

Prepared By/Return To: H. Terry Hutchens
P.O. Box 2505
Fayetteville, NC 28302

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FIFTH AMENDMENT TO DECLARATION OF BREEZEWOOD PLACE
CONDOMINIUM TO ADD PHASE FOUR, BREEZEWOOD PLACE CONDOMINIUM

Breezewood Associates, LLC, a North Carolina Limited Liability Company, and Purdue Commons, Inc., as Declarant and Co-Declarant under the terms of the Amended Declaration of Condominium of Breezewood Condominium does hereby amend the Declaration of Condominium of Breezewood Place Condominium recorded in Book 4574, Page 0404, as previously amended at Book 4795, Page 674, and Book 4846, Page 21, and Book 4849, Page 0619, Cumberland County Registry, as provided for by the Declaration of Condominium as follows:

1. The additional real property, together with improvements known and described as "Phase Four, Breezewood Place Condominiums" shall be and are hereby subjected to the terms of the Declaration of Condominium of Breezewood Place Condominium, as amended. Phase Four, Breezewood Place Condominiums consists of approximately 0.594 acres of land located in Cross Creek Township, Cumberland County, North Carolina, together with a six-unit office condominium building which may be subdivided into no more than a nine-unit office condominium building. The real property is more specifically described on Exhibit "A" which is attached hereto and incorporated herein by reference.

2. The individual condominium units, the common area and the limited common area are more specifically described in Exhibit "B", attached hereto and incorporated herein by reference (See Condominium Plat Book S, at Pages III through III, Cumberland County Registry, North Carolina.

3. Exhibit "C" to the Declaration, entitled "Percentage Interest of Common Area, Common Expenses and Votes in Breezewood Place Condominium Association, Inc. Phase One", is amended by substituting for the previously recorded Exhibit "C" a new Exhibit "C" which is attached hereto and incorporated herein by reference.

4. The "Site Plan and Plans" as those terms are defined by statute are incorporated hereby by reference in Exhibit "B" and are recorded at Condominium Plat Book S, Pages III through III, Cumberland County Registry.

5. Except as specifically amended, all terms and conditions of the Declaration, as amended, remain in full force and effect and are incorporated herein by reference to this Amendment to Declaration.

(212)
RECEIVED
3- 5-1999 PM 2:41
GEORGE E. TATUM
REGISTER OF DEEDS
CUMBERLAND CO., N.C.

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IN WITNESS WHEREOF, Breezewood Associates, LLC and Purdue Commons, Inc. have caused this Amendment to Declaration to be executed by the appropriate officers, agents, members and sealed this 5th day of MARCH, 1999.

BREEZEWOOD ASSOCIATES, LLC

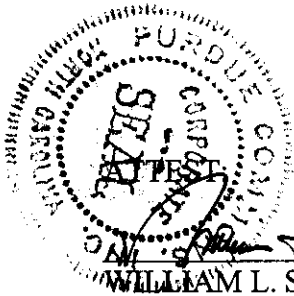
By: D. Ralph Huff (Seal)
D. RALPH HUFF, Member-Manager

By: W. Lyndo Tippett (Seal)
W. LYNDO TIPPETT, Member-Manager

By: Harold D. Tyndall (Seal)
HAROLD D. TYNDALL,
Member-Manager

PURDUE COMMONS, INC.

By: D. Ralph Huff (Seal)
D. RALPH HUFF, President



William L. Senter
WILLIAM L. SENTER, Ass't Secretary

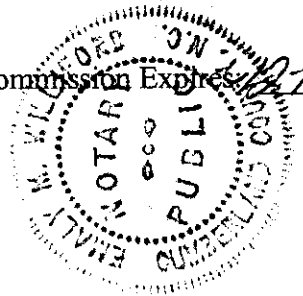
STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford a Notary Public, do hereby certify that D. RALPH HUFF, Member-Manager of Breezewood Associates, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and seal, this 4 day of March, 1999.

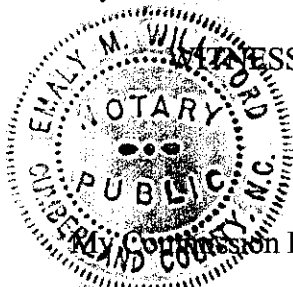
Emaly M. Williford
Notary Public

My Commission Expires 12-14-00



STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford a Notary Public, do hereby certify that W. LYNDO TIPPETT, Member-Manager of Breezewood Associates, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

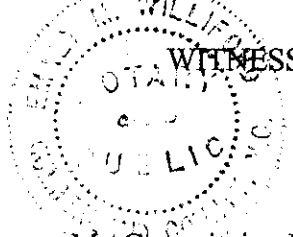


WITNESS my hand and seal, this 4 day of March, 1999.

Emaly M. Williford
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Emaly M. Williford a Notary Public, do hereby certify that HAROLD D. TYNDALL, Member-Manager of Breezewood Associates, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.



WITNESS my hand and seal, this 4 day of March, 1999.

Emaly M. Williford
Notary Public

My Commission Expires: 12-14-00

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

I, Lucille E. Franklin, a Notary Public, do hereby certify that WILLIAM L. SENTER personally appeared before me this day and acknowledged that he is Ass't Secretary of Purdue Commons, Inc., a Corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested to by himself as Ass't Secretary.



WITNESS my hand and seal, this 5th day of March, 1999.

Lucille E. Franklin
Notary Public

My Commission Expires: 5/23/02

The foregoing Certificate(s) of Emaly M. Williford, Lucille E. Franklin

are certified to be correct. This instrument and this certificate are duly registered at the date and time and in the Book and Page shown on the first page hereof.

By George E. Tatum REGISTER OF DEEDS FOR CUMBERLAND COUNTY,
Stephanie K. Curran Deputy / Assistant - Register of Deeds

EXHIBIT "A"

BEGINNING at an iron in the new right-of-way margin of Raeford Road in the eastern property line of the Frangakis property (Deed Book 3064, Page 083 of the Cumberland County, North Carolina Registry), said right-of-way margin being 1.50 feet south of the old right-of-way and running with said new right-of-way North 81 degrees 42 minutes 04 seconds East, 51.70 feet to an iron; thence continuing with said new right-of-way margin North 81 degrees 43 minutes 25 seconds East, 50.08 feet to an iron; thence leaving said right-of-way margin and running with the Quick 10 Lot, South 08 degrees 17 minutes 35 seconds East, 1799.69 feet to an iron; thence continuing with Quick 10 Lot North 81 degrees 39 minutes 21 seconds East, 19.69 feet to a point; thence leaving Quick 10 Lot and running with the western line of Phase Three of Breezewood Place Condominiums as recorded in Condo Book 5, Page 90-95 of the Cumberland County, North Carolina Registry, South 08 degrees 15 minutes 00 seconds East, 67.90 feet to a point; thence running with the northern line of Phase Two of Breezewood Place Condominiums as recorded in Condo Book 5, page 50-55 of the Cumberland County, North Carolina Registry the following courses and distances: South 81 degrees 45 minutes 00 seconds West, 20.00 feet to a point; South 08 degrees 15 minutes 00 seconds East, 5.00 feet to a point; South 81 degrees 45 minutes 00 seconds West, 49.02 feet to a point; North 08 degrees 28 minutes 53 seconds West, 20.65 feet to a point; South 81 degrees 33 minutes 21 seconds West, 51.69 feet to an iron; thence with the Penland and Frangakis line North 08 degrees 26 minutes 56 seconds West, 232.02 feet to the beginning.

Containing 0.594 acres, more or less. And being subject to a 20 foot storm drainage easement to the City of Fayetteville and other easements of record.

EXHIBIT "B"

FIFTH AMENDMENT TO DECLARATION OF BREEZEWOOD PLACE
CONDOMINIUM TO ADD PHASE FOUR, BREEZEWOOD PLACE CONDOMINIUM

SEE CONDOMINIUM PLAT BOOK S, AT PAGES 111 THROUGH 116,
CUMBERLAND COUNTY REGISTRY, NORTH CAROLINA.

AMENDMENT TO DECLARATION OF CONDOMINIUM FOR BREEZEWOOD PLACE
CONDOMINIUM AND FOR BREEZEWOOD PLACE CONDOMINIUM ASSOCIATION, INC.

PERCENTAGE INTEREST OF COMMON AREA, COMMON EXPENSES AND VOTES
IN BREEZEWOOD PLACE CONDOMINIUM ASSOCIATION, INC.

PHASE ONE

Unit No.	Fair Market Value	Percent Interest
100	\$225,000	.050
101	90,000	.020
200	165,000	.036
201	150,000	.033

PHASE TWO

Unit No.	Fair Market Value	Percent Interest
101	\$258,875	.057
102	238,875	.053
201	183,225	.040
202	55,650	.012
203	238,875	.053

PHASE FIVE

Unit No.	Fair Market Value	Percent Interest
100	\$327,000	.072
200	313,000	.069
101	227,500	.050
201	234,000	.051

PHASE THREE

Unit No.	Fair Market Value	Percent Interest
101	\$161,175	.036
102	104,160	.023
201	172,620	.038
202	92,715	.020

PHASE FOUR

Unit No.	Fair Market Value	Percent Interest
100	\$ 91,250	.020
101	183,750	.040
103	312,500	.069
104	62,500	.014
201	125,000	.028
*202	525,000	.116

* The Declarant has reserved the right to subdivide Unit 202 into a total of no more than four (4) units. If the Declarant subdivides Unit 202, the percentage interest apportioned to each Unit of the condominium development will be reduced proportionately.