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STATE OF SOUTH CAROLINA)
)
 COUNTY OF BEAUFORT)

FIRST AMENDMENT TO DECLARATION
 OF COVENANTS, CONDITIONS AND
 RESTRICTIONS HARBOR MULTI-FAMILY
 AREA OF WEXFORD PLANTATION

THIS AMENDMENT is executed this 4 day of oct, 1995, by the WEXFORD PLANTATION YACHT CLUB, INC. (the "Yacht Club"), WEXFORD GROUP, INC., and WEXFORD HOMES, LTD. to amend the Declaration of Covenants, Conditions and Restrictions Harbor Multi-Family Area of Wexford Plantation (the "Declaration"), dated October 15, 1984 and recorded in the Office of the Register of Mesne Conveyance for Beaufort County, South Carolina in Deed Book 405 at Page 652 and rerecorded in Deed Book 415 at Page 1782.

WITNESSETH:

WHEREAS, Article VI, Section 6.6 of the Declaration provides that written notice of any meeting of the Yacht Club shall be sent to all Members not less than fifteen (15) days nor more than forty-five (45) days in advance of such meeting and the presence of Members or proxies entitled to cast over fifty (50%) percent of all the votes of the Yacht Club shall constitute a quorum; and

WHEREAS, Article IX, Section 9.2 of the Declaration provides that the Declaration may be amended at any time by two-thirds (2/3) of the total votes in the Yacht Club; and

WHEREAS, said written notice was provided on April 24, 1995, the duly called meeting of the Yacht Club attended in person or by proxy by the members necessary to constitute a quorum was held on May 26, 1995, at which time the following amendment to the Declaration was approved; and

WHEREAS, WEXFORD GROUP, INC. and WEXFORD HOMES, LTD., both of which have the option to add additional phases to the Yacht Club, have agreed to this amendment and, pursuant to Article IX, Section 9.2, subparagraph d, execute this amendment to indicate their agreement and consent thereto.

NOW, THEREFORE, the Yacht Club, by and through its undersigned authorized officers, does hereby declare that Article II, Section 2.3, of the Declaration is amended to allow a Member to sell or transfer his or her Membership to a qualified successor Member at a fair market price and, henceforth, Section 2.3, subsections d and g, are amended to read as follows:

d. The Member may name a qualified successor. If the Member names a successor who is the owner of a Lot or Dwelling and is a Member in good standing of the Wexford Plantation Homeowners' Association, Inc., then the Yacht Club shall offer the Membership for sale to the successor Member at the price agreed to by the Member and the qualified successor Member; and, upon the transfer of Membership to a successor Member at said purchase price, the Yacht Club shall refund to the Member the purchase price less any amounts retained for assessments, dues, or other expenses owed by the Member to the Yacht Club.

g. Upon the transfer of the Membership to a successor, the Member shall be refunded an amount equal to the purchase price paid to the Yacht Club by the successor less any accrued and unpaid assessments.

IN WITNESS WHEREOF, the Yacht Club has caused this Amendment to be executed the day and year first above written.

WITNESSES:

WEXFORD PLANTATION YACHT CLUB, INC.

Elaine M. Caloudas
Elaine M. Caloudas
Elaine M. Caloudas

By: [Signature]
Its: PRESIDENT

Attest: [Signature]
Its: BOARD MGR.

WEXFORD GROUP, INC.

[Signature]
[Signature]
[Signature]

By: [Signature]
Bobby Schmidt
Its: PRESIDENT

Attest: [Signature]
Its: ACTING VICE PRESIDENT

WEXFORD HOMES, LTD.

Thomas J. Fran
Thomas J. Fran
Thomas J. Fran

By: [Signature]
George E. Mullen
Its: PRESIDENT

Attest: [Signature]
Frank E. Guidobono
Its: Sec.

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STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

PROBATE

Personally appeared before me Elaine M. Caloudas
who states on oath that she saw the within named Wexford Plantation Yacht Club,
Inc. by Deno Caloudas, its President, sign, seal
and deliver the within and foregoing instrument and
Lawrence E. Horton, its Board Member attest
the same and she with Ehrick K. Haight, Jr. witnessed the
execution thereof.

Elaine M. Caloudas

SWORN TO AND SUBSCRIBED before
me this 9th day of October, 1995.

[Signature] (L.S.)
Notary Public for South Carolina
My Commission Expires: 8/31/97

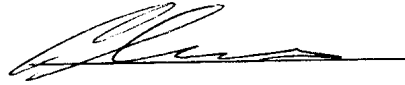
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STATE OF SOUTH CAROLINA)

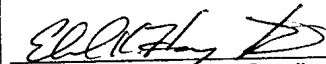
PROBATE

COUNTY OF BEAUFORT)

Personally appeared before me Deno Caloukas
who states on oath that he saw the within named Wexford Group, Inc. by
Bobby Schmidt, its President, sign, seal and deliver
the within and foregoing instrument and Carole Lee Keener, its
Acting Vice President attest the same and he with
Enrick K. Haight, Jr. witnessed the execution thereof.



SWORN TO AND SUBSCRIBED before
me this 9th day of October, 1995.

 (L.S.)
Notary Public for South Carolina
My Commission Expires: 8/31/97

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

PROBATE

Personally appeared before me THOMAS J. FINN
who states on oath that he saw the within named Wexford Homes, Ltd. by
GEORGE E. MULLIN, its PRESIDENT, sign, seal and deliver
the within and foregoing instrument and FRANK G. O'BANON, its
SECRETARY attest the same and he with
FRAN MASSET witnessed the execution thereof.

Thomas J Finn

SWORN TO AND SUBSCRIBED before
me this 4th day of Oct., 1995.

Frances A. Murray (L.S.)
Notary Public for South Carolina
My Commission Expires: 05/20/98

Memo
FILED *2747*
JOHN A. SULLIVAN, JR.
R.M.C. */mll*
95 OCT 13 AM 8:57
BK *809* PG *1385*
FOLDER #

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