

Recorded in Liber 362,
Pages 684 through 687,
Charlevoix County Records,
on August 3, 1995.

SECOND AMENDMENT TO DECLARATION OF EASEMENTS,
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
THE BOYNE MOUNTAIN RESIDENTIAL COMMUNITY

This Second Amendment to Declaration of Easements, Covenants, Conditions and Restrictions for The Boyne Mountain Residential Community is made on this 21 day of July, 1995, by Boyne USA, Inc., a Michigan corporation, hereinafter referred to as "Declarant."

R E C I T A L S:

A. Declarant established a planned residential community known as The Boyne Mountain Residential Community pursuant to a certain Declaration of Easements, Covenants, Conditions and Restrictions for The Boyne Mountain Residential Community, recorded on January 12, 1994 in Liber 350, Pages 824 through 835, ("Declaration"), all in Charlevoix County Records.

B. Declarant identified certain land to be added to The Boyne Mountain Residential Community as a Residential Area pursuant to the authority reserved in Article VII, Section 2 of the Declaration by the recordation of the First Amendment to Declaration of Easements, Covenants, Conditions and Restrictions for The Boyne Mountain Residential Community in Liber 361, Pages 234 through 237, Charlevoix County Records.

C. Declarant now wishes to correct surveyor errors in the legal description contained in said First Amendment to Declaration of Easements, Covenants and Restrictions for The Boyne Mountain Residential Community.


NOW, THEREFORE, Declarant hereby declares that the property described on Exhibit I hereto shall replace Residential Areas described in Exhibit I of the First Amendment to Declaration and the property described in Exhibit I hereto shall be administered as part of The Boyne Mountain Residential Community and the Residential Areas as defined in and in accordance with the terms of the Declaration, as amended, and shall be held, sold, administered, conveyed, mortgaged and interests therein transferred subject to the easements, restrictions, covenants and conditions set forth in the Declaration, as amended, for the purpose of protecting the value and desirability of and which shall run with the properties described in the Declaration, as amended, and be perpetually binding on all persons having any right, title or interest in said properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

WITNESSES:

BOYNE USA, INC., a Michigan
corporation

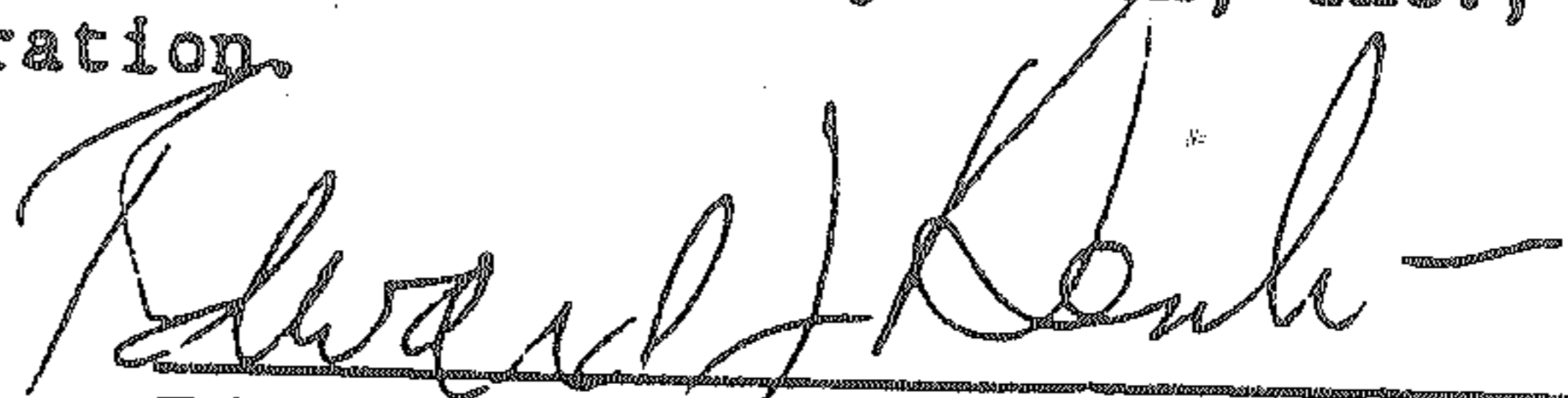

Julie Whalls

By: 
Arthur L. Tebo
Secretary-Treasurer


Kathleen Ballard

STATE OF MICHIGAN)
) ss.
COUNTY OF CHARLEVOIX)

The foregoing instrument was acknowledged before me this 27 day of July, 1995, by Arthur L. Tebo, the Secretary-Treasurer of Boyne USA, Inc., a Michigan corporation, on behalf of the corporation.



Edward J. Dembek, Notary Public
Charlevoix County, Michigan
My commission expires: 11/17/96

EDWARD J. DEMBEK
Notary Public, Emmet County, MI
My Commission Expires Nov. 17, 1996

Drafted by and when recorded return to:

William T. Myers
Dykema Gossett PLLC
1577 North Woodward, Suite 300
Bloomfield Hills, Michigan 48304

EXHIBIT I TO SECOND AMENDMENT TO DECLARATION OF
EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS FOR
THE BOYNE MOUNTAIN RESIDENTIAL COMMUNITY

COMMENCING AT THE 1/4 CORNER COMMON TO SECTIONS 18 AND 19, T32N, R5W, CHARLEVOIX COUNTY, MICHIGAN; THENCE N 90°00'00"E 2639.64 FEET TO THE SECTION CORNER COMMON TO SECTIONS 17, 18, 19, AND 20, T32N, R5W, CHARLEVOIX COUNTY, MICHIGAN THENCE N 33°35'53"E 185.93 FEET; THENCE S 40°32'02"E 152.10 FEET; THENCE N 87°48'31"E 116.98 FEET; THENCE S 32°38'57"E 113.84 FEET; THENCE S 65°38'06"E 88.97 FEET; THENCE S 54°34'32"E 161.50 FEET TO THE PLACE OF BEGINNING; THENCE N 88°20'12"E 238.08 FEET; THENCE N 45°23'59"E 358.81 FEET; THENCE S 60°25'24"E 338.51 FEET; THENCE S 38°14'02"W 286.00 FEET; THENCE S 61°37'19"E 210.00 FEET; THENCE 85.98 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE RIGHT, RADIUS 50.00 FEET; DELTA 98°31'31", CHORD N 77°38'27"E 75.77 FEET; THENCE N 36°54'12"E 229.59 FEET; THENCE S 25°32'56"E 264.29 FEET; THENCE S 16°48'26" E 256.21 FEET; THENCE S 51°13'15"W 98.08 FEET; THENCE 328.43 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE RIGHT, RADIUS 637.05 FEET; DELTA 29°32'19", CHORD S 25°25'50"E 324.80 FEET; THENCE 115.30 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE RIGHT, RADIUS 50.00 FEET, DELTA 132°08'17", CHORD S 08°25'11"W 91.40 FEET; THENCE S 15°30'41"E 424.47 FEET; THENCE S 37°00'49"W 469.19 FEET; THENCE N 53°06'42"W 164.73 FEET; THENCE 176.78 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE RIGHT, RADIUS 96.18 FEET; DELTA 105°18'27", CHORD N 85°34'58"W 152.92 FEET; THENCE N 32°55'44"W 109.64 FEET; THENCE S 38°50'44"W 388.32 FEET; THENCE N 70°24'57"W 574.55 FEET; THENCE N 05°51'03"W 1107.22 FEET; THENCE N 02°29'55"E 281.90 FEET; THENCE N 29°35'06"E 309.91 FEET TO THE PLACE OF BEGINNING. EXCEPTING THEREFROM COMMENCING AT THE 1/4 CORNER COMMON TO SECTIONS 18 AND 19, T32N, R5W, CHARLEVOIX COUNTY, MICHIGAN; THENCE N 90°00'00"E 2639.64 FEET TO THE SECTION CORNER COMMON TO SECTIONS 17, 18, 19, AND 20, T32N, R5W, CHARLEVOIX COUNTY, MICHIGAN; THENCE N 33°35'53"E 185.93 FEET; THENCE S 40°32'02"E 152.10 FEET; THENCE N 87°48'31"E 116.98 FEET; THENCE S 32°38'57"E 113.84 FEET; THENCE S 65°38'06"E 88.97 FEET; THENCE S 54°34'32"E 161.50 FEET; THENCE N 88°20'12"E 238.08 FEET; THENCE N 45°23'59"E 81.74 FEET TO THE PLACE OF BEGINNING; THENCE S 43°17'45"E 43.36 FEET; THENCE 14.65 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE RIGHT, RADIUS 9.00 FEET, DELTA 93°14'49", CHORD S 03°19'40"W 13.08 FEET; THENCE S 49°57'04"W 110.56 FEET; THENCE 120.57 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE LEFT, RADIUS 208.18 FEET, DELTA 33°11'05", CHORD S 33°21'32"W 118.90 FEET; THENCE S 16°45'59"W 270.28 FEET; THENCE 58.41 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE LEFT, RADIUS 133.00 FEET; DELTA 25°09'45", CHORD S 04°11'06"W 57.94 FEET; THENCE S 08°23'46"E 561.86 FEET; THENCE 124.03 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE LEFT, RADIUS 233.00, DELTA 30°29'57", CHORD S 23°38'44"E 122.57 FEET; THENCE S 38°53'43"E 250.00 FEET; THENCE 346.12 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE LEFT, RADIUS 485.33 FEET, DELTA 40°51'43", CHORD S 59°19'34"E 338.84 FEET; THENCE 73.98 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE RIGHT RADIUS 90.52 FEET DELTA 46°40'40" CHORD S 59°19'34"E 338.84 FEET

ALONG THE ARC OF A CIRCULAR CURVE TO THE LEFT, RADIUS 83.00 FEET, DELTA
42°02'01", CHORD N 08°38'46"E 59.54 FEET; THENCE N 12°22'14"W 154.05 FEET;
THENCE 83.06 FEET ALONG THE ARC OF A CIRCULAR CURVE TO THE RIGHT, RADIUS
117.00 FEET, DELTA 40°40'28", CHORD N 07°57'57"E 81.33 FEET; THENCE N
28°18'08"E 164.71 FEET; THENCE 59.80 FEET ALONG THE ARC OF A CIRCULAR CURVE TO
THE LEFT, RADIUS 233.00, DELTA 14°42'14", CHORD N 20°57'01"E 59.63 FEET;
THENCE S 84°27'50"E 33.61 FEET; THENCE 64.81 FEET ALONG A CIRCULAR CURVE TO
THE RIGHT, RADIUS 113.04 FEET, DELTA 32°50'59", CHORD S 68°02'20"E 63.93 FEET;
THENCE 406.22 FEET A CIRCULAR CURVE TO THE RIGHT, RADIUS 571.05 FEET, DELTA
40°45'29", CHORD S 31°14'07"E 397.71 FEET; THENCE 242.03 FEET ALONG A CIRCULAR
CURVE TO THE LEFT, RADIUS 50.00 FEET, DELTA 277°21'06", CHORD N 81°01'35"E
66.03 FEET; THENCE 455.34 FEET ALONG A CIRCULAR CURVE TO THE LEFT, RADIUS
637.05 FEET, DELTA 40°57'11", CHORD N 31°08'16"W 445.71 FEET; THENCE 102.65
FEET ALONG A CIRCULAR CURVE TO THE LEFT, RADIUS 179.04 FEET, DELTA 32°50'59",
CHORD N 68°02'20"W 101.25 FEET; THENCE N 84°27'50"W 33.70 FEET; THENCE 23.83
FEET ALONG A CIRCULAR CURVE TO THE LEFT, RADIUS 233.00 FEET, DELTA 05°51'38",
CHORD N 05°36'59"W 23.82 FEET; THENCE N 08°32'48"W 137.87 FEET; THENCE 242.08
FEET ALONG A CIRCULAR CURVE TO THE LEFT, RADIUS 50.00 FEET, DELTA 277°24'01",
CHORD S 81°27'12"W 66.00 FEET; THENCE S 08°32'48"E 137.87 FEET; THENCE 107.40
FEET ALONG A CIRCULAR CURVE TO THE RIGHT, RADIUS 167.00 FEET, DELTA 36°50'56",
CHORD S 09°52'40"W 105.56 FEET; THENCE S 28°18'08"W 164.71 FEET; THENCE 129.91
FEET ALONG A CIRCULAR CURVE TO THE LEFT, RADIUS 183.00 FEET, DELTA 40°40'28",
CHORD S 07°57'57"W 127.20 FEET; THENCE S 12°22'14"E 154.05 FEET; THENCE 12.47
FEET ALONG A CIRCULAR CURVE TO THE RIGHT, RADIUS 17.00 FEET, DELTA 42°02'01",
CHORD S 08°38'46"W 12.19 FEET; THENCE S 29°39'47"W 37.20 FEET; THENCE 237.73
FEET ALONG A CIRCULAR CURVE TO THE LEFT, RADIUS 233.00 FEET, DELTA 58°27'33",
CHORD S 00°26'00"W 227.55 FEET; THENCE S 28°47'46"E 114.47 FEET; THENCE 33.92
FEET ALONG A CIRCULAR CURVE TO THE LEFT, RADIUS 535.32 FEET, DELTA 03°37'50",
CHORD S 30°36'41"E 33.92 FEET; THENCE S 32°25'36"E 185.53 FEET; THENCE 90.74
FEET ALONG A CIRCULAR CURVE TO THE RIGHT, RADIUS 70.08 FEET, DELTA 74°11'25",
CHORD S 04°40'06"W 84.54 FEET; THENCE 55.47 FEET ALONG A CIRCULAR CURVE TO THE
LEFT, RADIUS 30.18 FEET, DELTA 105°18'27", CHORD N 85°34'58"W 47.98 FEET;
THENCE N 32°55'44"W 109.64 FEET; THENCE 127.93 FEET ALONG A CIRCULAR CURVE TO
THE LEFT, RADIUS 156.52 FEET, DELTA 46°49'42", CHORD N 56°20'35"W 124.39 FEET;
THENCE 299.06 FEET ALONG A CIRCULAR CURVE TO THE RIGHT, RADIUS 419.33 FEET,
DELTA 40°51'43", CHORD N 59°19'34"W 292.76 FEET; THENCE N 38°53'43"W 250.00
FEET; THENCE 88.90 FEET ALONG A CIRCULAR CURVE TO THE RIGHT, RADIUS 167.00
FEET, DELTA 30°29'57", CHORD N 23°38'44"W 87.85 FEET; THENCE N 08°23'46"W
561.86 FEET; THENCE 29.42 FEET ALONG A CIRCULAR CURVE TO THE RIGHT, RADIUS
67.00 FEET, DELTA 25°09'45", CHORD N 04°11'06"E 29.19 FEET; THENCE N
16°45'59"E 270.28 FEET; THENCE 82.35 FEET ALONG A CIRCULAR CURVE TO THE RIGHT,
RADIUS 142.18 FEET, DELTA 33°11'05", CHORD N 33°21'32"E 81.20 FEET; THENCE N
49°57'04"E 110.56 FEET; THENCE 122.06 FEET ALONG A CIRCULAR CURVE TO THE LEFT,
RADIUS 75.00 FEET, DELTA 93°14'49", CHORD N 03°19'40"E 109.03 FEET; THENCE N
43°17'45"W 44.87 FEET; THENCE S 45°23'59"W 66.02 FEET TO THE PLACE OF
BEGINNING.