

AFTER RECORDING, RETURN TO
McGEE & OXFORD
105 NORTH MAIN STREET
SUITE 3
JASPER, GA 30143

JUNE 9, 2001

AMENDMENT TO AMENDED AND RESTATED GENERAL
DECLARATION OF COVENANTS AND RESTRICTIONS OF THE
BIG CANOE PROPERTY OWNERS ASSOCIATION
AND BIG CANOE COMPANY

THIS AMENDMENT to the Amended and Restated General Declaration Of Covenants and Restrictions of The Big Canoe Property Owners' Association And Big Canoe Company is executed this 9th day of June, 2001, by BIG CANOE PROPERTY OWNERS ASSOCIATION, INC., a Georgia corporation (hereinafter called "Association") and BIG CANOE COMPANY, LLC, a South Carolina Limited Liability Company (hereinafter called "Company") to be effective thirty (30) days after the date of the recording of this Amendment.

STATEMENT OF FACTUAL BACKGROUND

A. The Company or its predecessors, as the owner of certain real property located in Dawson and Pickens Counties, Georgia, has caused certain covenants and restrictions to be established affecting such real property and entitled General Declaration of Covenants and Restrictions of the Big Canoe Property Owners' Association and Big Canoe Corporation dated October 9, 1972 which is recorded in Deed Book 23, pages 163-198, office of the Superior Court Clerk, Dawson County, Georgia and in Deed Book 23, pages 162-198, Pickens County, Georgia, and which was amended by the Amended and Restated General Declaration of Covenants and Restrictions of the Big Canoe Property Owners' Association and Big Canoe Company dated March 26, 1988 recorded in Deed Book 139, pages 390-437, office of the Superior Court Clerk, Pickens County, Georgia, and recorded in Deed Book 111, pages 281-328, office of the Superior Court, Dawson County, Georgia, as amended from time to time (hereinafter called "General Declaration").

B. The General Declaration provides for certain types of members of the Association, certain voting rights of such members, and certain methods of assessments against specific members. Article III of the Declaration sets forth the various types of members of the Association, to wit, Type "A", "B", "C" and "D". The Association and the Company desire to amend the General Declaration to include a new class of member, all as described below.

C. The Board of Directors of the Association and the Company did, at a duly called meeting on June 9, 2001, present to the members of the Association the question of adopting the text of this Amendment. Notice of such meeting was given on May 9, 2001. The total number of votes of members of the Association was 8,249. The total number of votes required to constitute a quorum of the Association was 6,187. The total number of votes represented at the meeting, either in person or by proxy, was 6,430. The number of votes necessary to adopt the Amendment was 4,823. The total number of votes in favor of and the votes cast against the Amendment, respectively, were: 6,315 in favor and 114 against.

GEORGIA, DAWSON COUNTY
CLERK'S OFFICE, SUPERIOR COURT
FILED FOR RECORD
AT 3:00 P M 7-2-01
Recorded in Deed Book 389 Page 420-422
This 5 day of July 2001
Judy McCall, Clerk

STATEMENT OF AMENDMENT

NOW THEREFORE, the Association and the Company hereby amend the Amended and Restated Declaration as follows:

1. Type "E" Membership. In order to accommodate owners of bulk acreage intended for future development, a new type of membership is created to be known as the Type "E" Member. Article III, Section 2 shall be amended accordingly to create a new classification of membership as follows.

Type "E" -- a Type "E" Member shall be an owner, other than the Company as a Type "D" Member, of bulk acreage. "Bulk Acreage" means raw acreage which is to be developed into Residential Lots or Family Dwelling Units, which may or may not yet be platted as such of record, but is not yet conveyed to a third party. A Type "E" Member shall be entitled to one vote for each two (2) acres Bulk Acreage owned by the Type "E" Member.

2. Type "E" Assessments. Article VI, Section 3 of the Declaration shall be amended to include the following:

Class "E"--All Bulk Acreage belonging to a Type "E" Member shall be assessed in the same manner and in accordance with the same methodology as the Type "D" (Class "D") to wit, the Company pursuant to Section 3 of Article VI of the General Declaration. Accordingly, all Bulk Acreage belonging to a Type "E" Member contained within the Properties shall be assessed at the annual rate of \$37.65 per acre effective upon recording of this Amendment in the year 2001. All such Bulk Acreage owned by a Type "E" Member within the Properties shall be classified as bulk acreage until such time as it is conveyed to a third party. The Type "E" Member shall continue to be assessed on a per acre basis on Residential Lots at the rate of \$37.65 per acre, notwithstanding the recording of any plat or plats subdividing any portion of the Type "E" Member's land, until the Residential Lot is conveyed to a third party.

From and after January 1, 2001, the \$37.65 per acre rate shall be subject to increase or decrease pursuant to Article VI, Section 3 of the General Declaration.

3. Interpretation/Construction. The Declaration, in various sections, references the members as, e.g., "Type A, B, C, and D Members" and "Class A, B, C, and D" or "Type A, B, and C Members" and also "Class A, B, and C". In general, all such references in the Declaration shall, effective upon this Amendment, now be deemed to state "Type A, B, C, D, and E" and "Class A, B, C, D and E" or "Type A, B, C, and E" and "Class A, B, C, and E, respectively.

IN WITNESS WHEREOF, the Company and the Association have caused this Amendment to be executed the date first herein written pursuant to Resolutions adopted on behalf of the Company and affirmative action of the Members of the Association as hereinabove recited.

WITNESSES:

BIG CANOE COMPANY, LLC
By: The Byrne Corporation of Georgia,
Member

By: [Signature]
ATTEST: [Signature]

BIG CANOE PROPERTY OWNERS
ASSOCIATION, INC.

By: [Signature]
Attest: [Signature]



Jesse G. Thompson
Christ P. Eubank
Notary Public for Georgia
My Commission Expires: 5-21-03

Jacy L. Walker
Deborah H. Pickett
Notary Public for Georgia
My Commission Expires: 10/3/03

