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COLLIER COUNTY

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RECORDED

FIRST AMENDMENT

TO

DECLARATION OF GENERAL COVENANTS, CONDITIONS AND RESTRICTIONS

FOR

LELY RESORT

REC 24.00
PRM 3.00
DOC
INT
INV 2.00

001906
OR BOOK

WHEREAS, LELY DEVELOPMENT CORPORATION, ASSOCIATED REAL ESTATE SOUTHWEST, INC., EAGLE CONSOLIDATED, INC., FLAMINGO INVESTMENTS SOUTHWEST, INC., RESORT DEVELOPMENT OF COLLIER COUNTY, INC., and TRIANGLE PROPERTIES SOUTHWEST, INC., the fee owners of the real property described on Exhibit "A" attached to the Declaration Of General Covenants, Conditions and Restrictions For Lely Resort dated March 13, 1990 recorded March 16, 1990, O.R. Book 1513 Page 835 of the Public Records of Collier County, Florida; and

WHEREAS, LELY DEVELOPMENT CORPORATION, ASSOCIATED REAL ESTATE SOUTHWEST, INC., EAGLE CONSOLIDATED, INC., FLAMINGO INVESTMENTS SOUTHWEST, INC., RESORT DEVELOPMENT OF COLLIER COUNTY, INC., and TRIANGLE PROPERTIES SOUTHWEST, INC. have determined that it is necessary to amend the Declaration Of General Covenants, Conditions And Restrictions for Lely Resort,

NOW, THEREFORE, acting pursuant to the rights reserved in 10.03 of said Declaration Of General Covenants, Conditions and Restrictions For Lely Resort, LELY DEVELOPMENT CORPORATION, ASSOCIATED REAL ESTATE SOUTHWEST, INC., EAGLE CONSOLIDATED, INC., FLAMINGO INVESTMENTS SOUTHWEST, INC., RESORT DEVELOPMENT OF COLLIER COUNTY, INC., and TRIANGLE PROPERTIES SOUTHWEST, INC. hereby amend the Declaration Of General Covenants, Conditions and Restrictions For Lely Resort as follows:

1. Article II, 2.06 is amended to read:

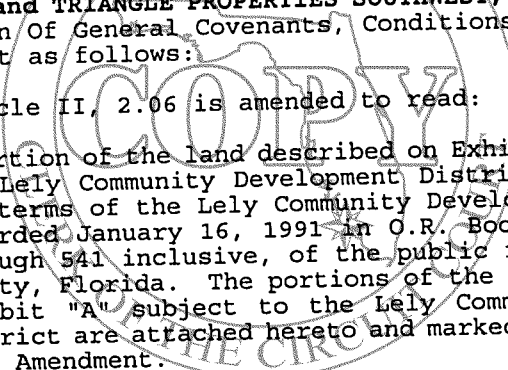
A portion of the land described on Exhibit "A" is part of the Lely Community Development District and subject to the terms of the Lely Community Development District as recorded January 16, 1991 in O.R. Book 1586, Pages 530 through 541 inclusive, of the public records of Collier County, Florida. The portions of the lands described on Exhibit "A" subject to the Lely Community Development District are attached hereto and marked as Exhibit "1" to this Amendment.

So long as any Declarant owns any of the lands described on Exhibit "A" to the Declaration Of General Covenants, Conditions And Restrictions for Lely Resort, such Declarant shall have such rights as are provided under the Florida Constitution or Florida Statutes for the creation of special districts in the uniform community

Record and return to: Vega, Brown, Stanley, Martin & Zelman

when received.

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development district, having jurisdiction over the boundaries of the property. The Declarant shall have the rights to place any of the property described on Exhibit "A" to the Declaration of General Covenants, Conditions and Restrictions for Lely Resort into the Lely Community Development District. All owners, by acceptance of a deed to any plot, grant their consent to establishment of any special district or uniform community development district including the consent required pursuant to Section 190.005 (a) (2) Florida Statutes, and no Declarant shall be required to obtain any additional consent from such owners prior to the establishment of a district. All owners, by acceptance of a Deed to any plot, grant their consent to having their plot added to the Lely Community Development District and no Declarant shall be required to obtain any additional consent from such owner prior to subjecting the plot to the Lely Community Development District. This Section shall not prevent any unit of local or state government from exercising any powers granted to it under the Florida Constitution or Statutes as a unit of local or state government.

2. Article III, 3.23 is amended to read:

No structure of any kind shall be constructed or erected, nor shall an owner in any way change, alter, impede, revise or otherwise interfere with the flow and the volume of water in any portion of a water management and drainage area reserved to or intended by Declarant to be reserved for drainage, waste, sluiceways or for the accumulation of runoff waters, as reflected in any Plat or instrument of record without the specific written permission of the Lely Community Development District and the Declarant. Any amendment which would affect the surface water management system, including the water management portions of the common area, must have the prior approval of the South Florida Water Management District.

(a) An Owner shall in no way deny or prevent ingress and egress by Declarant or the Lely Community Development District to such water management and drainage areas of maintenance or landscape purposes. The right of ingress and egress and easements therefor are hereby specifically reserved and created in favor of the Declarant, the Lely Community Development District, or any appropriate governmental or quasi-governmental agency that may reasonably require such ingress and egress.

3. Article IV, 4.01 is deleted in its entirety.
4. Article IV, 4.03 is deleted in its entirety.

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5. Article V, 5.07 is deleted in its entirety.

IN WITNESS WHEREOF, the parties have caused this First Amendment to the Declaration Of General Covenants, Conditions And Restrictions For Lely Resort to be signed this 17th day of December, 1993.

Witnesses:

Robert Braselth
Beverly J. Burton

LELY DEVELOPMENT CORPORATION, a Texas corporation authorized to do business in the State of Florida

By: [Signature]
(CORPORATE SEAL)

Robert Braselth

FLAMINGO INVESTMENTS SOUTHWEST, INC., a Fla. corp.

Jane W. Milnar

By: [Signature] PRESIDENT
(CORPORATE SEAL)

Robert Braselth

ASSOCIATED REAL ESTATE SOUTHWEST, INC., a Fla. corp.

Jane W. Milnar

By: [Signature] PRESIDENT
(CORPORATE SEAL)

Robert Braselth

RESORT DEVELOPMENT OF COLLIER COUNTY, INC., a Fla. corporation

Jane W. Milnar

By: [Signature] PRESIDENT
(CORPORATE SEAL)

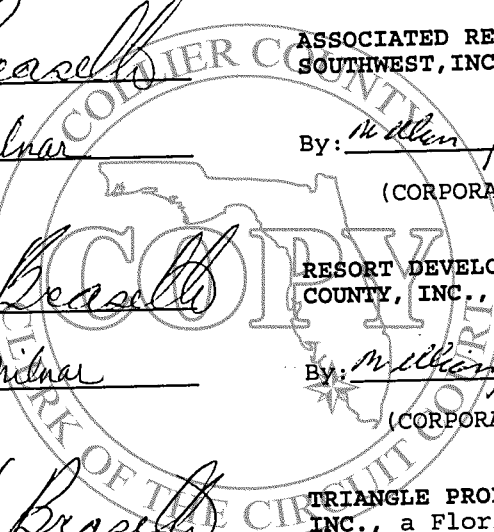
Robert Braselth

TRIANGLE PROPERTIES SOUTHWEST, INC., a Florida corporation

Jane W. Milnar

By: [Signature] PRESIDENT
(CORPORATE SEAL)

when received.



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Robert Braseth
James Wilmar

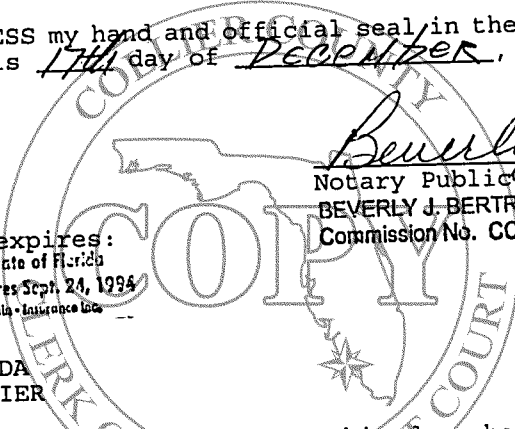
EAGLE CONSOLIDATED, INC., a
Florida corporation

By: William J. Senkevich PRESIDENT
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared John Agnelli, well known to me as President of LELY DEVELOPMENT CORPORATION, a Texas corporation authorized to do business in the State of Florida and to me well known to be the person described in and who executed the foregoing First Amendment to Declaration of General Covenants, Conditions And Restrictions For Lely Resort, and he acknowledged to and before me that he executed said First Amendment To Declaration Of Covenants, Conditions And Restrictions freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 17th day of December, 1993.



Beverly J. Bertron
Notary Public
BEVERLY J. BERTRON
Commission No. CC049881

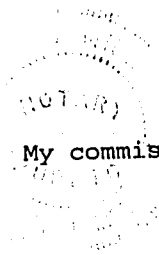
My commission expires:
Notary Public, State of Florida
My Commission Expires Sept. 24, 1994
Bonded Thru Troy Falls Insurance Co.

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared William J. Senkevich, well known to me as President of FLAMINGO INVESTMENTS SOUTHWEST, INC., a Florida corporation, ASSOCIATED REAL ESTATE SOUTHWEST, INC., a Florida corporation, RESORT DEVELOPMENT OF COLLIER COUNTY, INC., a Florida corporation, TRIANGLE PROPERTIES SOUTHWEST, INC., a Florida corporation, and EAGLE CONSOLIDATED, INC., a Florida corporation,

to me well known to be the person described in and who executed the foregoing First Amendment to Declaration of General Covenants, Conditions And Restrictions For Lely Resort, and he acknowledged to and before me that he executed said First Amendment To Declaration Of Covenants, Conditions And Restrictions freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 19th day of December, 1993.



Jane W Milnar
Notary Public 00118408
JANE W MILNAR

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JULY 29, 1995
BONDED THRU GENERAL INS. UND.



Recorded and Verified
in Official Records of
COLLIER COUNTY, FLORIDA
DWTGHT E. BROCK, CLERK