

Prepared by and return to:

Emerson M. Lotzia, Esq.
Foley & Lardner
200 Laura Street
Jacksonville, Florida 32202
66916/163

Book: 1690
Page: 0388
Rec: 12/05/97
01:48 P.M.
File# 9747238
John Keene
Clerk Of Courts
Clay County, FL
FEE: \$28.50

**SECOND AMENDMENT TO DECLARATION OF
EASEMENTS, COVENANTS,
CONDITIONS, RESTRICTIONS AND LIMITATIONS
FOR
THE CROSSINGS AT FLEMING ISLAND
(Withdrawing Towncenter - Parcel A-1
and a Portion of Parcel 32)**



(Reserved for Clerk)

This Second Amendment is made this 1st day of December, 1997, by **CHAMPION REALTY CORPORATION**, a Delaware corporation, qualified to do business in Florida ("Champion") and by **EAGLE HARBOR AT FLEMING ISLAND JOINT VENTURE**, a Florida joint venture ("Joint Venture").

WITNESSETH:

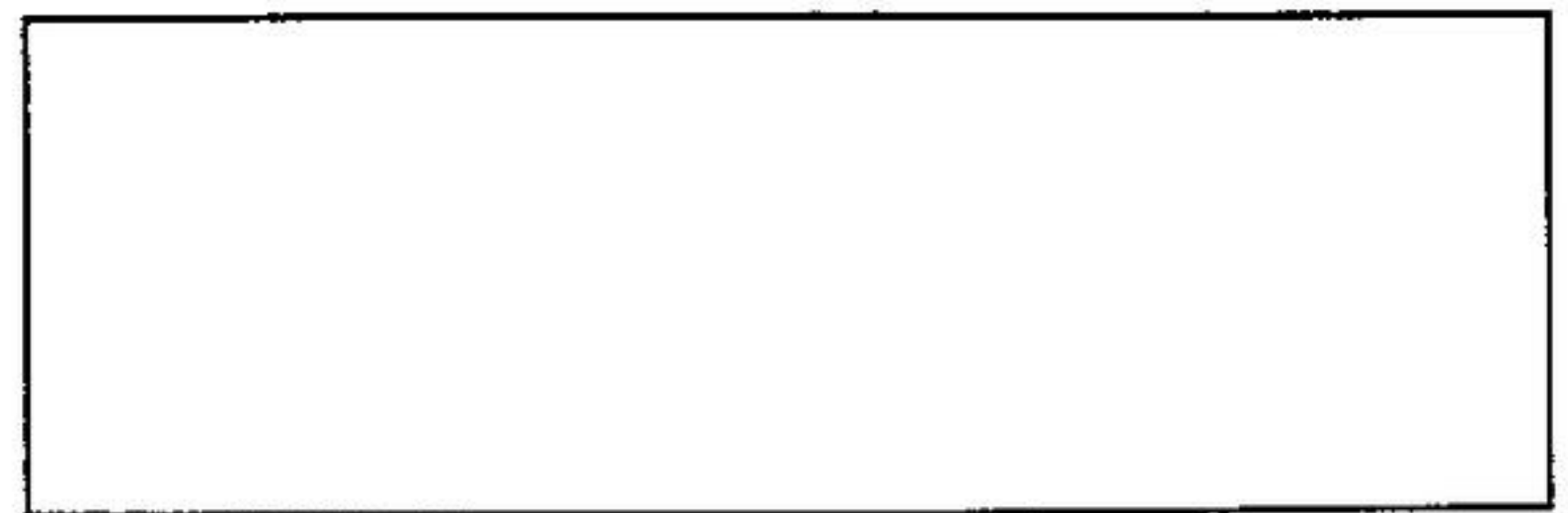
WHEREAS, on March 20, 1990, Champion executed a Declaration of Easements, Covenants, Conditions, Restrictions and Limitations for The Crossings at Fleming Island ("Declaration"), which Declaration was recorded in Official Records Book 1314, page 605, Clay County, Florida; and

WHEREAS, the Declaration established Covenants and Restrictions applicable to approximately 2,575 acres of land owned by Champion in Clay County, Florida, intended for development as a mixed use project and known as "The Crossings"; and

WHEREAS, on or about the date hereof, by deed recorded in Official Records Book 1690, page 325, public records of Clay County, Florida ("Deed"), Champion conveyed the property described in the Deed "Towncenter and East of 17 Property" within The Crossings to the Joint Venture for the purpose of allowing the Joint Venture to develop such property as a mixed use residential and commercial development under the name "Towncenter" and "East of 17"; and

WHEREAS, the Joint Venture has prepared covenants and restrictions applicable to Towncenter and East of 17, which covenants and restrictions are being executed and recorded substantially simultaneously with this Second Amendment and which Towncenter and East of 17 covenants and restrictions are intended by the parties to supersede and replace the Declaration.

NOW, THEREFORE, the parties do hereby agree that the Declaration shall be amended as follows:



1. Pursuant to Article II, Section 3 of the Declaration, the parties do hereby withdraw the property, more particularly described on Exhibit "A" attached hereto ("Property"), from the terms and provisions of the Declaration and do declare that the Property shall be free of all terms, conditions and obligations of the Declaration.

2. Except for the withdrawal of the Property provided in Section 1, the Declaration shall remain in full force and effect in all respect with regard to the remainder of the property subjected thereto.

This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute the same instrument.

IN WITNESS WHEREOF, the parties have executed this Second Amendment the day and year first above written.

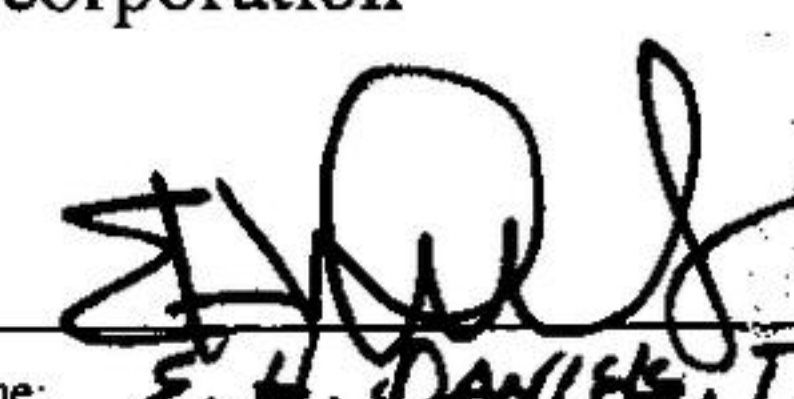
Signed, sealed and delivered
in the presence of:

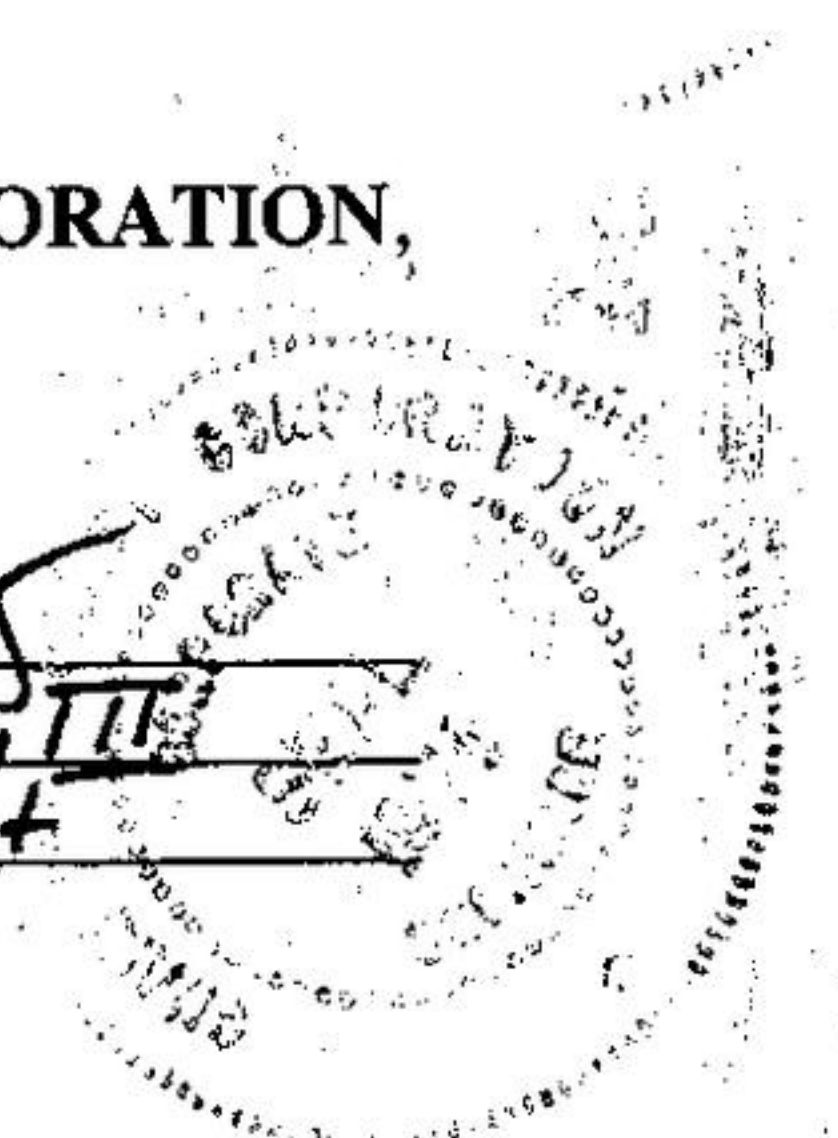
"Champion"

CHAMPION REALTY CORPORATION,
a Delaware corporation


Printed Name: M. Russell Torian, Jr.

Kyle Haladyna
Printed Name: Kyle Haladyna

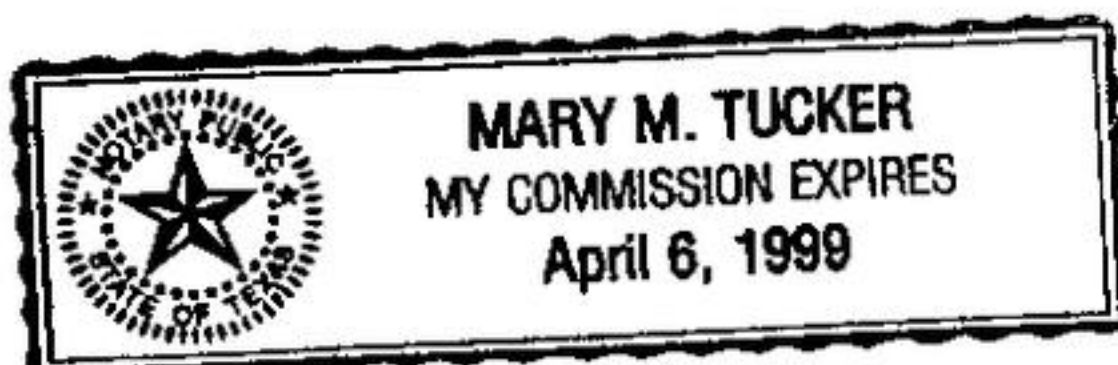
By: 
Printed Name: E. H. DANIELS, III
Its: Vice President

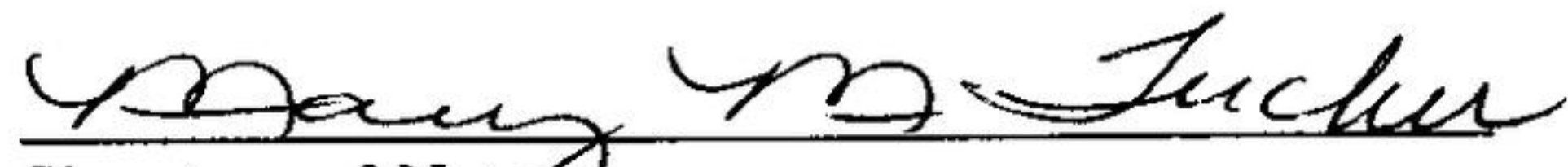


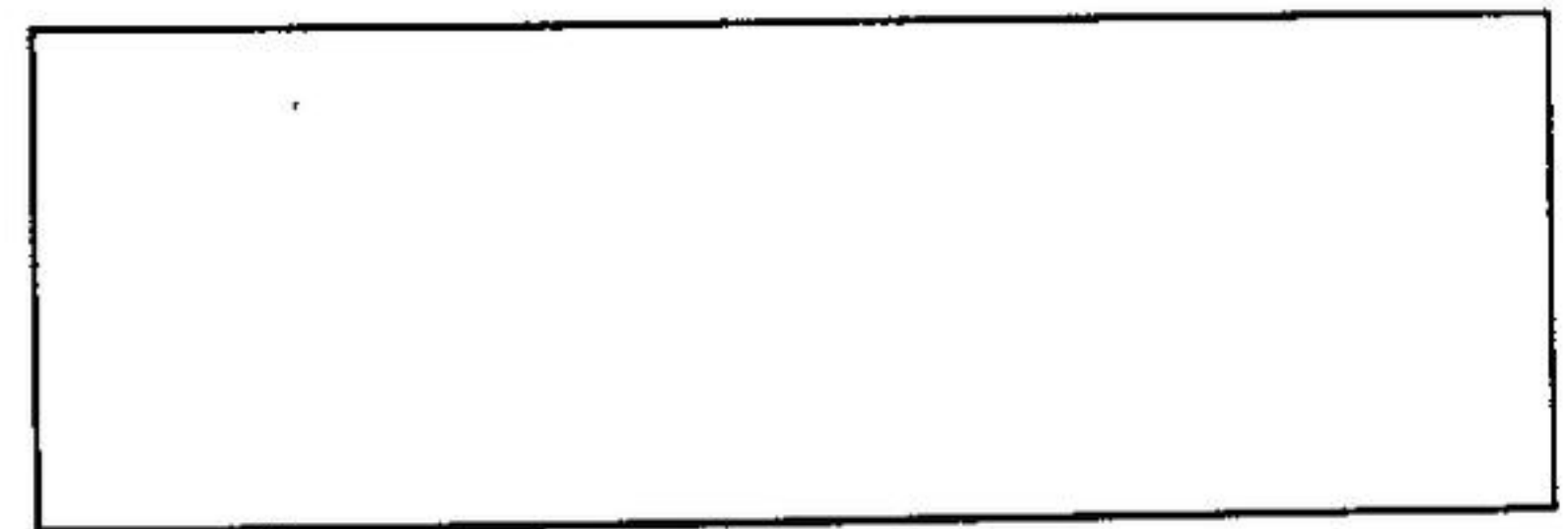
STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 26th day of November, 1997, by E. H. Daniels III, the Vice President of Champion Realty Corporation, a Delaware corporation, on behalf of the corporation. Such person did not take an oath and is personally known to me.

{Notary Seal must be affixed}

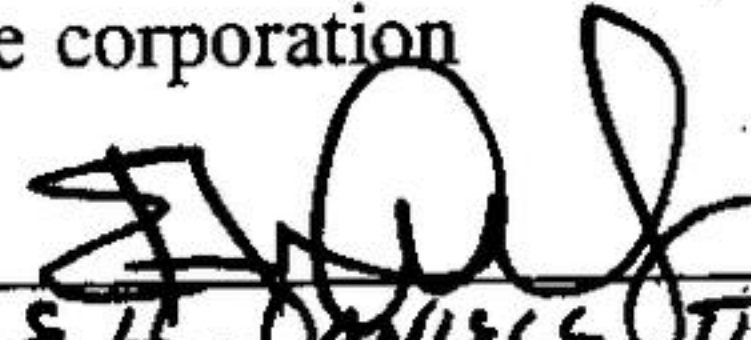


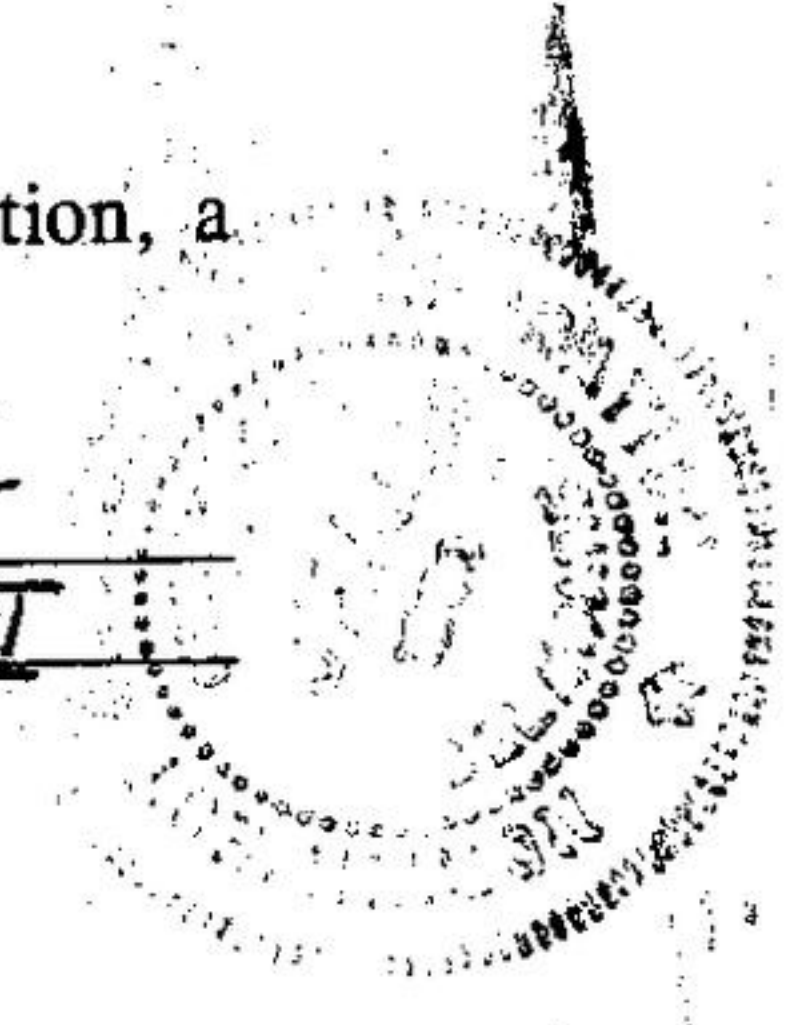

Signature of Notary
MARY M. TUCKER
Name of Notary (Typed, Printed or Stamped)
Commission Number: _____
My Commission Expires: _____

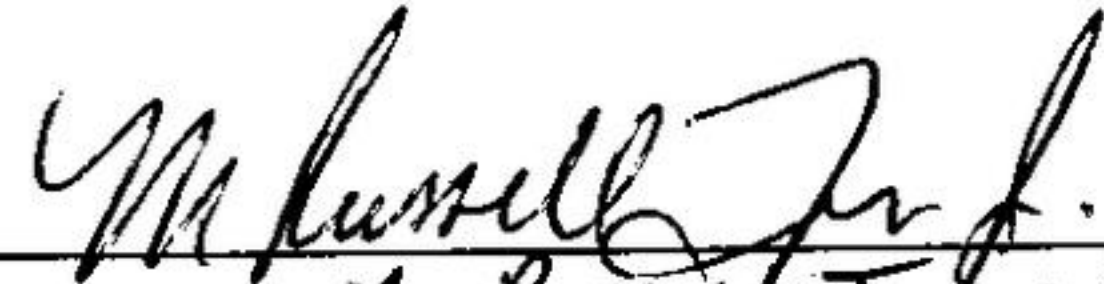
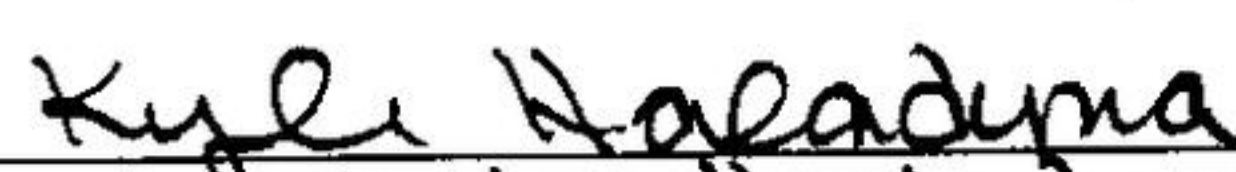


"Joint Venture"
**EAGLE HARBOR AT FLEMING
ISLAND JOINT VENTURE**, a Florida
joint venture

By: Northwest Crossings Corporation, a
Delaware corporation

By: 
Printed Name: E. H. DANIELS, III
Its: Vice President



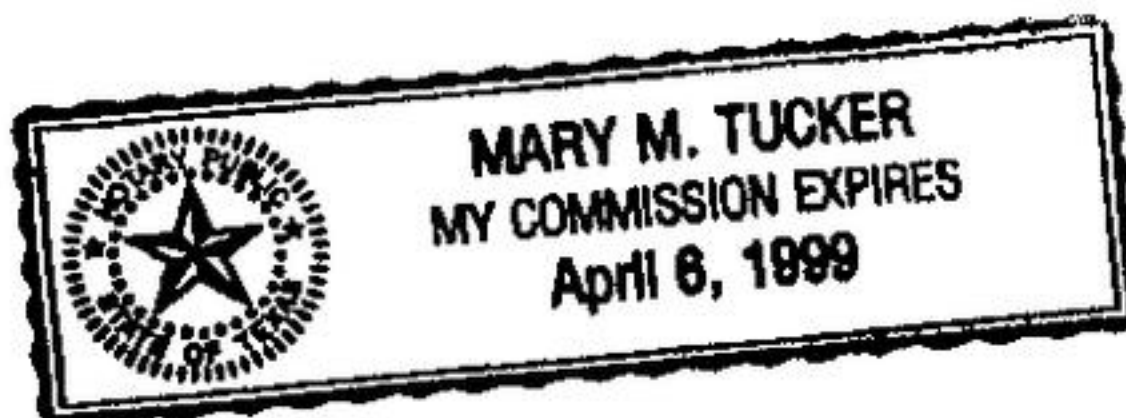

Printed Name: M. Russell Terrian, Jr.

Printed Name: Kyle Haladyna

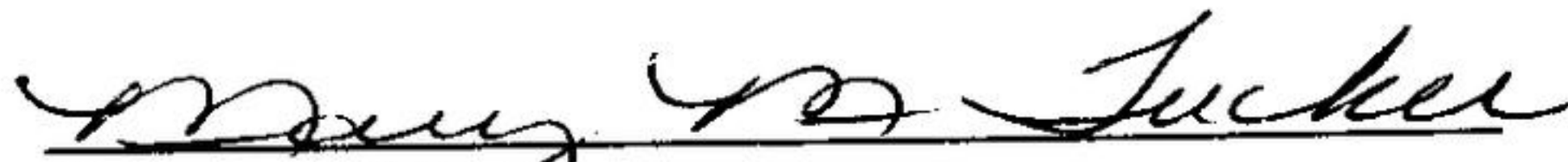
STATE OF TEXAS
COUNTY OF HARRIS

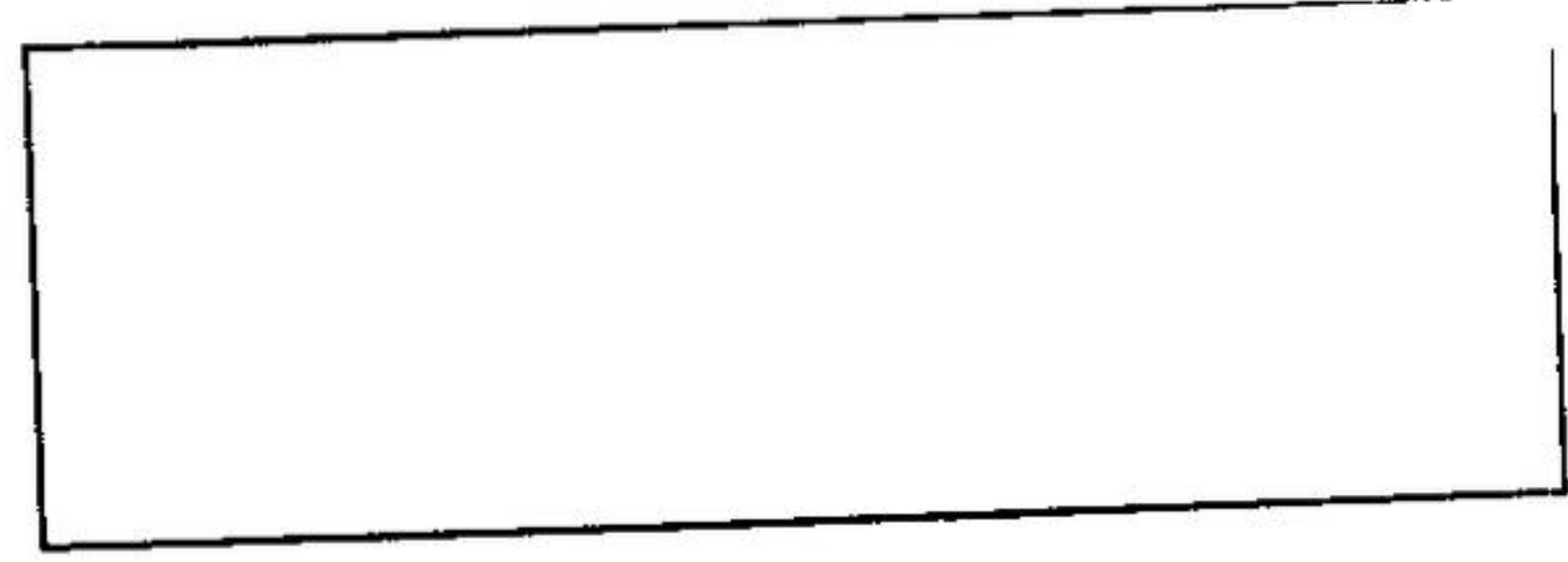
The foregoing instrument was acknowledged before me this 26th day of November, 1997, by E H Daniels III, the Vice President of Northwest Crossings Corporation, a Delaware corporation, as General Partner of Eagle Harbor at Fleming Island Joint Venture, a Florida joint venture, on behalf of the corporation which is acting on behalf of said joint venture. Such person did not take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}




Signature of Notary
MARY M TUCKER
Name of Notary (Typed, Printed or Stamped)
Commission Number: _____
My Commission Expires: _____



By: East West Partners of Jacksonville,
Limited Partnership, a Virginia
limited partnership

By: East West Partners of Jacksonville,
Inc., its general partner

By: [Signature]
Roger S. Arrowsmith
Its: President

[Signature]
Printed Name: Berrie F. Bowman
[Signature]
Printed Name: NANCY J. Klock

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 26 day of November, 1997, by Roger S. Arrowsmith, President of East West Partners of Jacksonville, Inc., a Virginia corporation, as General Partner of East West Partners of Jacksonville, Limited Partnership, a Virginia limited partnership, as General Partner of Eagle Harbor at Fleming Island Joint Venture, a Florida joint venture on behalf of said corporation which is acting on behalf of said limited partnership which is acting on behalf of said joint venture. Such person did not take an oath and: (notary must check applicable box)

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}



ALECIA C COX
My Commission CC494551
Expires Sep. 11, 1999

[Signature]
Signature of Notary
Alecia C Cox
Name of Notary (Typed, Printed or Stamped)
Commission Number: CC494551
My Commission Expires: 9-11-99

EXHIBIT "A"

A PARCEL OF LAND SITUATED IN SECTION 4, TOWNSHIP 5 SOUTH, RANGE 26 EAST, CLAY COUNTY, FLORIDA; SAID PARCEL-BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SECTION 5, SAID TOWNSHIP 5 SOUTH, RANGE 26 EAST; THENCE NORTH 89 DEGREES 52 MINUTES 02 SECONDS EAST ALONG THE NORTH LINE OF SAID SECTION 5, 1331.10 FEET; THENCE SOUTH 04 DEGREES 23 MINUTES 00 SECONDS WEST 52.04 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF COUNTY ROAD NO. C-220; THENCE ON LAST SAID LINE RUN THE FOLLOWING 5 COURSES: 1) NORTH 89 DEGREES 55 MINUTES 39 SECONDS EAST 2711.03 FEET; 2) NORTH 89 DEGREES 36 MINUTES 48 SECONDS EAST 1475.47 FEET TO THE POINT OF BEGINNING; 3) NORTH 89 DEGREES 36 MINUTES 48 SECONDS EAST 50.44 FEET; 4) EASTERLY ON THE ARC OF A CURVE CONCAVE TO THE SOUTHERLY AND HAVING A RADIUS OF 11376.00 FEET, A CHORD DISTANCE OF 688.97 FEET, THE BEARING OF SAID CHORD BEING SOUTH 88 DEGREES 39 MINUTES 05 SECONDS EAST; 5) EASTERLY ON THE ARC OF A CURVE CONCAVE TO THE NORTHERLY AND HAVING A RADIUS OF 11524.00 FEET, A CHORD DISTANCE OF 475.59 FEET, THE BEARING OF SAID CHORD BEING SOUTH 88 DEGREES 05 MINUTES 54 SECONDS EAST; THENCE SOUTH 00 DEGREES 22 MINUTES 22 SECONDS WEST 32.18 FEET; THENCE SOUTH 29 DEGREES 07 MINUTES 40 SECONDS WEST 226.43 FEET; THENCE SOUTH 89 DEGREES 48 MINUTES 00 SECONDS WEST 384.57 FEET; THENCE SOUTH 38 DEGREES 27 MINUTES 06 SECONDS WEST 85.99 FEET; THENCE SOUTH 00 DEGREES 41 MINUTES 15 SECONDS WEST 115.75 FEET; THENCE SOUTH 05 DEGREES 59 MINUTES 59 SECONDS EAST 56.27 FEET; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST 85.99 FEET; THENCE SOUTH 67 DEGREES 30 MINUTES 00 SECONDS EAST 13.71 FEET; THENCE SOUTH 05 DEGREES 59 MINUTES 59 SECONDS EAST 87.75 FEET; THENCE SOUTH 67 DEGREES 30 MINUTES 00 SECONDS EAST 13.71 FEET; THENCE SOUTH 45 DEGREES 00 MINUTES 00 SECONDS EAST 60.00 FEET; THENCE SOUTH 47 DEGREES 41 MINUTES 37 SECONDS EAST 248.46 FEET; THENCE SOUTH 10 DEGREES 47 MINUTES 54 SECONDS WEST 43.91 FEET; THENCE SOUTH 51 DEGREES 22 MINUTES 37 SECONDS EAST 248.46 FEET; THENCE SOUTH 10 DEGREES 47 MINUTES 54 SECONDS WEST 43.91 FEET; THENCE SOUTH 07 DEGREES 23 MINUTES 25 SECONDS WEST 49.24 FEET; THENCE SOUTH 51 DEGREES 22 MINUTES 37 SECONDS EAST 248.46 FEET; THENCE SOUTH 10 DEGREES 47 MINUTES 54 SECONDS WEST 43.91 FEET; THENCE SOUTH 87 DEGREES 58 MINUTES 37 SECONDS WEST 100.85 FEET; THENCE SOUTH 83 DEGREES 43 MINUTES 29 SECONDS WEST 39.88 FEET; THENCE SOUTH 63 DEGREES 26 MINUTES 53 SECONDS WEST 77.29 FEET; THENCE SOUTH 77 DEGREES 58 MINUTES 29 SECONDS WEST 39.88 FEET; THENCE SOUTH 63 DEGREES 26 MINUTES 53 SECONDS WEST 77.29 FEET; THENCE SOUTH 86 DEGREES 00 MINUTES 09 SECONDS WEST 49.60 FEET; THENCE SOUTH 56 MINUTES 49 SECONDS EAST 61.88 FEET; THENCE SOUTH 06 SECONDS WEST 63.61 FEET; THENCE SOUTH 00 DEGREES 56 MINUTES 49 SECONDS EAST 61.88 FEET; THENCE SOUTH 07 DEGREES 59 MINUTES 26 SECONDS WEST 23.86 FEET; THENCE SOUTH 10 DEGREES 45 MINUTES 34 SECONDS WEST 36.16 FEET; THENCE SOUTH 11 DEGREES 54 MINUTES 54 SECONDS WEST 61.51 FEET; THENCE SOUTH 11 DEGREES 45 MINUTES 34 SECONDS WEST 36.16 FEET; THENCE SOUTH 02 DEGREES 51 MINUTES 47 SECONDS WEST 45.27 FEET; THENCE SOUTH 17 MINUTES 50 SECONDS WEST 76.33 FEET; THENCE SOUTH 65 DEGREES 01 SECOND WEST 45.94 FEET; THENCE SOUTH 65 DEGREES 17 MINUTES 50 SECONDS WEST 76.33 FEET; THENCE SOUTH 61 DEGREES 57 MINUTES 36 SECONDS WEST 43.70 FEET; THENCE SOUTH 47 MINUTES 07 SECONDS WEST 55.07 FEET; THENCE SOUTH 32 SECONDS WEST 56.03 FEET; THENCE SOUTH 44 DEGREES 47 MINUTES 07 SECONDS WEST 55.07 FEET; THENCE NORTH 63 DEGREES 16 MINUTES 17 SECONDS WEST 397.54 FEET; THENCE NORTH 21 DEGREES 03 MINUTES 12 SECONDS EAST 153.87 FEET; THENCE NORTHERLY ON THE ARC OF A CURVE CONCAVE TO THE WESTERLY AND HAVING A RADIUS OF 862.50 FEET, RUN A CHORD DISTANCE OF 321.04 FEET, THE BEARING OF SAID CHORD BEING NORTH 10 DEGREES 19 MINUTES 39 SECONDS EAST; THENCE NORTH 00 DEGREES 23 MINUTES 54 SECONDS WEST 210.00 FEET; THENCE NORTH 03 DEGREES 34 MINUTES 27 SECONDS EAST 180.43 FEET; THENCE NORTH 00 DEGREES 23 MINUTES 54 SECONDS WEST 330.98 FEET TO THE POINT OF BEGINNING, BEING 23.00 ACRES, MORE OR LESS, IN AREA.

EXHIBIT "A"

PARCEL "A-1":

A PART OF SECTIONS 4 AND 5, TOWNSHIP 5 SOUTH, RANGE 26 EAST, CLAY COUNTY, FLORIDA; SAID PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SAID SECTION 5; THENCE NORTH 89 DEGREES 52 MINUTES 02 SECONDS EAST ALONG THE NORTH LINE OF SAID SECTION 5, 1331.10 FEET; THENCE SOUTH 04 DEGREES 23 MINUTES 00 SECONDS WEST 52.04 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF COUNTY ROAD NO. C-220; THENCE ON LAST SAID LINE RUN THE FOLLOWING 3 COURSES: 1) NORTH 89 DEGREES 55 MINUTES 39 SECONDS EAST 2711.03 FEET; 2) NORTH 89 DEGREES 36 MINUTES 48 SECONDS EAST 1325.47 FEET TO THE POINT OF BEGINNING; 3) NORTH 89 DEGREES 36 MINUTES 48 SECONDS EAST 150.00 FEET; THENCE SOUTH 00 DEGREES 23 MINUTES 54 SECONDS EAST 330.98 FEET; THENCE SOUTH 03 DEGREES 34 MINUTES 27 SECONDS WEST 180.43 FEET; THENCE SOUTH 00 DEGREES 23 MINUTES 54 SECONDS EAST 210.00 FEET; THENCE SOUTHERLY ON THE ARC OF A CURVE CONCAVE TO THE WESTERLY AND HAVING A RADIUS OF 862.50 FEET, RUN A CHORD DISTANCE OF 321.04 FEET, THE BEARING OF SAID CHORD BEING SOUTH 10 DEGREES 19 MINUTES 39 SECONDS WEST; THENCE SOUTH 21 DEGREES 03 MINUTES 12 SECONDS WEST 289.53 FEET; THENCE NORTH 63 DEGREES 16 MINUTES 17 SECONDS WEST 125.62 FEET; THENCE NORTH 21 DEGREES 03 MINUTES 12 SECONDS EAST 277.11 FEET; THENCE NORTHERLY ON THE ARC OF A CURVE CONCAVE TO THE WESTERLY AND HAVING A RADIUS OF 737.50 FEET, RUN A CHORD DISTANCE OF 274.51 FEET, THE BEARING OF SAID CHORD BEING NORTH 10 DEGREES 19 MINUTES 39 SECONDS EAST; THENCE NORTH 00 DEGREES 23 MINUTES 54 SECONDS WEST 210.00 FEET; THENCE NORTH 04 DEGREES 22 MINUTES 15 SECONDS WEST 180.43 FEET; THENCE NORTH 00 DEGREES 23 MINUTES 54 SECONDS WEST 331.01 FEET TO THE POINT OF BEGINNING.