

PREPARED BY AND RETURN TO:

RETURN TO:

R Lennar Homes, Inc.
4902 Eisenhower Blvd., Suite 289
Tampa, Florida 33634



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FIRST AMENDMENT TO DECLARATION OF RESTRICTIONS AND COVENANTS
FOR
GRAND OAKS

THIS FIRST AMENDMENT TO DECLARATION OF RESTRICTIONS AND COVENANTS FOR GRAND OAKS ("First Amendment") is made by Lennar Homes, Inc., a Florida corporation ("Lennar") and joined in by Grand Oaks Master Association, Inc., a Florida not-for-profit corporation ("Association").

RECITALS

A. Lennar recorded the Declaration of Restrictions and Covenants for Grand Oaks in Official Records Book 4460 at Page 467 of the Public Records of Pasco County, Florida (the "Original Declaration"), respecting the residential community located in Pasco County, Florida known as Grand Oaks ("Grand Oaks").

B. Section 4.2 of the Original Declaration permits Lennar, as Developer, to amend the Original Declaration at any time prior to the Turnover Date without the joinder or consent of any other person or entity whatsoever, which date has not yet occurred.

C. Lennar desires to amend the Original Declaration as set forth herein

NOW THEREFORE, Lennar hereby declares that every portion of Grand Oaks is to be held, transferred, sold, conveyed, used and occupied subject to the covenants, conditions and restrictions hereinafter set forth.

1. Recitals. The foregoing Recitals are true and correct and are incorporated into and form a part of this First Amendment.

2. Conflicts. In the event that there is a conflict between this First Amendment and the Original Declaration, this First Amendment shall control. Whenever possible, this First Amendment and the Original Declaration shall be construed as a single document. Except as modified hereby, the Original Declaration shall remain in full force and effect.

3. Capitalized Terms. All initially capitalized terms not defined herein shall have the meaning set forth in the Original Declaration, except that the defined term "Declaration" is hereby modified as follows:

"Declaration" shall mean the Original Declaration and this First Amendment, together with all amendments and modifications thereof.

4. Amendments From and After the Turnover Date. Section 4.3 of the Declaration is hereby modified to read as follows:

After the Turnover Date, **but subject to the general restrictions on amendments set forth above**, this Declaration may be amended with the approval of (i) two-thirds (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of ~~all of~~ the votes present (in person or by proxy) ~~in Association~~ at a duly called meeting in which there is a quorum ~~is present~~.

5. Annexation by Association. Section 5.2 of the Declaration is hereby modified to read as follows:

After the Turnover Date, and subject to applicable governmental approvals (if any), additional lands may be annexed with the approval of (i) two-thirds (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of ~~all of~~ the votes present (in person or by proxy) ~~in Association~~ at a duly called meeting in which there is a quorum ~~is present~~.

6. Amendment to Articles of Incorporation. The Articles of Incorporation of Association which are attached as Exhibit 2 to the Declaration are hereby amended by the Articles of Amendment attached hereto as Exhibit A.

7. Amendment to By-Laws. The By-Laws of the Association which are attached as Exhibit 3 to the Declaration are hereby amended by the First Amendment to the By-Laws attached hereto as Exhibit B.

8. Chapter 720 of the Florida Statutes. All references to Chapter 617 of the Florida Statutes in the Declaration are hereby deleted and replaced by Chapter 720 of the Florida Statutes.

9. Covenant Running with Grand Oaks. This First Amendment is a covenant running with the Grand Oaks.

EXHIBIT A

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION FOR
GRAND OAKS MASTER ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

The Articles of Incorporation for Grand Oaks Master Association, Inc. (the "Articles"), filed with the Florida Secretary of State on May 11, 2000, are hereby amended as follows

1. Registered Office - Registered Agent. Section 3 of the Articles is hereby deleted in its entirety and replaced with the following:

Registered Office - Registered Agent. The street address of the Registered Office of the Association is ~~100 S.E. 2nd Street~~; 200 South Biscayne Blvd., Suite 2800 3410, Miami, Florida 33131. The name of the Registered Agent of the Association is:

~~KTG&S Registered Agent Corporation~~

PATRICIA KIMBALL FLETCHER, P.A.

2. Definitions. The first sentence of Section 4 of the Articles is hereby amended as follows:

A declaration entitled Declaration of Restrictions and Covenants for Grand Oaks (the "Declaration") will be recorded in the Public Records of ~~Brevard~~; Pasco County, Florida, and shall govern all of the operations of a community to be known as Grand Oaks.

3. Amendments From and After the Turnover Date. Section 12.3 of the Articles is hereby modified to read as follows:


Amendments From and After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of two-thirds (66 2/3%) of the Board and (ii) seventy-five percent (75%) of ~~all~~ the votes present (in person or by proxy) ~~of the Association~~ at a duly called meeting of the Members in which there ~~is~~ a quorum ~~is present~~.

SECOND: The date of adoption of the amendment was 01/10, 2000.

THIRD: There are no members entitled to vote on this amendment. The Amendment to the Articles of Incorporation was adopted by the Board of Directors.

Dated: Jan. 10, 2000.

The undersigned being a member of the Board of Directors of Grand Oaks Master Association, Inc., and the President thereof.



William Grant, Jr., Director and President
of Grand Oaks Master Association, Inc.
{Corporate Seal}

EXHIBIT B

FIRST AMENDMENT TO BY-LAWS

**FIRST AMENDMENT TO BY-LAWS
OF GRAND OAKS MASTER ASSOCIATION, INC.**

THIS FIRST AMENDMENT TO BY-LAWS OF GRAND OAKS MASTER ASSOCIATION, INC. ("First Amendment") is made by Lennar Homes, Inc., a Florida corporation ("Lennar").

RECITALS

- A. Lennar recorded that certain Declaration of Restrictions and Covenants for Grand Oaks in Official Records Book 4460 at Page 467 of the Public Records of Pasco County, Florida (the "Declaration"), respecting the residential community located in Pasco County, Florida, which contains the By-Laws of Grand Oaks Master Association, Inc. ("By-Laws") as Exhibit 3.
- B. Section 12.2 of the By-Laws permits Lennar, as the Developer, to amend the By-Laws at any time prior to the Turnover Date without the joinder or consent of any other person or entity whatsoever.
- C. The Turnover Date has not yet occurred and Lennar desires to amend the By-Laws as set forth herein.

NOW THEREFORE, Lennar hereby desires to amend the By-Laws and every portion of Grand Oaks is to be held, transferred, sold, conveyed, used and occupied subject to this First Amendment.

- 1. Recitals. The foregoing Recitals are true and correct and are incorporated into and form a part of this First Amendment.
- 2. Conflicts. In the event that there is a conflict between this First Amendment and the By-Laws, this First Amendment shall control. Whenever possible, this First Amendment and the By-Laws shall be construed as a single document. Except as modified hereby, the By-Laws shall remain in full force and effect.
- 3. Definitions. All initially capitalized terms not defined herein shall have the meaning set forth in the By-Laws. The defined term "By-Laws" is hereby deleted in its entirety from the By-Laws and replaced with the following:

"By-Laws" shall mean the By-Laws and this First Amendment, together with all amendments and modifications thereof.

- 4. Quorum of Members. The first sentence of Section 3.5 of the By-Laws is hereby modified as follows: