AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF DIVISION II OF HILTON LAKE ARTICLE VI, ARCHITECTURAL CONTROL

THIS AMENDMENT, made in accordance with Article V11, Section 3 of the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF DIVISION II OF HILTON LAKE on the date hereinafter set forth by seventy five per cent (75%), or more, of the lot owners of Division II of the Plat of Hilton Lake, as of January 2009:

NOW, THEREFORE, Article VI, of said Declaration filed March 2010, is hereby amended to read:

Article VI ARCHITECTURAL CONTROL

No building, fence, wall or other structure shall be commenced, erected or maintained upon the Properties, nor shall any exterior addition to or change or alteration therein be made until the plans and specifications showing the nature, kind, shape, height, materials, and location of the same shall have been submitted to and approved in writing as to harmony of external design and location in relation to surrounding structures and topography by the Board of Directors of the Association, or by an architectural committee composed of three (3) or more representatives appointed by the Board. In the event said Board, or its designated committee, fails to approve or disapprove such design and location within thirty (30) days after said plans and specifications have been submitted to it, approval will not be required and this Article will be deemed to have been fully complied with. However, in no event, shall any building with asphalt or composition type roofing be constructed, installed or maintained upon the Properties, including the Common Area unless it meets the criteria of "at least 450 pounds per square" and "Open Tooth" design.

THIS AMENDMENT changes the allowable roofing material to include composition type roofing meeting the criteria of "at least 450 pounds per square" and "Open Tooth" design. IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has hereunto set their hand and seal this the 11 day of March, 2010.

Ray Delger President

Tanya Kruk, Secretary