

After recording, please return to:

G. Hamlin O'Kelley, Esq.
Buist Byars & Taylor, LLC
652 Coleman Blvd., Ste 200
Mount Pleasant, SC 29464

Please cross-reference to:

Only Original

Declaration recorded at Book G394, Page 845,
Amendments recorded at Book B395, Page 297, Book
B395, Page 300, Book C510, Page 561, M602, Page
340 and Book T615, Page 235

STATE OF SOUTH CAROLINA) AMENDMENT TO
) DECLARATION OF COVENANTS,
) CONDITIONS, AND RESTRICTIONS FOR
) THE VILLAGES OF ST. JOHN'S WOODS
COUNTY OF CHARLESTON)

THIS AMENDMENT TO DECLARATION OF RESTRICTIONS AND PROTECTIVE COVENANTS (this "Amendment") is made this 27 day of November, 2007, by Pearlstine Real Estate Investment Company, LLC, a South Carolina limited liability company (the "Declarant").

WITNESSETH

WHEREAS, the Declarant executed that certain Declaration of Restrictions and Protective Covenants for The Villages of St. John's Woods, which was recorded in the RMC Office for Charleston County, South Carolina on January 17, 2002, in Book G394, Page 845 (the "Declaration"), as amended by that certain Declaration dated January 25, 2002 and recorded in the RMC Office for Charleston County, South Carolina on January 25, 2002, in Book B395, Page 297, as amended by that certain Modification of Declaration of Restrictions and Protective Covenants for the Village of St. John's Woods recorded in the RMC Office for Charleston County, South Carolina on January 25, 2002 in Book B395, Page 300, as amended by that certain Amendment to Declaration of Restrictions and Protective Covenants for the Villages of St. John's Woods Adding Additional Property to the Development dated August 18, 2004 and recorded in the RMC Office for Charleston County, South Carolina on September 21, 2004 in Book C510, Page 561, as amended by that certain Modification of Declaration of Restrictions and Protective Covenants for the Villages of St. John's Woods dated October 18, 2006 and recorded in the RMC Office for Charleston County, South Carolina on October 18, 2006 in Book M602, Page 340, as amended by that certain Modification to Declaration of Restrictions and Protective Covenants for The Villages of St. John's Woods dated January 18, 2007 and recorded in the RMC Office for Charleston County, South Carolina on February 16, 2007, restricting certain real property located in Charleston County, State of South Carolina and being more particularly described in Exhibit A to the Declaration (the "Property"); and

WHEREAS, pursuant to the terms of Article XV of the Declaration, the Declarant may amend the Declaration at any time, by written instrument duly recorded in the RMC Office for Charleston County, with or without the prior consent or approval of any Owner or mortgagee holding a lien on any Lot or Parcel; and

WHEREAS, the Declarant now desires to amend the Declaration as described below.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, pursuant to the powers reserved to the Declarant under the Declaration, the Declarant hereby amends the Declaration as follows:

1. Article I of the Declaration is hereby amended to include Section 12 to read as follows:

Section 12. "Bylaws" means the Bylaws of the Association which are attached hereto as "Exhibit B"

2. Article VII, Section 4 is hereby amended by deleting the paragraph entirely and replacing it with the following:

Section 4. Gardens. No fruit or vegetable gardens shall be permitted to be planted in the front yards and gardens shall be approved under the Architectural Review guidelines approved and amended from time to time.

3. Article IX of the Declaration is hereby amended by deleting the fourth (4th) paragraph entirely and replacing it with the following:

Any Owner may appeal the decision of the Architectural Review Board provided that all parties involved comply with the decisions of the Architectural Review Board until such time, if any, as the Board of Directors amends or reverses the Architectural Review Board's decision. Appeals petitions shall be legibly written with the grounds for the appeal stated therein and submitted to the Board of Directors within ten (10) days of the decision of the Architectural Review Board. The Board of Directors' decision regarding the appeal shall be by majority vote. Any Owner must exhaust this appeal process prior to resorting to a court of law or equity for relief.

4. Except as set forth in this Amendment, the Declaration shall remain in full force and effect.

[Remainder of page intentionally left blank.]

Signatures on following page.]

