

Cross-Reference to Amended and Restated Declaration recorded in Book 1582, Page 407, in the Office of the Register of Deeds of Beaufort County, South Carolina.

**FIRST AMENDMENT TO THE  
AMENDED AND RESTATED DECLARATION OF COVENANTS,  
AND RESTRICTIONS FOR SUN CITY HILTON HEAD**

THE FIRST AMENDMENT (hereinafter, "First Amendment") is made this \_\_\_\_ day of October, 2003, by Del Webb Communities, Inc., an Arizona Corporation (hereinafter, with its successors and assigns, referred to as "Del Webb").

**WITNESSETH**

WHEREAS, on September 8, 1994, Del Webb filed that certain Declaration of Covenants, Conditions, and Restrictions for Sun City Hilton Head ("Declaration") which was recorded in Book 729, Page 1497, in the Register of Mesne Conveyances of Beaufort county, South Carolina; and

WHEREAS, the Class "B" Control Period has not yet terminated; and

WHEREAS, on May 17, 2002, Del Webb filed that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Sun City Hilton Head (Amended and Restated Declaration") which was recorded in Book 1582, Page 407, in the Office of the Register of Deeds of Beaufort County, South Carolina; and

WHEREAS, Del Webb desires to amend Section 2.2 of the Amended and Restated Declaration to include an inadvertently omitted paragraph;

NOW, THEREFORE, The Amended and Restated Declaration is hereby amended such that Section 2.2 reads as follows:

2.2. Age Restriction. Sun City Hilton Head is intended to provide housing primarily

for persons 55 years of age or older. The Properties shall be operated as an age restricted community in compliance with all applicable State and Federal laws. No person under 19 years of age shall reside in any Dwelling Unit for more than 90 days in any calendar year. Subject to the rights of declarant with respect to designated Lots as described below, each Dwelling Unit, if occupied, shall be occupied by at least one Person 55 years of age or older (“qualifying occupant”).

The Properties shall be operated as an age restricted community in compliance with all applicable state and federal laws. In the event that any qualifying occupant dies or otherwise ceases to reside in the Dwelling Unit, such person’s co-habitants may own or occupy a Dwelling Unit exercise all rights granted to occupants in this Declaration, including but not limited to those rights specified in Section 2.1, to the extent permitted by applicable federal and state laws regarding age restricted communities and provided that at no time shall less than 80% of the Lots subject to this Declaration be occupied by single families where at least one member of the family is a qualifying occupant. The Board may establish policies and procedures from time to time as necessary to maintain its status as an age restricted community under state and federal law. The Association shall provide, or contract for the provision of, those facilities and services designed to meet the physical and social needs of older persons as may be required under such laws.

Notwithstanding the above, Declarant, and only Declarant, may sell or lease Lots in Neighborhoods it designates to Persons between the ages of 50 and 55, inclusive, and such Lots may be occupied by such Persons as qualifying occupants. Declarant’s rights under this paragraph are limited by the requirement that, at all times, at least 80% of the Dwelling Units within the Properties shall be occupied by at least one Person 55 years of age or older, it being Declarant’s intention that Sun City Hilton Head comply with all applicable State and Federal Laws permitting the Properties to be developed and operated as an age-restricted community. Declarant shall designate those Neighborhoods within which the rights described in this paragraph exist in the Supplemental Declaration, or an amendment thereto, submitting such Property to the Declaration prior to the sale of any Lot in the Neighborhood to a Home Owner.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment this \_\_\_ day of October, 2003.

DEL WEBB COMMUNITIES, INC.  
an Arizona corporation

WITNESSES:

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\_\_\_\_\_

By: \_\_\_\_\_  
Kenneth R. Hull  
Vice President and General Manager

Attest: \_\_\_\_\_  
Frederick A Foctman  
Director of Finance

