

**SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS
AND
RESTRICTIONS FOR TENNYSON AT PARK WEST ASSOCIATION**

THIS SECOND AMENDMENT (the "Second Amendment") TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PARK WEST ASSOCIATION, INC. is made effective as of the 1st day of December, 1999 (the "Effective Date"), by **Tennyson at Park West Association, Inc.**, a South Carolina not-for-profit corporation (hereinafter referred to as the "**Association**") and **Park West Development, Inc.**, a South Carolina corporation (the "**Declarant**").

TENNYSON AT PARK WEST SUBDIVISION
WITNESSETH THAT:

WHEREAS, Declarant recorded at Book F322, Page 509 et seq., in the Office of the Register of Mesne Conveyance for Charleston County, South Carolina, the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TENNYSON AT PARK WEST ASSOCIATION; and recorded on November 17, 1999, at Book V337, Page 631 et seq., in the Office of the Register of Mesne Conveyance for Charleston County, South Carolina, the FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TENNYSON AT PARK WEST ASSOCIATION (together, the "Declaration"); and

WHEREAS, the parties desire to amend the Declaration to clarify the procedure in the Bylaws of the Association for selection of the Board of Directors at such time as the Declarant no longer has a Controlling Interest (as defined in the Declaration); and

WHEREAS, the Board of Directors of the Association has approved the provisions set forth in this Second Amendment, as required by Section 8.1 of the Declaration, and the Declarant concurs that such provisions comply with Section 8.1 of the Declaration.

NOW THEREFORE, the Declaration is amended as follows:

1. Bylaws Amendment Regarding Directors. The Bylaws of the Association, recorded as Exhibit B to the Declaration, are unclear regarding the number of Directors that will exist when the Declarant no longer has a Controlling Interest, as defined in the Declaration. To clarify this matter, Section 4.2.2 of the Bylaws is deleted and the following re-stated wording is substituted therefor:

"4.2.2. At such time as the Declarant no longer has a Controlling Interest, or such earlier time as the Declarant records a Supplemental Declaration waiving its authority to designate the Board, the successor Board shall be selected as follows:

"A. The successor Board shall consist of three (3) Persons, each of whom shall serve for a three (3) year staggered term. Initially, one (1) Director shall be elected for a one (1) year term, one (1) Director shall be elected for a two (2) year term, and one (1) Director shall be elected for a three (3) year term. The Person receiving the highest number of votes shall be elected to the three (3) term, the Person receiving the next highest number of votes shall be elected to the two (2) year term, and the Person receiving the next highest number of votes shall be elected to the one (1) year term.

"B. Thereafter, in the absence of the resignation or replacement of a Director (in which case the replacement Director shall serve for the balance of the applicable term), one (1) Director shall be elected each year for a three (3) year term. The position of the Director initially holding a one (1) year term shall be replaced for the second year and the position of the Director initially holding a two (2) year term shall be replaced for the third year. It is not necessary that a Director be an Owner and there is no limit on the number of terms that a Director may serve.

"C. The current Board of the Association shall constitute a Nominating Committee to nominate competent and responsible Persons to serve as Directors of the Association. At the discretion of the Board of Directors, elections of Directors shall be held either (i) by written ballot distributed to the Owners of Units without a meeting or (ii) by written ballot election at a meeting of the Owners. In all cases, the Board of Directors shall determine the form of the written ballot, but the ballot shall contain one or more blank spaces for additional Persons to be nominated. If election is by written ballot distributed to the Owners of Units without a meeting, the ballot or accompanying materials shall state a date by which the ballot must be returned to the Association in order to be counted. If election of Directors is at a meeting of the Owners, the Association shall cause notice to be given to all Owners that a meeting shall be held at a designated time and place in Charleston County not earlier than seven (7) days after the date such notice is given for election of Directors. The notice shall contain the names of those persons recommended by the Nominating Committee, but shall note that Owners may make other nominations at the meeting.

"D. At each election of Directors (and at any other vote of Owners of Units), the Owner of each Unit shall be entitled to cast a vote for each Unit that is owned by such Owner. The weighted number of votes for each Unit Owner shall be the same as the number of Assessment Shares allocable to such Units, as set forth in the Declaration.

Each Owner shall be authorized to cast as many votes as the number of Directors to be elected (i.e. if three Directors are being elected, then the Owner may cast his votes for three nominees).

"E. If election of Directors is at a meeting of the Owners, then, after giving the Owners (or written proxy holders) attending such meeting the opportunity to nominate other Persons, with a second by another Owner or proxy holder, the Directors shall be elected by written secret ballot."

IN WITNESS WHEREOF, the Declarant and the Association have executed this Second Amendment effective as of the date first stated above.

PARK WEST DEVELOPMENT, INC.

WITNESS:

Veda H. Madrite
Elsalite B. Gales

BY:

Henry D. Moise
Henry D. Moise
ITS VICE PRESIDENT

TENNYSON AT PARK WEST ASSOCIATION, INC.

WITNESS:

Veda H. Madrite
Elsalite B. Gales

BY:

J. Heyward Robinson
J. Heyward Robinson
ITS PRESIDENT

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ACKNOWLEDGEMENT

I, Elisabeth B. Boles, the undersigned Notary Public for the State of South Carolina, do hereby certify that Henry L. Moise, Vice President of Park West Development, Inc., personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 22nd day of December, 1999.

(SEAL)

Elisabeth B. Boles
Notary Public for South Carolina

My commission expires: 5-6-2001

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ACKNOWLEDGEMENT

I, Elisabeth B. Boles, the undersigned Notary Public for the State of South Carolina, do hereby certify that J. Heyward Robinson, as President of Tennyson at Park West Association, Inc., personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 22nd day of December, 1999.

(SEAL)

Elisabeth B. Boles
Notary Public for South Carolina

My commission expires: 5-6-2001

McNAIR LAW FIRM, P.A.
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REGISTER
CHARLESTON COUNTY SC

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