

Prepared By and To Be Returned To:
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**THIRD AMENDMENT TO
DECLARATION OF COVENANTS AND RESTRICTIONS
FOR BARTRAM CREEK**

THIS THIRD AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR BARTRAM CREEK ("Third Amendment") is made by KB Home Jacksonville LLC, a Delaware limited liability company authorized to do business in Florida ("KB").

WITNESSETH:

WHEREAS, the Declaration of Covenants and Restrictions for Bartram Creek was recorded (1) on December 10, 2014, in Official Records Book 17001, Page 533, public records of Duval County, Florida, and (2) on December 10, 2014, in Official Records Book 3963, Page 1103, public records of St. Johns County, Florida, as has been or may have been amended and supplemented from time to time (collectively, "Declaration"); and

WHEREAS, KB is the Declarant under the Declaration; and

WHEREAS, Section 9.1 of the Declaration provides that Declarant shall have the exclusive power and right to adopt from time to time the ARC Guidelines (which constitute Exhibit "E" to the Declaration) until such time as Declarant no longer owns any portion of the Property; and

WHEREAS, Declarant owns one or more portions of the Property as of the effective date hereof; and

WHEREAS, KB, as Declarant, desires to amend the ARC Guidelines in the manner more particularly provided hereinafter;

NOW, THEREFORE, KB hereby states as follows:

1. The foregoing recitals are true and correct and are deemed incorporated herein as if fully stated hereinafter.

2. The ARC Guidelines as contained in Exhibit "E" to the Declaration are amended in the manner contained in Exhibit 1 attached hereto and made a part hereof. Hereinafter, any and all references to the ARC Guidelines shall include the provisions contained in such Exhibit 1 hereto.

3. Except as modified by this Third Amendment, the Declaration remains valid and in full force and effect. In the event of a conflict between the provisions of this Third Amendment and the provisions of the Declaration prior to the effective date hereof, the provisions of this Third Amendment shall control.

IN WITNESS WHEREOF, KB, as Declarant, has caused this Third Amendment to be executed by its authorized representative and affixed its corporate seal as of this 2nd day of November, 2015.

WITNESSES:

KB Home Jacksonville LLC, a Delaware limited liability company authorized to do business in Florida.

Signature: Rachelle Hoover
Printed Name: Rachelle Hoover

By: [Signature]
Wes Hinton
Director, Land Development

Signature: [Signature]
Printed Name: Derek Citino

SEAL

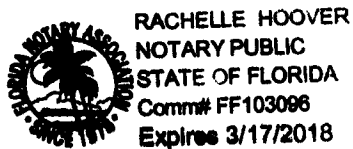
STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 2nd day of November, 2015, by Wes Hinton, as Director, Land Development of KB Home Jacksonville LLC, a Delaware limited liability company, on behalf of the corporation, as Declarant of Bartram Creek. He is personally known to me.

My Commission Expires:

[Signature]
(Signature)

Name: Rachelle Hoover
(Legibly Printed)
Notary Public, State of Florida



FF103096
(Commission Number, if any)

Exhibit 1

Page 6 of the Initial ARC Guidelines presently contains the following language pertaining to fences:

Fences (Exhibit D)

1. All fence installations must be approved prior to installation.
2. Fences should not encroach into drainage or lake maintenance easements.
3. Style: 6' White Vinyl on standard lots. On water front lots, a 4' black aluminum rail fence is the approved style.
4. General setback is 20' from the front corner of the house. This requirement may vary depending upon the placement of the adjoining lots and subject to ARC approval.
5. It is recommended that fences match color and line up on with fences on adjoining lots to maintain cohesive appearance in the community.
6. Landscaping of the exterior of the fence is required.

Hereinafter, the foregoing provisions are replaced with and superseded by the following language (the revisions are shown in double-underlined text):

Fences (Exhibit D)

1. All fence installations must be approved prior to installation.
2. Fences should not encroach into drainage or lake maintenance easements.
3. Style: 6' White Vinyl or wood shadowbox fence on standard (i.e., non-waterfront) lots. On water front lots, a 4' black aluminum rail fence is the approved style.
4. General setback is 20' from the front corner of the house. This requirement may vary depending upon the placement of the adjoining lots and subject to ARC approval.
5. It is recommended that fences match color and line up on with fences on adjoining lots to maintain cohesive appearance in the community.
6. Landscaping of the exterior of the fence is required.