ASSOCIATION, INC.

BY:


Richard A. Corkum

ITS: President

STATE OF SOUTH CAROLINA)
)
COUNTY OF HORRY) ACKNOWLEDGMENT

I, Stephan C. Ouverson, a notary public for the State of South Carolina, do
hereby certify that **Richard A. Corkum**, personally appeared before me this day and
acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 12th day of May, 2011.

Cindy C. Denton
Notary Public for the State of South Carolina
My Commission Expires: 10-25-14

Cindy C. Denton
(Print Name)

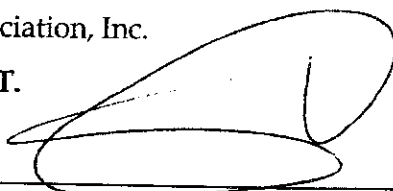
EXHIBIT "A"

STATE OF SOUTH CAROLINA)
)
COUNTY OF HORRY) AFFIDAVIT OF CRAIG WRIGHT

Personally appeared before me, Craig Wright, who being first duly sworn,
deposes and states as follows:

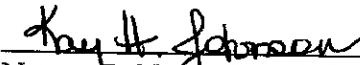
1. I was appointed by the Lakes Property Owners Association Board of Directors to count the written ballots of the 474 lot owners who voted on the Amendment to which this Affidavit is attached.
2. 355 lot owners voted in favor of amending Article 5, Section 2(b) of the Covenants, whereby the second sentence of Section (b) was deleted in its entirety and replaced with the following: "The Amendment must be approved by a vote of at least sixty-seven percent (67%) of the members in good standing that vote, either in person or by proxy, on the proposed Amendment".
3. 119 ballots voted against the Amendment. Of the 498 eligible voters, 71.28% voted in favor of the Amendment, which exceeds the required 67% as is required.
4. The actual ballots signed by each lot owner are in the records of the Lakes Property Owner's Association, Inc.

FURTHER AFFIANT SAYETH NOT.



Craig Wright, Election Chairman

SWORN to before me, this
16th day of May, 2011.

 (L.S.)
Notary Public for South Carolina
My Commission Expires: July 27, 2017