

STATE OF SOUTH CAROLINA
COUNTY OF BEAUFORT

) THIRTEENTH AMENDMENT TO DECLARATION
) OF COVENANTS, CONDITIONS AND
) RESTRICTIONS FOR HAMPTON HALL CLUB

THIS THIRTEENTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HAMPTON HALL CLUB ("Thirteenth Amendment") is made as of the _____ day of _____, 2015, by Hampton Hall, LLC, formerly known as Buckwalter JV, LLC ("Declarant"), a Delaware limited liability company.

WITNESSETH:

WHEREAS, the Declarant subjected certain property located in the Town of Bluffton, Beaufort County, South Carolina, known as Hampton Hall Club (the "Club"), to a Declaration of Covenants, Conditions and Restrictions for Hampton Hall Club dated March 17, 2003 and recorded in the Office of the Register of Deeds for Beaufort County, South Carolina in Book 1729 at Page 1965 (the "Covenants"), as the same has been amended from time to time; and

WHEREAS, in Article X, Section 10.02 of the Covenants, Declarant reserved the right to unilaterally amend the Declaration as deemed necessary or desirable by Declarant as long as Declarant was not materially adversely affecting any existing Member's rights and reserved the right to amend the Membership Plan from time to time in its discretion so long as such amendments are not materially adverse to the rights of existing members.

NOW, THEREFORE, the Declarant, with the consent of the Board of the Club as evidenced below, hereby amends the Covenants as follows:

1. Article I, Section 1.21, Founder Members is amended as follows:

Notwithstanding any other provision of the Covenants, said Founder Members shall be designated in writing by Company to the Club prior to the earlier of (i) March 31, 2015; or (ii) twelve (12) months after the Turnover Date. So much of Article I, Section 1.21 that states that the Founder Members must be designated prior to the earlier of January 1, 2013, shall be deleted.

2. All terms not specifically defined in this Thirteenth Amendment shall have the definitions as set forth in the Covenants.

3. Except as amended herein, all provisions of the Covenants shall continue in full force and effect. To the extent that there is any ambiguity, conflict or inconsistency between the provisions of the Covenants as previously amended and this Thirteenth Amendment, the provisions of this Thirteenth Amendment shall control.

[Signatures on next page]

WITNESSES:

[Handwritten signature]

DECLARANT:

By: BHR INVESTMENTS, INC., a
South Carolina corporation, Its Member

By: *[Handwritten signature]*
John P. Reed, Its President

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGEMENT

I, the undersigned Notary, do hereby certify that John P. Reed, the President of BHR INVESTMENTS, INC., a South Carolina corporation, a member of Hampton Hall, LLC, personally appeared before me this day and acknowledged the due execution of the forgoing instrument.

Witness my hand and official seal this 21 day of JANUARY, 2015.

[Handwritten signature] (SEAL)
Notary Public for South Carolina
My Commission Expires: 2/19/2024

IN WITNESS WHEREOF, the Declarant has caused this Thirteenth Amendment to Declaration to be duly executed and effective as of the date set forth above:

WITNESSES:

DECLARANT:

HAMPTON HALL, LLC, a Delaware limited liability company

By: TOLL SC, LP, a South Carolina limited partnership, Its Member.

By: TOLL SC GP CORP. Its General Partner

By: [Signature]
Print Name: Barry A. Depew
Title: Regional President

[Signature]
None above

COMMONWEALTH

STATE OF PENNSYLVANIA)

COUNTY OF MONTGOMERY)

ACKNOWLEDGEMENT

I, the undersigned Notary, do hereby certify that Barry A. Depew, the Regional President of TOLL SC GP CORP., the general partner of TOLL SC, LP, a South Carolina limited partnership, a member of Hampton Hall, LLC, personally appeared before me this day and acknowledged the due execution of the forgoing instrument.

Witness my hand and official seal this 9th day of February, 2015.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Janet E. McColgan, Notary Public
Horsham Twp., Montgomery County
My Commission Expires June 29, 2016

Janet E. McColgan (SEAL)
Notary Public for Montgomery Co., PA
My Commission Expires: 6/29/16

IN WITNESS WHEREOF, the undersigned being all the directors of the Board of Directors of the Hampton Hall Club, Inc. ("Club"), hereby join in this Thirteenth Amendment to Declaration to approve and consent to on behalf of the Club to this Thirteenth Amendment to Declaration.

WITNESSES:

Stephen C. Fitzgerald
Michelle DeLoe

David H. Richey, Director

COMMONWEALTH

~~STATE~~ OF PENNSYLVANIA)

ACKNOWLEDGEMENT

COUNTY OF MONTGOMERY)

I, the undersigned Notary, do hereby certify that David H. Richey personally appeared before me this day and acknowledged the due execution of the forgoing instrument.

Witness my hand and official seal this 3rd day of February, 2015.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Janet E. McColgan, Notary Public
Horsham Twp., Montgomery County
My Commission Expires June 29, 2016

Janet E. McColgan (SEAL)
Notary Public for Pennsylvania
My Commission Expires: 6-29-16