

IN WITNESS WHEREOF, the undersigned Developer, HOLLY TREE PLANTATION, A Limited Partnership, has caused this Declaration of Covenants and Restrictions to be executed this date and year first above written.

IN THE PRESENCE OF:

HOLLY TREE PLANTATION, A LIMITED PARTNERSHIP

BY: John A. Gerring
John A. Gerring

BY: James P. McNamara
James P. McNamara

Thomas L. Stapleton

John M. Dillard

BY B G B CO., A GENERAL PARTNERSHIP

BY: Dan E. Bruce
Dan E. Bruce

BY: David W. Glenn
David W. Glenn

BY: Felix G. Buchanan
Felix G. Buchanan
General Partners

GENERAL PARTNERS

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

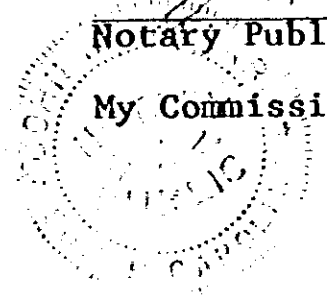
PROBATE

PERSONALLY appeared before me Thomas L. Stapleton, who on oath states that he saw the within named HOLLY TREE PLANTATION, A Limited Partnership, by its General Partners, sign, seal and as its act and deed, deliver the within written Declaration of Covenants and Restrictions, Holly Tree Plantation, Phase II, and that he with John M. Dillard, witnessed the execution thereof.

SWORN to before me)
This 1st Day of)
May, 1974.)

Thomas L. Stapleton
Thomas L. Stapleton

John M. Dillard (L.S.)
Notary Public for South Carolina
My Commission Expires: 7/15/79



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