

**FIRST SUPPLEMENT
TO THE
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR THE RETREAT AT BAREFOOT VILLAGE and MASTER DEED FOR RETREAT
BUNGALOWS AT BAREFOOT VILLAGE HORIZONTAL PROPERTY REGIME**

THIS FIRST SUPPLEMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE RETREAT AT BAREFOOT VILLAGE and MASTER DEED FOR RETREAT BUNGALOWS AT BAREFOOT VILLAGE HORIZONTAL PROPERTY REGIME, is made this 18th day of July, 2014, by **BV RETREAT DEVELOPMENT CO., INC.**, a South Carolina corporation (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant heretofore executed and caused to be recorded that certain Declaration of Covenants, Conditions and Restrictions for The Retreat at Barefoot Village and Master Deed for Retreat Bungalows at Barefoot Village Horizontal Property Regime ("Declaration and Master Deed") dated November 1, 2013, and recorded in the Office of the Register of Deeds for Horry County on November 6, 2013, in Deed Book 3696 at Page 2532; and

WHEREAS, the aforesaid Declaration and Master Deed, provides in Article I that the Declarant has the right to subject additional land to the Declaration and Master Deed without the consent of any other owner to extend the overall scheme of the development to such property and to thereby subject such additional property to the benefits, agreements, restrictions and obligations set forth therein; and

WHEREAS, Declarant, pursuant to the terms and conditions of the aforesaid Declaration and Master Deed and related documents herein and hereby amends the Declaration and Master Deed and related documents as set out herein for the purpose of submitting Bungalow Units 1, 2, 3, 4, 5, 6, 7 and 8, described hereinbelow, to the Declaration of Covenants, Conditions and Restrictions for The Retreat at Barefoot Village and Master Deed for Retreat Bungalows at Barefoot Village Horizontal Property Regime; and

NOW, THEREFORE, Declarant hereby publishes and declares that the Declaration of Covenants, Conditions and Restrictions for The Retreat at Barefoot Village and Master Deed for Retreat Bungalows at Barefoot Village Horizontal Property Regime, dated November 1, 2013 and recorded in the Office of the Register of Deeds for Horry County on November 6, 2013, in Deed Book 3696 at Page 2532 and is amended as follows in order to incorporate Bungalow Units 1, 2, 3, 4, 5, 6, 7 and 8 into the Declaration of Covenants, Conditions and Restrictions for The Retreat at Barefoot Village and Master Deed for Retreat Bungalows at Barefoot Village Horizontal Property Regime:

(1) Article I, Section Two of the Declaration and Master Deed, entitled "Master Deed Properties" and **Exhibit "B"**, of the Declaration and Master Deed, entitled "Description of Master Deed Property", are hereby amended and add thereto the following described land together with all buildings and other improvements thereon which are hereby submitted to the Declaration and Master Deed:

See **Exhibit "B-1"** which is attached hereto and incorporated herein by reference, for a complete description of the additional property being submitted herein.

(2) Property Rights. The Phase 2 Units shall be subject to all the terms and provisions of the Declaration and Master Deed. **Exhibit "G"** shall be replaced by **Exhibit "G-1"** attached hereto and incorporated herein. **Exhibit "H"** shall be replaced by **Exhibit "H-1"** attached hereto and incorporated herein. **Exhibit "I-1"** shall be added as an Exhibit to the Declaration and Master Deed.

(3) Except as amended herein, all of the provisions of the Declaration and Master Deed, as amended, are reaffirmed and remain unchanged.

(4) The said Declaration and Master Deed is further amended in all particulars, generalities and references so as to reflect and include the submission of and the intent to submit Bungalow Units 1, 2, 3, 4, 5, 6, 7 and 8 to the Declaration and Master Deed and to reserve the right to submit any additional Units, or any of them to the Declaration and Master Deed.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Declarant has caused this Declaration and Master Deed to be executed to be effective as of this 8th day of July, 2014.

WITNESSES:

DECLARANT:

**BV RETREAT DEVELOPMENT CO., INC.,
a South Carolina corporation**

Carole C. Sfer
Witness #1
Shari A. Woods
Witness #2

By: Roger E. Grigg
Roger E. Grigg, its President

STATE OF SOUTH CAROLINA)
COUNTY OF HORRY)

ACKNOWLEDGEMENT

The foregoing instrument was acknowledged before me this 8th day of July, 2014, by Roger E. Grigg, as President of **BV RETREAT DEVELOPMENT CO., INC.**, a South Carolina corporation, on behalf of the corporation.

Bernard M. Harsh
Notary Public for South Carolina
My Commission Expires: 2-17-2020

JOINDER OF MORTGAGEE

The undersigned Donald D. Leonard, a resident of the State of South Carolina, as holder of that certain Mortgage and Security Agreement (the "Mortgage") from Declarant recorded December 3, 2013, in Mortgage Book 5556 at Page 2985, in the Office of the Registrar of Deeds of Horry County, South Carolina, does hereby consent to the filing of the foregoing First Supplement to the Declaration and Master Deed and the conversion of a portion of the property covered by its Mortgage to Units subjected to the Declaration and Master Deed.

Carole C. Sger
Witness #1

Don D. Leonard
DON D. LEONARD

Shari A. Woods
Witness #2

STATE OF SOUTH CAROLINA)
)
COUNTY OF HORRY)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 18th day of July, 2014, by DON D. LEONARD as his or her act and deed.

[Signature]
Notary Public for South Carolina

My Commission Expires: 2-17-2020

Exhibit "B-1"

Description of Property

ALL AND SINGULAR those certain pieces, parcels or tracts of land situate, lying and being in the City of North Myrtle Beach, County of Horry, State of South Carolina, designated as **BUNGALOW UNITS 1, 2, 3, 4, 5, 6, 7 and 8** on that certain plat entitled "**MAP OF A PORTION OF TMS # 156-00-01-353 – THE RETREAT @ BAREFOOT VILLAGE, PHASE 2A, CITY OF NORTH MYRTLE BEACH, HORRY COUNTY, SOUTH CAROLINA, UNIT EXHIBIT – BUNGALOWS 1 THRU 8**" prepared for BV Retreat Development Company, Inc. by DDC Engineers, Inc., dated May 15, 2014, last revised July 11, 2014, and recorded July 15, 2014, in Plat Book 262 at Page 168, in the Office of the Registrar of Deeds of Horry County, South Carolina, which is incorporated herein by reference.

DERIVATION: This being a portion of the property conveyed to BV Retreat Development Co., Inc. by Deed of BV Capital, LLC, dated October 16, 2013 and recorded October 17, 2013 in Deed Book 3692 at Page 576 and by Corrective Deed of BV Capital, LLC, dated November 4, 2013 and recorded November 4, 2013 in Deed Book 3695 at Page 3058, in the Office of the Register of Deeds for Horry County, South Carolina.

TMS No.: 156-00-01-353 (parent)

Exhibit "G-1"

Schedule of Assigned Values and Percentage Interests

This is a schedule of Assigned Values and Percentage Interests in the Common Elements appurtenant to Units in Retreat Bungalows at Barefoot Village Horizontal Property Regime. The Assigned Value is for statutory purposes only and has no relationship to the actual value of each Unit.

**RETREAT BUNGALOWS AT BAREFOOT VILLAGE
HORIZONTAL PROPERTY REGIME**

Unit Number	Statutory Value	Percentage Interest
Bungalow Unit 1	1,000	12.50%
Bungalow Unit 2	1,000	12.50%
Bungalow Unit 3	1,000	12.50%
Bungalow Unit 4	1,000	12.50%
Bungalow Unit 5	1,000	12.50%
Bungalow Unit 6	1,000	12.50%
Bungalow Unit 7	1,000	12.50%
Bungalow Unit 8	1,000	12.50%
TOTAL	8,000	100.00%

Bungalow Units 9 through and including 300, or any of them, may be submitted in any order as Phases II through XXX of the Retreat Bungalows at Barefoot Village Horizontal Property Regime. As each Phase is added by Expansion Amendment, the total Assigned Value of all Units submitted and constituting the Regime, and the Percentage Interest of each Unit, shall be re-determined and this Exhibit "G" shall be amended and restated. In re-determining the Percentage Interest of each Unit after additional Units have been added to the Regime, a formula is employed using the Assigned Value of each Unit, which shall always be 1,000, as the numerator, and the total Assigned Values of all Units within the Regime (including the 22 original Units of Phase I and all additional Units within the Phases being submitted and previously submitted to the Regime) as the denominator. The resulting fraction will then be expressed as a percentage rounded to the nearest .0001. The total Assigned Values assigned to each Unit and Building that may be constructed and submitted to the Regime as Phases II through XXX, if constructed and submitted, will be in accordance with the following schedule:

Maximum Assigned Values in Unit 1	\$ 1,000
Maximum Assigned Values in Unit 2	\$ 1,000
Maximum Assigned Values in Unit 3	\$ 1,000
Maximum Assigned Values in Unit 4	\$ 1,000
Maximum Assigned Values in Unit 5	\$ 1,000
Maximum Assigned Values in Unit 6	\$ 1,000
Maximum Assigned Values in Unit 7	\$ 1,000
Maximum Assigned Values in Unit 8	\$ 1,000
Maximum Assigned Values in Unit 9	\$ 1,000
Maximum Assigned Values in Unit 10	\$ 1,000
Maximum Assigned Values in Unit 11	\$ 1,000

Maximum Assigned Values in Unit 12	\$ 1,000
Maximum Assigned Values in Unit 13	\$ 1,000
Maximum Assigned Values in Unit 14	\$ 1,000
Maximum Assigned Values in Unit 15	\$ 1,000
Maximum Assigned Values in Unit 16	\$ 1,000
Maximum Assigned Values in Unit 17	\$ 1,000
Maximum Assigned Values in Unit 18	\$ 1,000
Maximum Assigned Values in Unit 19	\$ 1,000
Maximum Assigned Values in Unit 20	\$ 1,000
Maximum Assigned Values in Unit 21	\$ 1,000
Maximum Assigned Values in Unit 22	\$ 1,000
Maximum Assigned Values in Unit 23	\$ 1,000
Maximum Assigned Values in Unit 24	\$ 1,000
Maximum Assigned Values in Unit 25	\$ 1,000
Maximum Assigned Values in Unit 26	\$ 1,000
Maximum Assigned Values in Unit 27	\$ 1,000
Maximum Assigned Values in Unit 28	\$ 1,000
Maximum Assigned Values in Unit 29	\$ 1,000
Maximum Assigned Values in Unit 30	\$ 1,000
Maximum Assigned Values in Unit 31	\$ 1,000
Maximum Assigned Values in Unit 32	\$ 1,000
Maximum Assigned Values in Unit 33	\$ 1,000
Maximum Assigned Values in Unit 34	\$ 1,000
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Maximum Assigned Values in Unit 43	\$ 1,000
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Maximum Assigned Values in Unit 297	\$ 1,000
Maximum Assigned Values in Unit 298	\$ 1,000
Maximum Assigned Values in Unit 299	\$ 1,000
Maximum Assigned Values in Unit 300	\$ 1,000

Total Maximum Assigned Values of the Project, if All
Phases Remaining Are Constructed and Submitted \$300,000

As an example, if Bungalow Unit 9 and Bungalow Unit 10 are added as Phase II and submitted after Phase I, the total Assigned Values in Phase I (\$8,000) would be added to the additional Assigned Values in Phase II (\$2,000), so that, following submission the total Assigned Values in Phases I and II would be \$10,000. To determine the Percentage Interest of Bungalow Unit 9 and Bungalow Unit 10 if Phase II is added to Phase I and those two (2) Phases constitute the entire Regime, the following formula would be used:

$$\begin{array}{lcl} \text{UNIT ASSIGNED VALUE} & \underline{\$ 1,000} & = \\ \text{TOTAL ASSIGNED VALUES} & \$ 10,000 & 10.00\% \end{array}$$

Therefore the Percentage Interest of Bungalow Unit 9 and of Bungalow Unit 10 = 10.00%
The Percentage Interest of Bungalow Units 1 through 8 are also adjusted to = 10.00%

Exhibit "H-1"

SITE PLAN

**RETREAT BUNGALOWS AT BAREFOOT VILLAGE
HORIZONTAL PROPERTY REGIME**

BUNGALOW UNITS 1 – 8

NOTE

The Site Plan described in this **Exhibit "H-1"** incorporates that Survey showing the vertical and horizontal location of Units B-1 through and including B-22, their boundaries, elevation and dimensions. The survey for Bungalow Units 1 through 8 as shown on that certain plat entitled "**MAP OF A PORTION OF TMS # 156-00-01-353 – THE RETREAT @ BAREFOOT VILLAGE, PHASE 2A, CITY OF NORTH MYRTLE BEACH, HORRY COUNTY, SOUTH CAROLINA, UNIT EXHIBIT – BUNGALOWS 1 THRU 8**" prepared for BV Retreat Development Company, Inc. by DDC Engineers, Inc., dated May 15, 2014, last revised July 11, 2014 and recorded July 15, 2014, in Plat Book 262 at Page 168, in the Office of the Register of Deeds of Horry County, South Carolina, which is incorporated herein by reference and a miniaturized copy thereof has been attached to this **Exhibit "H-1"** together with miniaturized copies of the proposes floor plans and elevations for the buildings to be constructed on Bungalow Units 1 - 8. This Site Plan and said **Exhibit "H-1"** further includes the matters set forth below, and includes the certification set forth on the survey by DDC Engineers, registered surveyors or licensed engineers of the above referenced Survey.

The Project consists of eight (8) Units numbered Bungalows Unit 1 through and including Bungalow Unit 8.

Each Unit shown upon the Survey is located by a tie line whose origin is staked with an iron pin and further shown on the Survey of the Property to this Declaration and Master Deed. The said points of origin and tie lines are shown for purposes of location and reference, and the courses and distances of each Unit shown on the Survey constitutes the Unit's perimeter. The Unit's dimensions and area so located as shown in the Survey are further described as follows:

Bottom	The bottom is an imaginary horizontal plane through a point fifty (50) feet below and parallel with an imaginary horizontal plane through a point to the at the highest elevation of ground within the Unit and shown on the Plan and extending in every direction to the point where it closes with the sides composing the vertical boundaries of the Unit.
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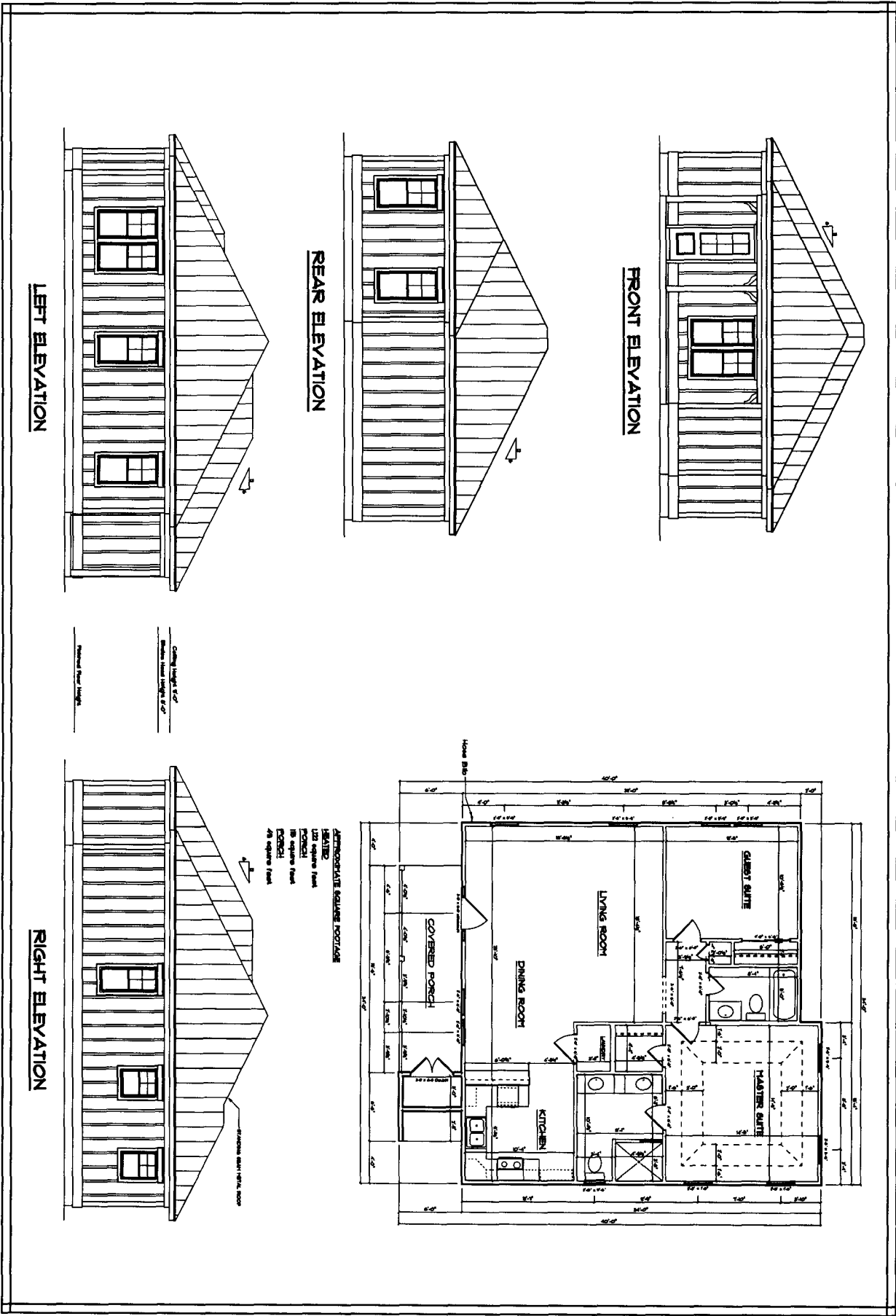
Top	The top of the Unit is an imaginary horizontal plane intersecting the vertical planes projecting from the sides of the Unit at a point one hundred (100) feet above and parallel to the bottom plane of the Unit and extending in every direction to the point where it closes with the sides of the Unit.
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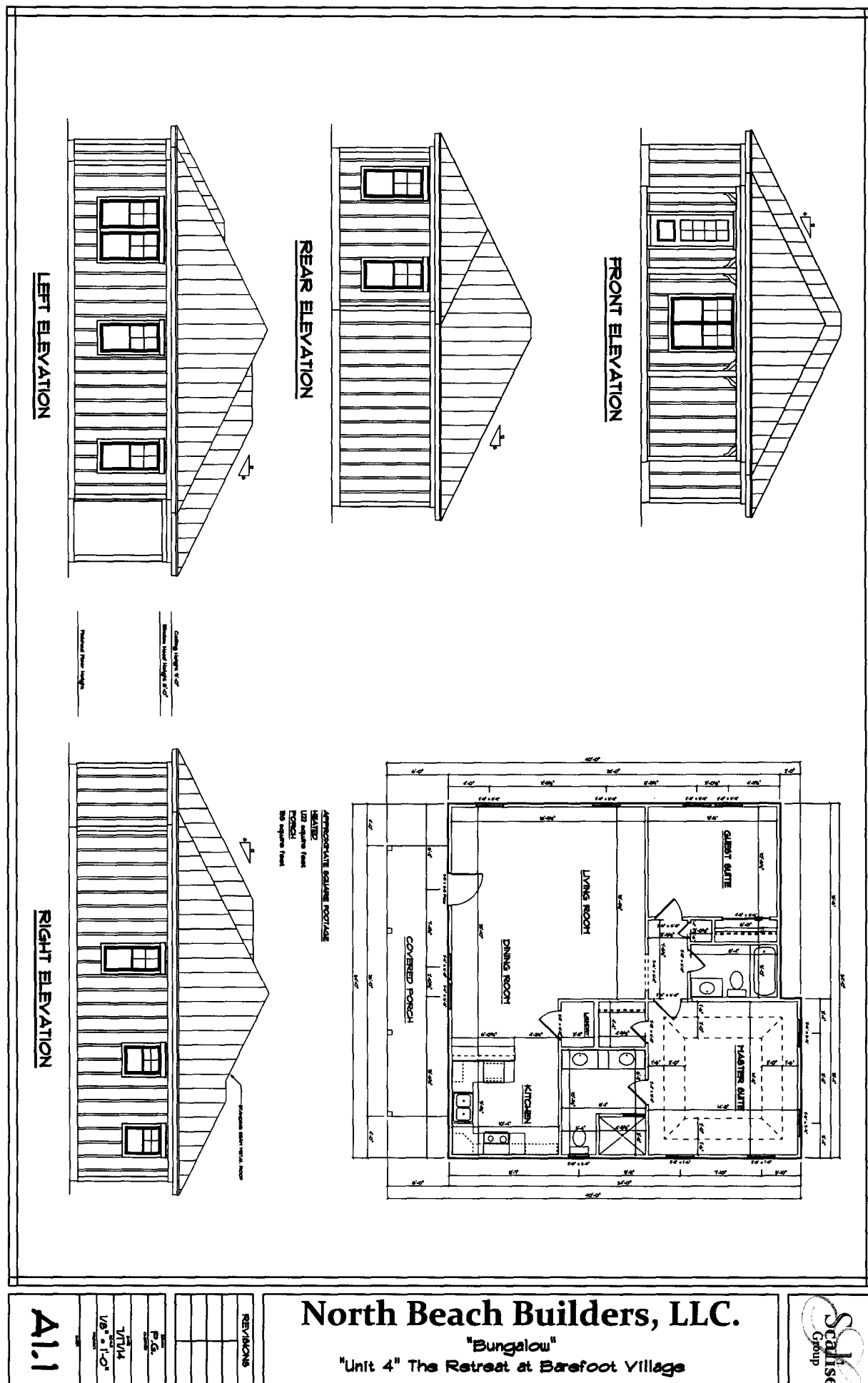
Sides

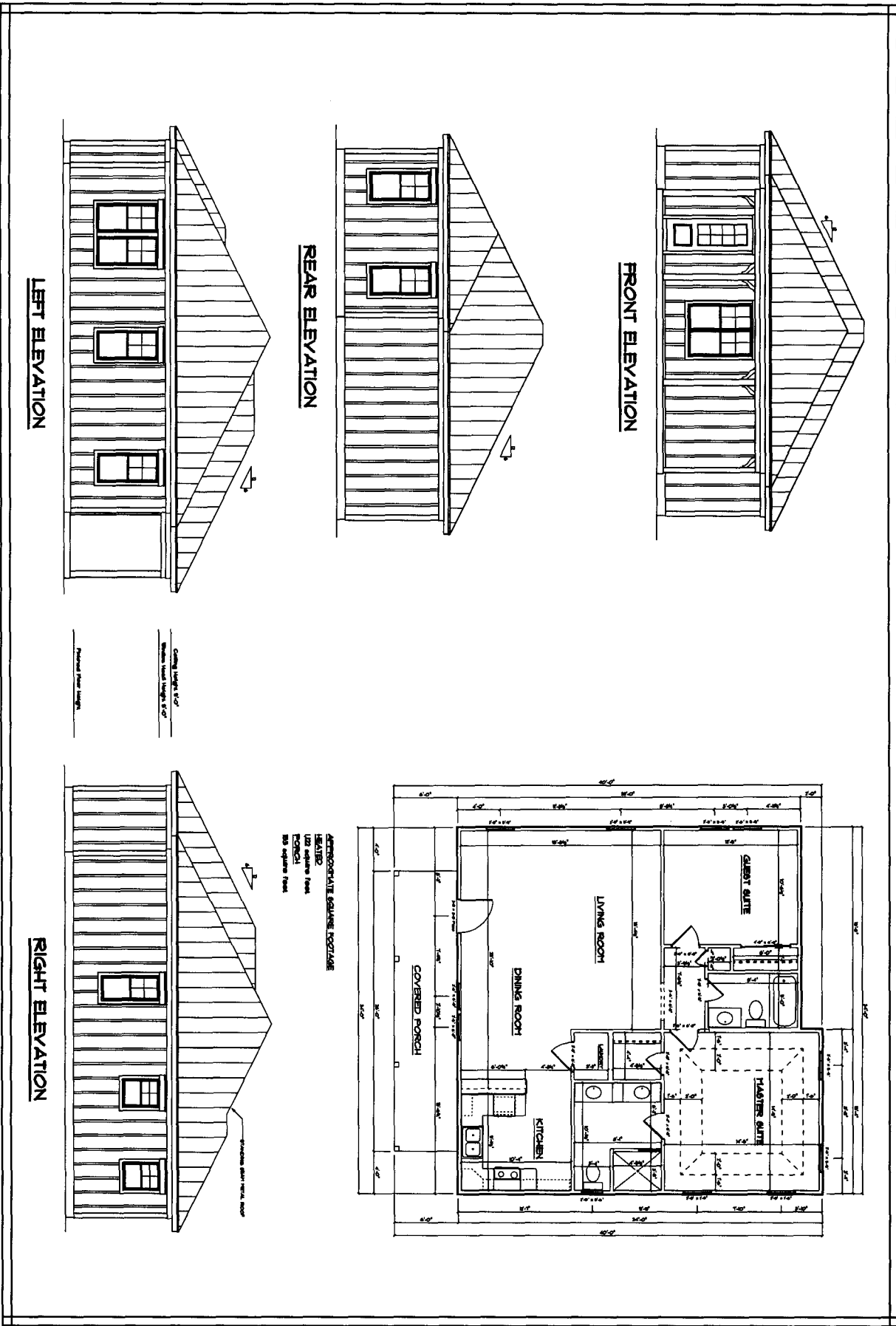
The sides of the Unit consist of imaginary vertical planes perpendicular to the top and bottom of the Unit along and coincident with the perimeter of the Unit, which perimeter is described above and graphically shown on the Plan. Each side extends upwards and downwards so as to close the area in the Unit bounded by the bottom and top hereof. The side boundary of a Unit may include a party wall as the same is defined in the Declaration and Master Deed.

A Unit is comprised of the entire volume of space within the area bounded by the bottom, sides and top of a Unit, together with those portions of the Building, the water, sewer and other utility distribution systems and other improvements located within the aforesaid boundaries which are appurtenant to the Building and are not otherwise described as Common Elements within this Declaration and Master Deed. The location of each Unit is identified on the Survey and this Site Plan by a specific number, which identification shall be sufficient to identify the Unit for all purposes. The maintenance, repair and replacement of Buildings and other items that are so deemed to be included in the Units are the responsibilities of the Owner of the Unit pursuant to Article VI of the Declaration and Master Deed.

Reference to an area as "Common Element" or "Limited Common Element" on the Survey shall be read in conjunction with the further designations of Common Element and/or Limited Common Element and elements set out in other portions of this Master Deed.







REVISIONS

North Beach Hospitality, LLC.

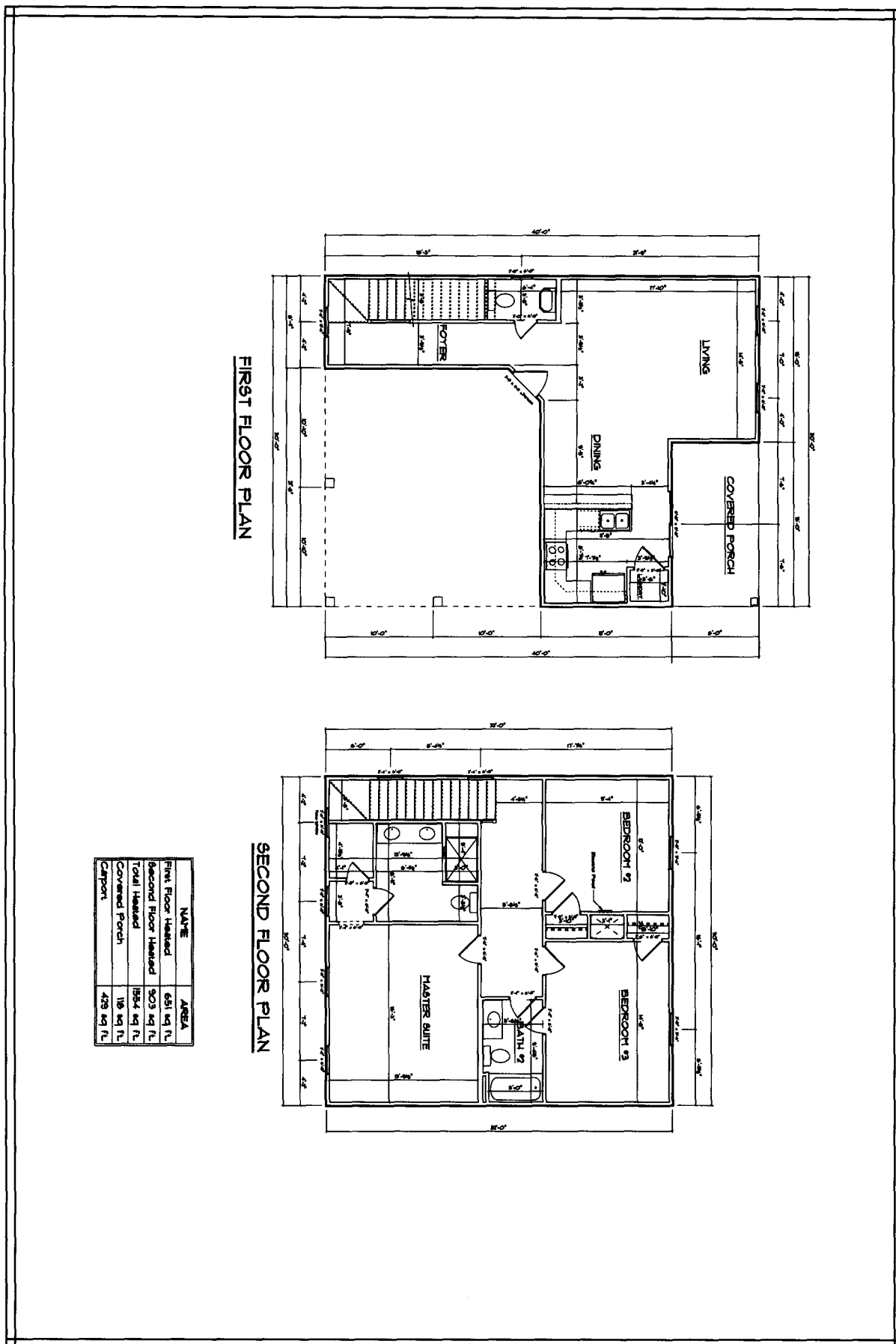
"Bungalow"

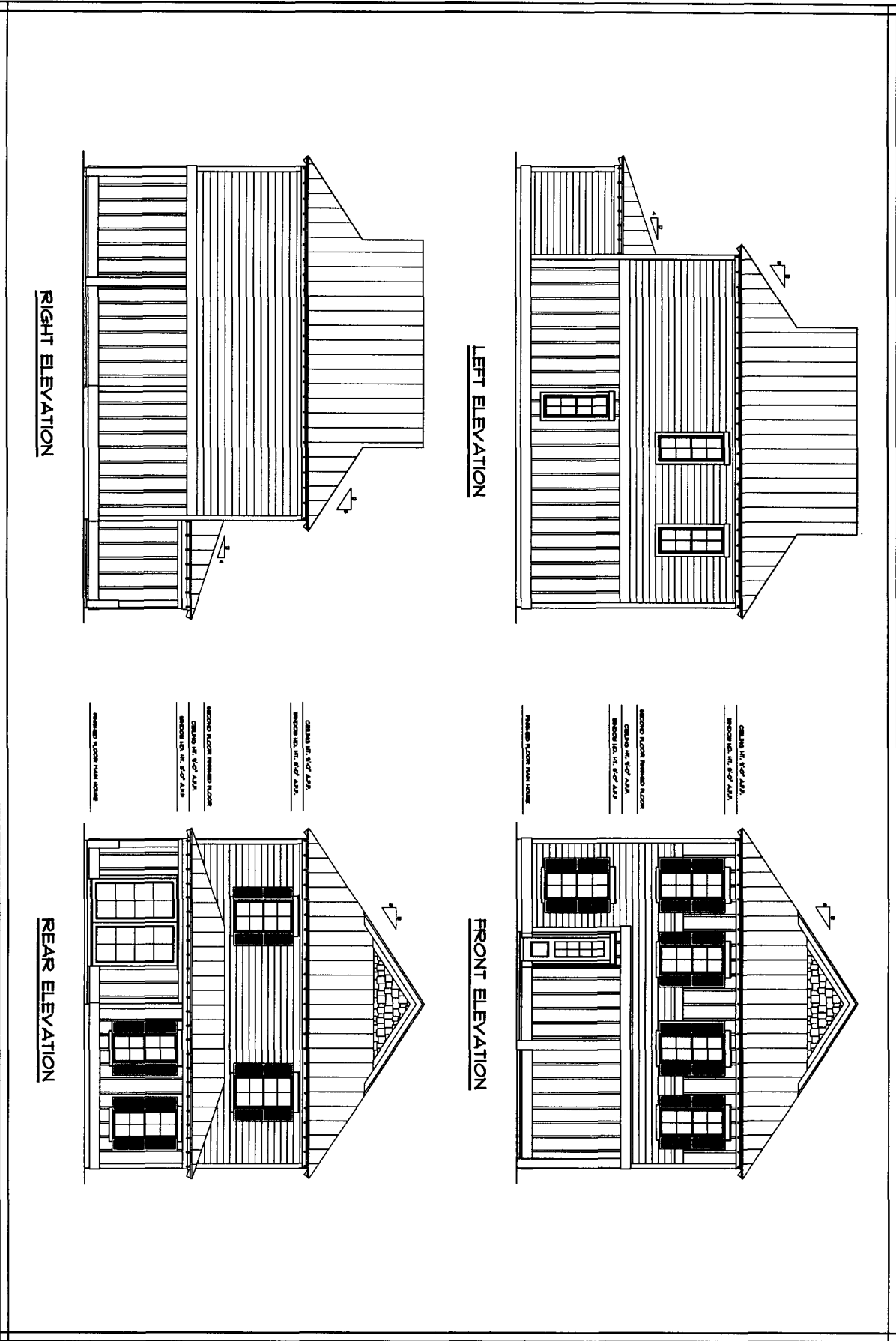
"Unit 5" The Retreat at Barefoot Village

Seaside Group

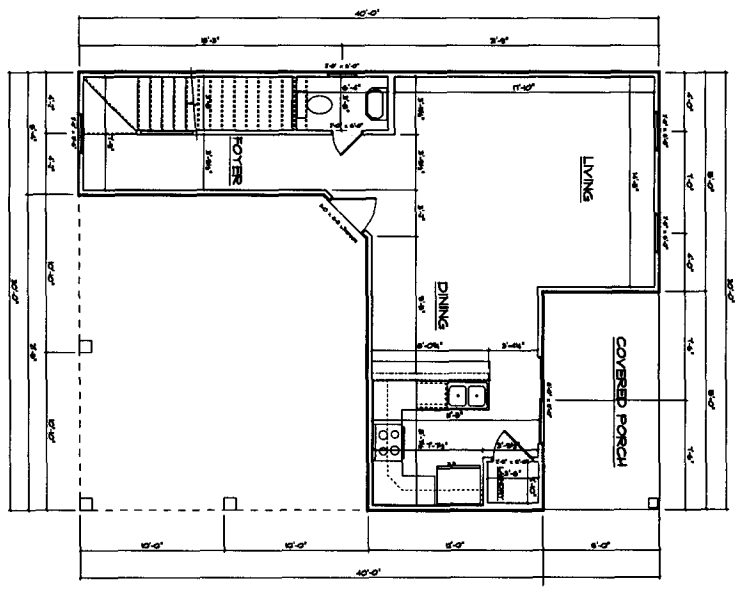
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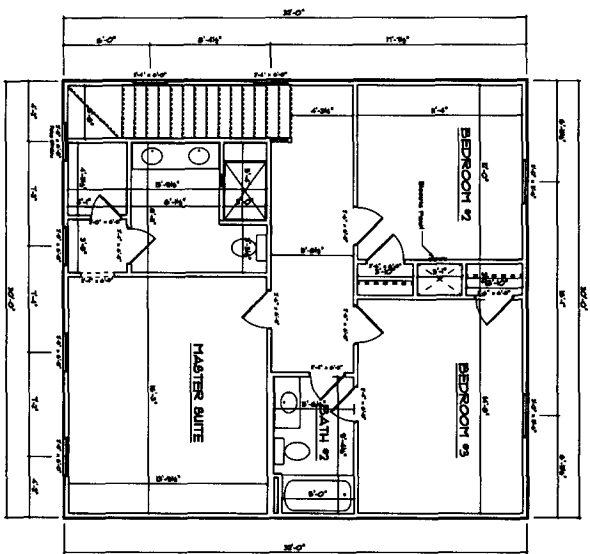




FIRST FLOOR PLAN



SECOND FLOOR PLAN



NAME	AREA
First Floor Heated	651 sq ft
Second Floor Heated	303 sq ft
TOTAL Heated	954 sq ft
Covered Porch	116 sq ft
Carport	428 sq ft

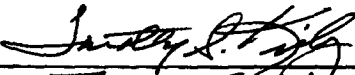
Exhibit "I-1"

ENGINEER'S CERTIFICATE

Pursuant to S.C. Code Ann. § 27-31-110 (1976), I certify the building plans described in the Master Deed for Retreat Bungalows at Barefoot Village Horizontal Property Regime and further referenced and included in Exhibit "H-1" to said Master Deed (Exhibit "H-1" being attached and incorporated fully by reference into the Master Deed) fully depict and graphically show the following within the Retreat Bungalows at Barefoot Village Horizontal Property Regime (i) the location of the buildings and improvements, (ii) the layout, dimensions, location, and area of each Unit, and (iii) the dimension, area, and location, of the General and Limited Common Elements.

ENGINEER:

DDC ENGINEERS, INC.

By: 
Name: TIMOTHY S. KIRBY
Engineer's S.C. License No.: 28314

Myrtle Beach, South Carolina
July 21, 2014