

Record and Return to:
Susan S. Bloodworth, Esq.
Rogers, Towers, Bailey, Jones & Gay, P.A.
170 Malaga Street, Suite A
St. Augustine, Florida 32084



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James B. Jett
Clerk Of Courts
Clay County, FL
FEE: \$28.50

FIRST AMENDMENT TO FLEMING ISLAND PLANTATION
DECLARATION OF COVENANTS, RESTRICTIONS
AND EASEMENTS

WHEREAS, CENTEX HOMES, a Nevada General Partnership authorized to do business in the State of Florida, whose address is 2728 North Harwood, Dallas, Texas 75201-1516, (hereinafter referred to as "Declarant") has caused to be recorded that certain Fleming Island Plantation Declaration of Covenants, Restrictions and Easements (the "Declaration") on December 8, 1999, in Official Records Book 1834, page 819, public records of Clay County, Florida; as supplemented by that certain Supplementary Declaration of Covenants, Restrictions and Easements for Fleming Island recorded on December 16, 1999, in Official Records Book 1835, page 1572, public records of Clay County, Florida; and

WHEREAS, FLEMING ISLAND JOINT VENTURE, a Florida general partnership is the owner of the following described property, situate, lying and being in Clay County, Florida (the "Property"), to-wit:

See Exhibit "A" attached hereto

WHEREAS, Declarant and Owner wish to subject the Property to the easements, restrictions, covenants, limitations and conditions of the Declaration; and

WHEREAS, Article III, Section 4 of the Declaration provides that Declarant, while it still has its Declarant Membership, may subject additional property to the terms and provisions of the Declaration by recording an amendment or supplement to the Declaration, without the necessity of joinder of consent by any other party; and

WHEREAS the Declarant currently is the Declarant Member of the Fleming Island Plantation Owners Association (the "Association") and Declarant currently controls the Association;

NOW THEREFORE, Declarant does hereby amend the Declaration by adding the Property, more particularly described in Exhibit "A" attached hereto to the property described in Exhibit "A" of the Declaration, and the Owner, by virtue of the Consent and Joinder attached hereto, and Declarant hereby subject the Property to all of the covenants, restrictions, easements, obligations and provisions of the Declaration.

Except as amended herein, all terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has hereunto set its hand and seal this 24 day of JANUARY, 2000.

CENTEX HOMES, a Nevada General partnership

By: Centex Real Estate Corporation, a Nevada corporation, as General Partner

By: Robert S Porter
Name: ROBERT S PORTER
Its: DIVISION PRESIDENT



STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 24th day of January, 2000, by Robert S. Porter who is Division President of Centex Real Estate Corporation, a Nevada corporation, General Partner of Centex Homes, a Nevada general partnership, on behalf of the corporation and the partnership, who is personally known to me or has produced _____ as identification.

Sharon D. Gipson
Notary Public, State of Florida
Printed Name: SHARON D. GIPSON
Commission Number: CC 713466
My Commission Expires: 2/3/02



Sharon D. Gipson
MY COMMISSION # CC713466, EXPIRES
February 3, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT AND JOINDER FLEMING ISLAND DECLARATION OF COVENANTS,
RESTRICTIONS AND EASEMENTS

THE UNDERSIGNED, being all of the Owners of the property more particularly described on Exhibit "A" hereto (the "Joinder Property"), hereby join in the execution of the Fleming Island Declaration of Covenants, Restrictions and Easements (the "Declaration") for the purpose of consenting thereto, subjecting the Joinder Property thereto, and agreeing to be bound by the terms and conditions contained therein, and further agreeing that, in the event of any conflict between the terms of and provisions of the Declaration and any covenants or declaration of record filed by the undersigned, the terms and provisions of this Declaration shall control in all respects.

IN WITNESS WHEREOF, I/we have executed this Consent and Joinder as of this 27
day of Dec, 1999.

FLEMING ISLAND JOINT VENTURE, a
Florida general partnership

By Its General Partner
Eagle Vision, Inc., a Florida corporation

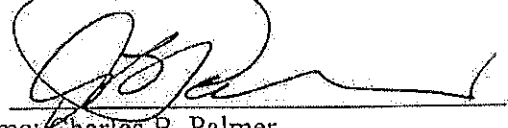
By: 
Name: Charles B. Palmer
Its: Vice President

EXHIBIT "A"

PHASE I (MULTI-FAMILY/FLEMING ISLAND PARCEL 8)

A PORTION OF SECTION 9, TOWNSHIP 5 SOUTH, RANGE 26 EAST, CLAY COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE SOUTH LINE OF LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 122, PAGE 625 OF THE PUBLIC RECORDS OF SAID COUNTY WITH THE WESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 17, STATE ROAD NO. 15 (A VARIABLE WIDTH RIGHT OF WAY) AND RUN SOUTH 02° 51' 23" WEST ALONG SAID WESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 17, A DISTANCE OF 1,709.06 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED CONTINUE SOUTH 02° 51' 23" WEST ALONG SAID WESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 17, A DISTANCE OF 892.94 FEET; RUN THENCE SOUTH 89° 33' 25" WEST, A DISTANCE OF 1,066.55 FEET; RUN THENCE NORTH 02° 51' 23" EAST, A DISTANCE OF 203.63 FEET TO A POINT OF CURVATURE; RUN THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE TO THE WEST AND HAVING A RADIUS OF 1,000.00 FEET, AN ARC DISTANCE OF 342.08 FEET TO A POINT, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 06° 56' 36" WEST, 340.41 FEET; RUN THENCE NORTH 02° 10' 02" WEST, A DISTANCE OF 503.03 FEET; RUN THENCE NORTH 10° 59' 12" EAST A DISTANCE OF 172.14; RUN THENCE SOUTH 62° 30' 31" EAST, A DISTANCE OF 282.92 FEET TO A POINT OF CURVATURE; RUN THENCE IN A SOUTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 281.12 FEET, AN ARC DISTANCE OF 325.71 FEET TO A POINT OF REVERSE CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 04° 38' 15" EAST, 307.79 FEET; DEPARTING SAID CURVE RUN NORTH 52° 10' 14" EAST, A DISTANCE OF 50.00 FEET; RUN THENCE NORTH 60° 21' 11" EAST, A DISTANCE OF 248.93 FEET; RUN THENCE SOUTH 87° 08' 37" EAST, A DISTANCE OF 586.78 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED LANDS CONTAIN 24.00 ACRES, MORE OR LESS.

OR BOOK 122 PAGE 0000