

1. **Confirmation of Recitals.** The recitals set forth above are hereby confirmed and incorporated into this amendment as if repeated verbatim.

2. **Minimum Square Footage for Residences.** Article II, Paragraph 6 is hereby amended as follows. The minimum square footage for residences constructed in Cool Waters Subdivision is One Thousand Eight Hundred (1,800) sq.ft. heated floor spaces, exclusive of basements, porches, garages, or breezeways. This minimum square footage applies to single and two story residences. Each dwelling unit or residence must also have a minimum of two (2) car garage with a side or rear entry.

3. **Vinyl Siding Permitted.** Article II, Paragraph 18 is hereby amended as follows. In addition to the building materials enumerated in Article II, Paragraph 18, vinyl siding shall be permitted as an exterior finish on residences in Cool Waters Subdivision provided, however, that if vinyl siding is used as an exterior finish material, it must be used in combination with the other approved building materials enumerated in Article II, Paragraph 18, with the portion of vinyl siding relative to the other building materials not to exceed sixty (60%) of the total exterior and provided further, that vinyl siding shall not exceed twenty (20%) percent of front elevation.

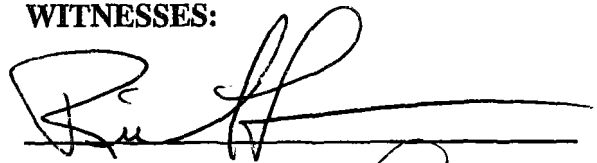
4. **Architectural Control Committee.** Lakeland hereby designates itself as the Architectural Control Committee for Cool Waters Subdivision pursuant to Article IV of the Cool Waters Protective Covenants.

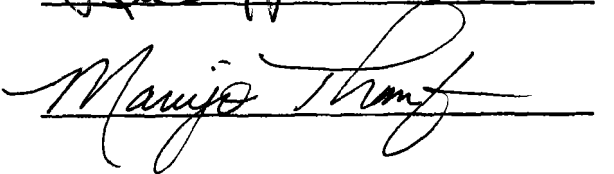
5. **Homeowners Association and One Time Assessment.** Lakeland shall cause to be created a homeowners association for Cool Waters Subdivision as provided by Article VIII of the Cool Waters Protective Covenants and hereby waives the one time assessment of \$300.00 per lot as created in Article VIII of the Cool Waters Protective Covenants.

6. **Notice of Non-Assumption of Developers Liability and Disclaimer.** Notice is hereby given that Lakeland does not assume any of the liabilities of Developer with regard to the development of Cool Waters Subdivision, or otherwise; including but not limited to, the completion, construction, dedication, installation, service and/or maintenance of the infrastructure or amenities of Cool Waters Subdivision regardless of whether such infrastructure and/or amenities are partially constructed or shown on any marketing materials of Cool Waters Subdivision or the plat of Cool Waters Subdivision

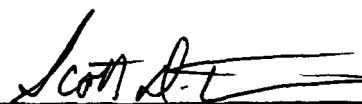
In witness whereof, Lakeland does hereby amend the Cool Waters Protective Covenants by affixing its hand and seal on the date above first written.

WITNESSES:





Lakeland Construction Finance, LLC

By: 

Scott D. Thorson
Sr. Vice President

STATE OF MINNESOTA)
COUNTY OF Dakota)

ACKNOWLEDGMENT

Pursuant to § 30-5-30 South Carolina Code of Laws 1976, as amended, the undersigned, as Notary Public for the state aforesaid, does hereby certify that Lakeland Construction finance, LLC as maker of the foregoing instrument, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal
this 21st day of January, 2010
Notary Public for Minnesota

Marijo Thomforde (Seal)
My Commission Expires: January 31, 2014

