

NOTICE IN ACCORDANCE WITH THE PROVISIONS OF THE
FLORIDA MARKETABLE RECORD TITLE ACT (FLA. STAT.
712.01 ET. SEQ.) TO PRESERVE THE COVENANTS
AND RESTRICTIONS WHICH PERTAIN TO:

ST. AUGUSTINE SHORES SUBDIVISION
IN ST. JOHNS COUNTY, FLORIDA

WHEREAS the Florida Marketable Record Title Act (Fla.Stat. 712.01 et. seq.) provides that use restrictions and Covenants or Restrictions appurtenant to real properties may be extinguished unless a Resolution, in accordance with said Act is adopted and recorded by the Homeowners Association appointed by said Covenants and Restrictions in accordance with the terms of said Act, and

WHEREAS St. Augustine Shores Service Corporation, a Florida corporation, is and at all times material hereto has been the Homeowners Association as defined in Fla.Stat. 617.301(7) as the association of parcel owners which is authorized to enforce use restrictions that are imposed upon parcels of land in St. Augustine Shores Subdivision in St. Johns County, Florida, and

WHEREAS the Annual Meeting of the General Membership of St. Augustine Shores Service Corporation was held on the 7th day of May, 1999, a meeting at which a quorum was present and which meeting was duly constituted, and

WHEREAS at said meeting, the following Resolution was passed and adopted by a vote of a majority of the members then voting of said corporation, the number authorized to adopt a Resolution on behalf of said Corporation, which Resolution states:

WHEREAS: The Florida Marketable Title Act, Statute 712, requires Homeowner Associations to re-affirm their Deed Restrictions every thirty (30) years by an affirmative vote of the Homeowners Association. Therefore,

BE IT RESOLVED: That the Board of Directors, and all subsequent Boards of Directors, of the St. Augustine Shores Service Corporation be authorized to, and hereby are directed to, file a Notice in writing with the Clerk of

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ST. AUGUSTINE SHORES SUBDIVISION
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WHEREAS the Florida Marketable Record Title Act (Fla.Stat. 712.01 et. seq.) provides that use restrictions and Covenants or Restrictions appurtenant to real properties may be extinguished unless a Resolution, in accordance with said Act is adopted and recorded by the Homeowners Association appointed by said Covenants and Restrictions in accordance with the terms of said Act, and

WHEREAS St. Augustine Shores Service Corporation, a Florida corporation, is and at all times material hereto has been the Homeowners Association as defined in Fla.Stat. 617.301(7) as the association of parcel owners which is authorized to enforce use restrictions that are imposed upon parcels of land in St. Augustine Shores Subdivision in St. Johns County, Florida, and

WHEREAS the Annual Meeting of the General Membership of St. Augustine Shores Service Corporation was held on the 7th day of May, 1999, a meeting at which a quorum was present and which meeting was duly constituted, and

WHEREAS at said meeting, the following Resolution was passed and adopted by a vote of a majority of the members then voting of said corporation, the number authorized to adopt a Resolution on behalf of said Corporation, which Resolution states:

WHEREAS: The Florida Marketable Title Act, Statute 712, requires Homeowner Associations to re-affirm their Deed Restrictions every thirty (30) years by an affirmative vote of the Homeowners Association. Therefore,

BE IT RESOLVED: That the Board of Directors, and all subsequent Boards of Directors, of the St. Augustine Shores Service Corporation be authorized to, and hereby are directed to, file a Notice in writing with the Clerk of

the Circuit Court, St. Johns County, St. Augustine, Florida in accordance with the terms of the Florida Marketable Title Act, Fla.Stat. 712, which Notice shall have the effect of preserving the claims of right, Covenants and Restrictions for a period of thirty (30) years after filing the Notice unless thereafter modified by a modification of the Covenants and Restrictions affecting property in St. Augustine Shores Subdivision, St. Johns County, Florida.

WHEREAS the undersigned **WILLIS VAN PELT**, is the President of the Board of Directors of St. Augustine Shores Service Corporation and the undersigned **WESLEY SCOTT**, is the Secretary of the Board of Directors of St. Augustine Shores Service Corporation and each such person is executing this Notice with the full authority of the Board of Directors, as granted to the Board of Directors by the membership in the above-described meeting,

NOW THEREFORE NOTICE IS GIVEN THAT:

1. St. Augustine Shores Service Corporation, a Florida corporation, preserves and protects its Covenants and Restrictions from extinguishment by the operation of the Florida Marketable Title Act by filing for record this Notice in accordance with the provisions of the said Florida Marketable Title Act, which Notice has the effect of so preserving such Covenants and Restrictions for a period of not longer than thirty (30) years after the filing of the same unless again filed as required by said Statute.

2. This Notice was filed only pursuant to the approval of the above Resolution by a majority vote at a meeting of the membership where a quorum was present, all as described above.

3. The name or description of the Homeowners Association desiring to preserve the Covenants and Restrictions and the particular post office address of the Homeowners Association is:

St. Augustine Shores Service Corporation
A Florida corporation
790 Christina Drive
St. Augustine, FL 32086

4. A full and complete description of all land affected by such notice is all the land in St. Augustine Shores Subdivision, all as more particularly described in twenty-two (22) documents recorded in the Public Records of St. Johns County, Florida, more specifically being Covenants and Restrictions recorded at:

- a. Official Records Book 470, Page 63 of the Public Records of St. Johns County, Florida, dated the 27th day of October, 1980
- b. Official Records Book 474, Page 683 of the Public Records of St. Johns County, Florida, dated the 4th day of December, 1980
- c. Official Records Book 188, Page 252 of the Public Records of St. Johns County, Florida, dated the 11th day of March, 1971
- d. Official Records Book 255, Page 609 of the Public Records of St. Johns County, Florida, dated the 1st day of June, 1974
- e. Official Records Book 281, Page 466 of the Public Records of St. Johns County, Florida, dated the 18th day of July, 1975
- f. Official Records Book 386, Page 635 of the Public Records of St. Johns County, Florida, dated the 11th day of September, 1978
- g. Official Records Book 462, Page 739 of the Public Records of St. Johns County, Florida, dated the 21st day of September, 1980
- h. Official Records Book 482, Page 194 of the Public Records of St. Johns County, Florida, dated the 10th day of February, 1981

- i. Official Records Book 443, Page 622 of the Public Records of St. Johns County, Florida, dated the 29th day of February, 1980
- j. Official Records Book 783, Page 367 of the Public Records of St. Johns County, Florida, dated the 20th day of May, 1988
- k. Official Records Book 775, Page 1272 of the Public Records of St. Johns County, Florida, dated the 9th day of March, 1988
- l. Official Records Book 775, Page 1246 of the Public Records of St. Johns County, Florida, dated the 9th day of March, 1980
- m. Official Records Book 787, Page 421 of the Public Records of St. Johns County, Florida, dated the 29th day of June, 1989
- n. Official Records Book 787, Page 442 of the Public Records of St. Johns County, Florida, dated the 29th day of June, 1989
- o. Official Records Book 898, Page 710 of the Public Records of St. Johns County, Florida, dated the 18th day of June, 1991
- p. Official Records Book 819, Page 816 of the Public Records of St. Johns County, Florida, dated the 8th day of May, 1989
- q. Official Records Book 613, Page 895 of the Public Records of St. Johns County, Florida, dated the 14th day of November, 1983
- r. Official Records Book 613, Page 912 of the Public Records of St. Johns County, Florida, dated the 14th day of November, 1983
- s. Official Records Book 613, Page 929 of the Public Records of St. Johns County, Florida, dated the 14th day of November, 1983

- t. Official Records Book 775, Page 1267 of the Public Records of St. Johns County, Florida, dated the 9th day of March, 1989
- u. Official Records Book 287, Page 408 of the Public Records of St. Johns County, Florida, dated the 9th day of October, 1975
- v. Official Records Book 470, Page 63 of the Public Records of St. Johns County, Florida, dated the 27th day of October, 1980

A complete description of each land affected by this notice is included in the eight page "Complete Index of Documents" (not necessarily in chronological order) affixed hereto as Exhibit A and incorporated herein by this reference.

5. A full and complete copy of each of the Covenants and Restrictions is attached hereto as Exhibits B through W.

6. This Notice is acknowledged in the same manner as a deed is acknowledged for record.

7. This Notice is filed with the Clerk of the Circuit Court of St. Johns County, Florida, wherein the land described herein is situated.

8. The Clerk of the Circuit Court, in accordance with the requirements of Fla.Stat. 712.06(2), is requested to enter, record, and index this Notice in the same manner that deeds are entered, recorded and indexed, as though the claimant (St. Augustine Shores Service Corporation) were the Grantee in the deed and the purported owners were the Grantors in a deed and the Clerk shall charge the same fees for recording thereof as are charged for recording deeds.

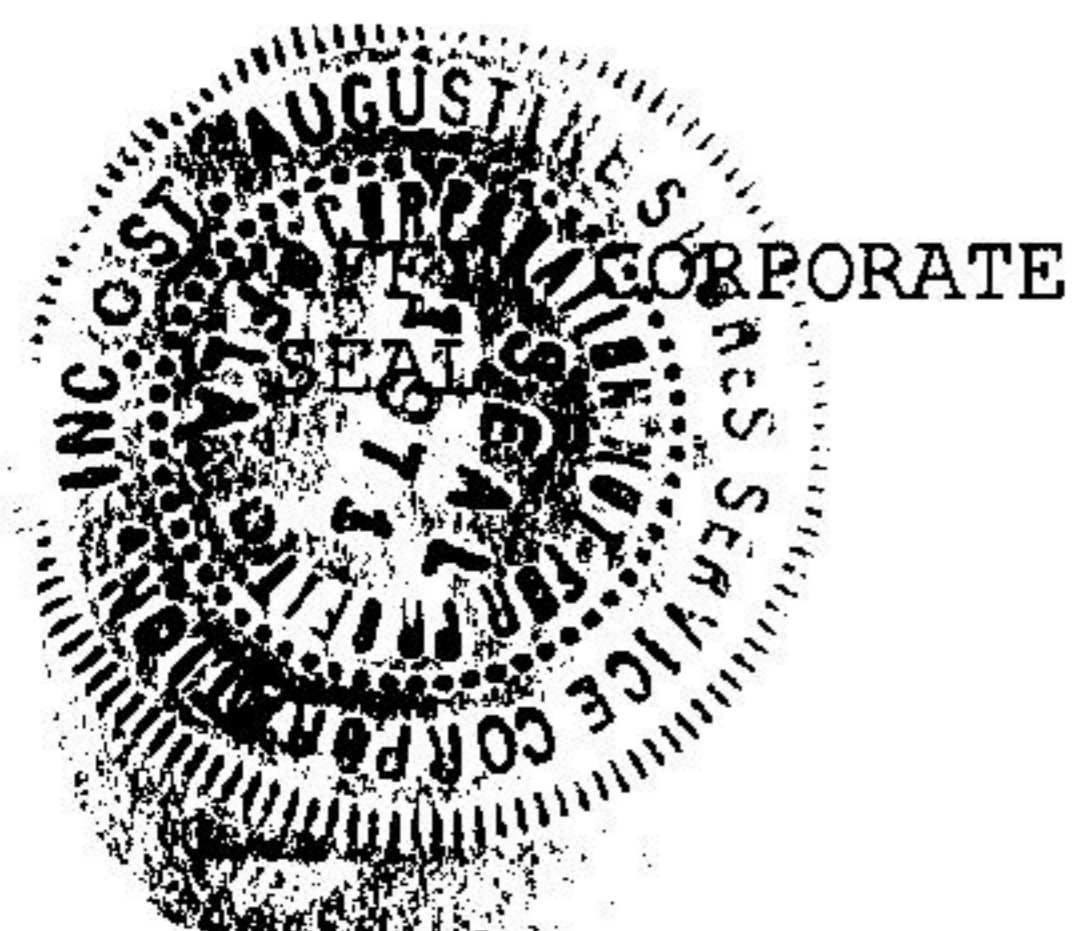
9. Inasmuch as this Notice "pertains solely to the preserving of any covenant or restriction or any portion of a covenant or restriction," the Clerk of the Circuit Court is not requested nor required to mail to the purported owners of such property any notice of this recording. Fla.Stat. 712.06(3).

10. The name and post office address of each person in whose name said property is assessed on the last completed tax assessment roll of the County of St. Johns at the time of filing, who, for the purpose of such Notice, shall be deemed to be the owner is attached

hereto in the form of a copy of the last completed tax assessment roll of all property owners in St. Augustine Shores Subdivision. Fla.Stat. 712.06(1)(b). It is the request of the Homeowners Association that the Clerk, in compliance with Fla.Stat. 712.06(2), enter, record and index said Notice, as stated above, as though the Homeowners Association was the Grantee in the deed and the purported owners were the Grantors in a deed.

IN WITNESS WHEREOF, the undersigned, with the full authority of the General Membership and the Board of Directors of St. Augustine Shores Service Corporation have acknowledged this instrument on behalf of said corporation and directed and authorized its publication in the Public Records of St. Johns County, Florida.

**ST. AUGUSTINE SHORES SERVICE CORPORATION,
A Florida Corporation**



By: Willis Van Pelt
**WILLIS VAN PELT, President,
Board of Directors**

By: Wesley O. Scott
**WESLEY SCOTT, Secretary,
Board of Directors**

ACKNOWLEDGMENT

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

THIS DAY before me the undersigned authority qualified to take oaths in the above jurisdiction, personally appeared **WILLIS VAN PELT**, well known to me to be the President of the Board of Directors of St. Augustine Shores Service Corporation, and **WESLEY SCOTT**, well known to me to be the Secretary of St. Augustine Shores Service Corporation, and each acknowledged before me that they each

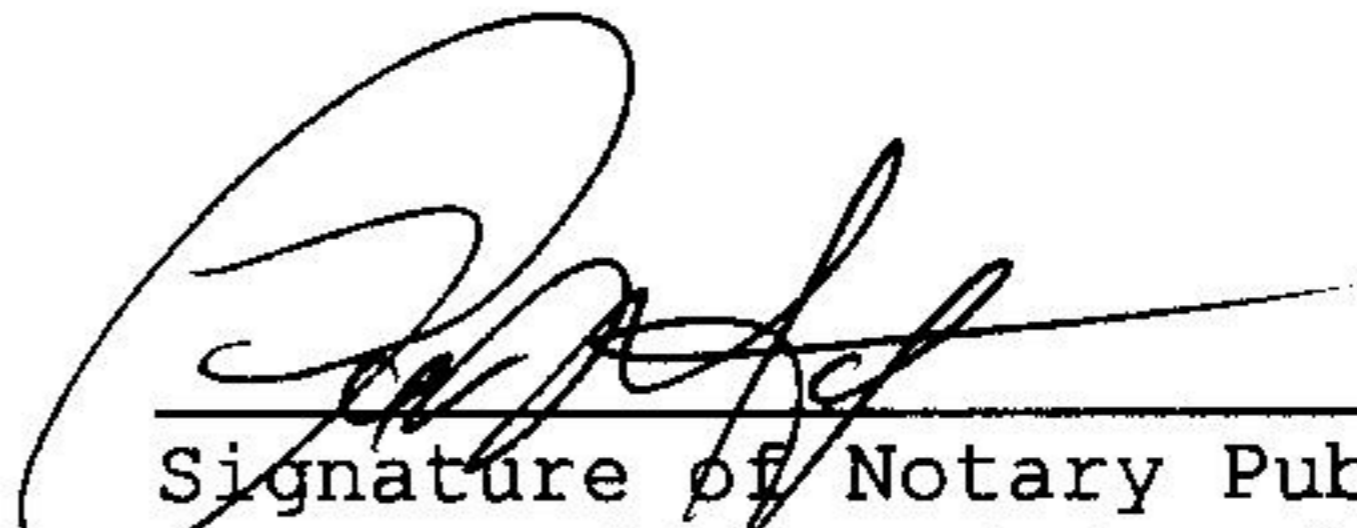
executed the above-described notice for the purposes therein stated, with full corporate authority of St. Augustine Shores Service Corporation and further pursuant to such authority caused the seal of the Corporation to be affixed hereto.



PAUL MARTZ
Notary Public, State of Florida
My comm. expires Sept. 28, 2002
Comm. No. CC 784207

Affix Notary Commission

THIS INSTRUMENT PREPARED BY:
PAUL MARTZ, ATTORNEY AT LAW,
AT THE DIRECTION OF THE BOARD
OF DIRECTORS OF ST. AUGUSTINE
SHORES SERVICE CORPORATION,
the attorney's address being:
Post Office Box 3928
St. Augustine, FL 32085-3928
A9054.res



Signature of Notary Public
Notary Public, State of Florida

NOTARIZES MAY 5, 2000 AT
9:25 A.M.

COMPLETE INDEX OF DOCUMENTS

OR 470-63 10-27-1980 Public Records of St. Johns County, Florida

CERTIFIED RESOLUTION AMENDING BY-LAWS OF ST. AUGUSTINE SHORES SERVICE CORPORATION INC AND DECLARATION OF RESTRICTIONS RECORDED WITH RESPECT TO UNITS ONE, THREE, FOUR, FIVE AND A REPLAT OF UNIT TWO OF THE ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.

Legal Description: ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof, recorded in Plat Book 11, pages 63 through 71 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, also lots 1 through 6, inclusive of Block 12;

A Replat of Unit Two pertaining to the following lots located in St. Johns County, Lots 1 through 42, Block 135; Lots 1 through 10, Block 136; Lots 1 through 8, Block 137, Lots 1 through 11, Block 138; Lots 1 through 15, Block 139; Lots 1 and 2, Block 140; Lots 1 through 7, Block 141; Lots 1 through 9, Block 142; Lots 1 through 10, Block 143; Lots 1 through 8, Block 144; Lots 1 through 11, Block 145; Lots 1 through 34, Block 146, Lots 1 through 22, Block 147; Lots 1 through 35, Block 148; Lots 1 through 18, Block 149; Lots 1 through 5, Block 150; Lots 1 and 2, Block 151; Lots 1 through 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124, inclusive, of the Public records of St. Johns County, Florida;

ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, pages 27 through 35 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, pages 31 through 38, inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, pages 21 through 24, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G, H, J, K, L, and P.

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OR 474-683 12-4-1980 PUBLIC RECORDS ST. JOHNS COUNTY, FL.

CERTIFIED RESOLUTION AMENDING BY-LAWS OF ST. AUGUSTINE SHORES SERVICE CORPORATION INC AND DECLARATION OF RESTRICTIONS RECORDED WITH RESPECT TO UNITS ONE, THREE, FOUR, FIVE AND A REPLAT OF UNIT TWO OF THE ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.

Legal Description: ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof, recorded in Plat Book 11, pages 63 through 71 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, also lots 1 through 6, inclusive of Block 12;

A Replat of Unit Two pertaining to the following lots located in St. Johns County, Lots 1 through 42, Block 135; Lots 1 through 10, Block 136; Lots 1 through 8, Block 137, Lots 1 through 11, Block 138; Lots 1 through 15, Block 139; Lots 1 and 2, Block 140; Lots 1 through 7, Block 141; Lots 1 through 9, Block 142; Lots 1 through 10, Block 143; Lots 1 through 8, Block 144; Lots 1 through 11, Block 145; Lots 1 through 34, Block 146, Lots 1 through 22, Block 147; Lots 1 through 35, Block 148; Lots 1 through 18, Block 149; Lots 1 through 5, Block 150; Lots 1 and 2, Block 151; Lots 1 through 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124, inclusive, of the Public records of St. Johns County, Florida;

ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, pages 27 through 35 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, pages 31 through 38, inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, pages 21 through 24, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G, H, J, K, L, and P;

Tracts Z and A-E of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114-124, inclusive, of the Public records of St. Johns County, Florida; and for

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Tract J of THE ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, inclusive, of the Public records of St. Johns County, Florida; and for

Tract K of THE ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, inclusive, of the Public records of St. Johns County, Florida; and for

Tract L of THE ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, inclusive, of the Public records of St. Johns County, Florida; and for

Tracts A, B, C, D, E, J, K, R, S, A-A, A-B and A-R of REPLAT OF ST. AUGUSTINE SHORES UNIT TWO according to the plat thereof recorded in Plat Book 13, Pages 114 through 124, of the Public records of St. Johns County, Florida; and for

That certain parcel of land lying in and being all of Tract K of of ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof as recorded in Plat Book 11, pages 95 through 103, inclusive, of the Public records of St. Johns County, Florida.

OR 188-252 3-11-71 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

LEGAL: ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof , recorded in Plat Book 11, pages 63 through 71 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, and X. Also Lots 1 through 6, inclusive of Block 12.

OR 255-609 6-1-1974 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

ST. AUGUSTINE SHORES SUBDIVISION AMENDMENT TO DECLARATION OF RESTRICTIONS.

LEGAL: ST. AUGUSTINE SHORES SUBDIVISION Unit One, according to the plat thereof, recorded in Plat Book 11, pages 63 through 71, inclusive, and as replatted and recorded in Plat Book 11, Pages 76-80, inclusive, of the Public Records of St. Johns County, Florida.

OR 281-466 7-18-75 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

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LEGAL: ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, Pages 27 through 35 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G.

OR 386-635 9-11-78 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

LEGAL DESCRIPTION: ST. AUGUSTINE SHORES UNIT FOUR, according to the plat thereof, recorded in Map Book 13, Pages 31 through 38, inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, and G.

OR 462-739 9-21-1980 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

LEGAL: ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, Pages 21 through 24 of the Public Records of St. Johns County, Florida, less and except Tracts A, B, C, D, E, F, G, H, J, K, L and P.

OR 482-194 2-10-1981 PUBLIC RECORDS OF ST. JOHNS COUNTY FL

DECLARATION OF RESTRICTIONS

LEGAL: ST. AUGUSTINE SHORES UNIT SIX according to the plat thereof recorded in Plat Book 14, Pages 40 through 46 of the Public Records of St. Johns County, Florida, less and except Tracts A, B, C, D, E, F, G, H, J, K, L, M, N, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF.

OR 443-622 2-29-1980 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

LEGAL: Lots 1 through 42, Block 135; Lots 1 through 10, Block 136; Lots 1 through 8, Block 137, Lots 1 through 11, Block 138; Lots 1 through 15, Block 139; Lots 1 and 2, Block 140; Lots 1 through 7, Block 141; Lots 1 through 9, Block 142; Lots 1 through 10, Block 143; Lots 1 through 8, Block 144; Lots 1 through 11, Block 145; Lots 1 through 34, Block 146, Lots 1 through 22, Block 147; Lots 1 through 35, Block 148; Lots 1 through 18, Block 149; Lots 1 through 5, Block 150; Lots 1 and 2, Block 151; Lots 1 through 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124, inclusive, of the Public records of St. Johns County, Florida;

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OR 783-367 5-20-1988 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.**CORRECTIVE DECLARATION OF RESTRICTIONS**

LEGAL: Lots 1 through 42, Block 135; Lots 1 through 10, Block 136; Lots 1 through 8, Block 137, Lots 1 through 11, Block 138; Lots 1 through 15, Block 139; Lots 1 and 2, Block 140; Lots 1 through 7, Block 141; Lots 1 through 9, Block 142; Lots 1 through 10, Block 143; Lots 1 through 8, Block 144; Lots 1 through 11, Block 145; Lots 1 through 34, Block 146, Lots 1 through 22, Block 147; Lots 1 through 35, Block 148; Lots 1 through 18, Block 149; Lots 1 through 5, Block 150; Lots 1 and 2, Block 151; Lots 1 through 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124, inclusive, of the Public records of St. Johns County, Florida;

OR 775-1272 3-9-1988 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.**DECLARATION OF RESTRICTION OPEN SPACE**

LEGAL: TRACTS B, C, D, E, F, OF ST. AUGUSTINE SHORES UNIT EIGHT, according to the plat thereof recorded in Plat Book 21 pages 58 thru 63, inclusive, of the Public Records of St. Johns County, Florida.

OR 775-1246 3-9-1980 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.**DECLARATION OF RESTRICTIONS**

LEGAL: ST. AUGUSTINE SHORES UNIT EIGHT, according to the plat thereof as recorded in Plat Book 21 at Pages 58 through 61, inclusive of the Public Records of St. Johns County, Florida, less and except Tracts A, B, C, D, E, and F.

OR 787-421 6-29-89 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.**DECLARATION OF RESTRICTIONS**

LEGAL: ST. AUGUSTINE SHORES UNIT SEVEN, according to the plat thereof as recorded in Plat Book 22 at the Public Records of St. Johns County, Florida, less and except Tracts A, B, C, D, E, F, G, H, J, K, L, M, N, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, and CC.

OR 787-442 6-29-1989 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.**DECLARATION OF RESTRICTION OPEN SPACE**

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LEGAL: TRACTS B, C, M, R, S, T, V, W, Z, AA, BB, AND CC OF ST. AUGUSTINE SHORES UNIT SEVEN, according to the plat thereof recorded in Plat Book 22, pages 24 through 48 of the Public Records of St. Johns County, Florida.

OR 898-710 6-18-1991 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS GOLF COURSE AND COUNTRY CLUB FACILITY

LEGAL: TRACTS F, G, N, P, Q, AND T of REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to plat thereof, as recorded in Plat Book 13, Pages 114 through 124, inclusive of the Public Records of St. Johns County, Florida.

OR 819-816 5-8-1989 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS COMMUNITY FACILITIES

LEGAL: TRACT G OF ST. AUGUSTINE SHORES UNIT SEVEN, according to the plat thereof, as recorded in Plat Book 22, Pages 24 thru 48, inclusive of the Public Records of St. Johns County, Florida.

OR 613-895 11-14-1983 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

LEGAL: LOTS 1 THROUGH 4 OF BLOCK 12 AND TRACT H, G, AND F OF ST. AUGUSTINE SHORES UNIT ONE, according to the plat thereof recorded in Plat Book 11, Pages 63 through 71 inclusive of the Public Records of St. Johns County, Florida.

OR 613-912 11-14-83 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

LEGAL: LOTS 1 THRU 6, INCLUSIVE OF BLOCK 111 AND LOTS 1 THRU 4, INCLUSIVE OF BLOCK 112 OF A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124 inclusive of the Public Records of St. Johns County, Florida.

OR 613-929 11-14-1983 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

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DECLARATION OF RESTRICTIONS

LEGAL: TRACTS A, B, J, AND H OF ST. AUGUSTINE SHORES UNIT SIX, according to the plat thereof as recorded in Plat Book 14, Pages 40 through 46 inclusive of the Public Records of St. Johns County, Florida.

OR 470-63 10-27-1980 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

CERTIFIED RESOLUTION AMENDING BY-LAWS OF ST. AUGUSTINE SHORES SERVICE CORPORATION, INC. AND DECLARATION OF RESTRICTIONS RECORDED WITH RESPECT TO UNITS ONE, THREE, FOUR, FIVE AND A REPLAT OF UNIT TWO OF THE ST. AUGUSTINE SHORES SERVICE CORPORATION INC.

LEGAL: ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof, recorded in Plat Book 11, pages 63 through 71 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, also lots 1 through 6, inclusive of Block 12;

A Replat of Unit Two pertaining to the following lots located in St. Johns County, Lots 1 through 42, Block 135; Lots 1 through 10, Block 136; Lots 1 through 8, Block 137, Lots 1 through 11, Block 138; Lots 1 through 15, Block 139; Lots 1 and 2, Block 140; Lots 1 through 7, Block 141; Lots 1 through 9, Block 142; Lots 1 through 10, Block 143; Lots 1 through 8, Block 144; Lots 1 through 11, Block 145; Lots 1 through 34, Block 146, Lots 1 through 22, Block 147; Lots 1 through 35, Block 148; Lots 1 through 18, Block 149; Lots 1 through 5, Block 150; Lots 1 and 2, Block 151; Lots 1 through 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124, inclusive, of the Public records of St. Johns County, Florida;

ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, pages 27 through 35 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, pages 31 through 38, inclusive, of the Public records of St. Johns County, Florida;

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, pages 31 through 38, inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

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ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, pages 21 through 24, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G, H, J,K, L, and P;

TRACTS Z AND A-E OF A REPLAT OF UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114 thru 124 inclusive of the Public Records of St. Johns County, Florida and for

TRACT J of ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida, and for

TRACT K OF ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida, and for

TRACT L OF ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida, and for

TRACTS A,B,C,D,E,J,K,R,S,A--A, A-B AND A-R of REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114 thru 124 inclusive of the Public Records of St. Johns County, Florida and for That certain parcel of land lying in and being all of Tract K of ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 11, Pages 95 thru 103 inclusive of the Public Records of St. Johns County, Florida.

OR 775-1267 3-9-1989 PUBLIC RECORDS OF ST. JOHNS COUNTY,FL.

DECLARATION OF RESTRICTION PARK SITE

LEGAL: TRACT A OF ST. AUGUSTINE SHORES UNIT EIGHT according to the plat thereof recorded in Plat Book 21 Pages 58 through 63 of the Public Records of St. Johns County, Florida.

OR 287-408 10-9-1975 PUBLIC RECORDS OF ST. JOHNS COUNTY,FL.

CORRECTIVE DECLARATION OF RESTRICTIONS

LEGAL: ST. AUGUSTINE SHORES UNIT THREE, plat recorded in Plat Book 12, pages 27 thru 35 inclusive Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, and G.

-2-

OR 470-63 10-27-1980 Public Records of St. Johns County, Florida

CERTIFIED RESOLUTION AMENDING BY-LAWS OF ST. AUGUSTINE SHORES SERVICE CORPORATION INC AND DECLARATION OF RESTRICTIONS RECORDED WITH RESPECT TO UNITS ONE, THREE, FOUR, FIVE AND A REPLAT OF UNIT TWO OF THE ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.

Legal Description: ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof, recorded in Plat Book 11, pages 63 through 71 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, also lots 1 through 6, inclusive of Block 12;

A Replat of Unit Two pertaining to the following lots located in St. Johns County, Lots 1 through 42, Block 135; Lots 1 through 10, Block 136; Lots 1 through 8, Block 137, Lots 1 through 11, Block 138; Lots 1 through 15, Block 139; Lots 1 and 2, Block 140; Lots 1 through 7, Block 141; Lots 1 through 9, Block 142; Lots 1 through 10, Block 143; Lots 1 through 8, Block 144; Lots 1 through 11, Block 145; Lots 1 through 34, Block 146, Lots 1 through 22, Block 147; Lots 1 through 35, Block 148; Lots 1 through 18, Block 149; Lots 1 through 5, Block 150; Lots 1 and 2, Block 151; Lots 1 through 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124, inclusive, of the Public records of St. Johns County, Florida;

ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, pages 27 through 35 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, pages 31 through 38, inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, pages 21 through 24, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G, H, J, K, L, and P.

EXHIBIT
B

80 13807

OFF REC 470 PAGE 63

This instrument was prepared by
 RICHARD M. BRENNER, Attorney
 3250 S. W. Third Avenue
 Miami, Florida 33129

CERTIFIED RESOLUTION
 AMENDING

BY-LAWS OF ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.
 AND

DECLARATION OF RESTRICTIONS RECORDED WITH RESPECT TO UNITS ONE,
 THREE, FOUR, FIVE AND A REPLAT OF UNIT TWO OF THE
ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.

I, MICHELLE R. GARBIS, Secretary of the St. Augustine Shores Service Corporation, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that a Special Meeting of the members of the Corporation was duly called and held on September 26, 1980, and that at said meeting, the Class A members voted to delay the transfer of control and operation of the Corporation to the Class A members until January 1, 1983. Based upon the vote of the Class A members, the Board of Directors held a duly called meeting on October 3, 1980, and at said meeting, at which a quorum was present and voting throughout, the following resolutions were duly and unanimously adopted:

RESOLVED, that Article IV Section 2 of the By-Laws of the Corporation be amended to reflect the vote of the Class A members to delay the transfer of the operation and control of the Service Corporation to the Class members until January 1, 1983, and shall read as follows:

Section 2. Classes and Voting: Membership shall be divided into two classes, namely, Class A and Class B. Class A members shall consist of the lot owners and the sole Class B member shall be The Deltona Corporation. The Class B member shall be the only voting member of the Corporation until January 1, 1983, or such prior time as the Class B member shall determine, in its sole judgment, as evidenced by an amendment to the By-Laws of this Corporation at which time the Class A members shall become voting members of the Corporation. At such time as the Class A members become voting members of the Corporation, said members shall be entitled to one vote in the affairs of the Corporation for each lot, tract or parcel owned by said member and the Class B membership shall terminate. In the event a lot, tract or parcel is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one vote which shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned.

RESOLVED, that Section 11.02 of the Declaration of Restrictions of:

ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof, recorded in Plat Book 11, Pages 63 through 71 inclusive, of the Public Records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W and X, also lots 1 through 6, inclusive of Block 12;

Section 11.03 of the Declaration of Restrictions of:

A Replat of Unit Two pertaining to the following lots located in St. Johns County: Lots 1 thru 42, Block 135; Lots 1 thru 10, Block 136; Lots 1 thru 8, Block 137; Lots 1 thru 11, Block 138; Lots 1 thru 15, Block 139; Lots 1 and 2, Block 140; Lots 1 thru 7, Block 141; Lots 1 thru 9, Block 142; Lots 1 thru 10, Block 143; Lots 1 thru 8, Block 144; Lots 1 thru 11, Block 145; Lots 1 thru 34, Block 146; Lots 1 thru 22, Block 147; Lots 1 thru 35, Block 148; Lots 1 thru 18, Block 149; Lots 1 thru 5, Block 150; Lots 1 and 2, Block 151; Lots 1 thru 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114 thru 124, inclusive of the Public Records of St. Johns County, Florida;

Section 11.02 of the Corrective Declaration of Restrictions of:

ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, Pages 27 through 35 inclusive, of the Public Records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

Section 10.03 of the Declaration of Restrictions for:

that certain parcel of land lying and being part of Tract "C" of ST. AUGUSTINE SHORES UNIT FOUR, according to the Plat or Map thereof, recorded in Plat Book 13, Pages 31 through 38, inclusive, of the Public Records of St. Johns County, Florida;

Section 12.03 of the Declaration of Restrictions for:

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, Pages 31 through 38, inclusive, of the Public Records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F and G;

and Section 11.03 of the Declaration of Restrictions for:

ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, of the Public Records of St. Johns County, Florida, less and except Tracts A, B, C, D, E, F, G, H, J, K, L and P;

be amended and shall read as follows:

Every owner of any of said lots, whether he has acquired the Ownership by purchase, gift, conveyance, or transfer by operation of law, or otherwise, shall be a member of the Service Corporation and shall be bound by the Certificate of Incorporation and By-Laws of the Service Corporation as they may exist from time to time. Membership shall be divided into Class A membership and Class B membership. Each lot

owner shall automatically be and become a Class A member of this Corporation. Class A membership shall cease and terminate upon the sale, transfer or disposition of the member's lot. The Subdivider, or its successors and assigns shall be the only Class B member of the Service Corporation. The Class B member shall be the only voting member of the Corporation until January 1, 1983, or such prior time as the Class B member shall determine, in its sole judgment, as evidenced by an amendment to the By-Laws of this Corporation at which time the Class A members shall become voting members of the Corporation. At such time as the Class A members become voting members of the Corporation, said members shall be entitled to one vote in the affairs of the Corporation for each lot, tract or parcel owned by said member and the Class B membership shall terminate. In the event a lot, tract or parcel is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one vote which shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned. Said maintenance and upkeep fees shall not be increased without the prior written consent of the Federal Housing Administration (FHA) so long as any mortgages are insured by FHA in St. Augustine Shores Subdivision or so long as a commitment of FHA to the Subdivider to insure mortgages is outstanding.

RESOLVED, that Section 10.02 of the Declaration of Restrictions for:

Tracts Z and A-E of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114 thru 124 inclusive of the Public Records of St. Johns County, Florida; and for

Tract J of ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida; and for

Tract K of ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida; and for

Tract L of ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida;

be amended and shall read as follows:

Every owner of real property within said tracts, whether he has acquired ownership by purchase, gift, conveyance, or transfer by operation of law, or otherwise, shall be a member of the Service Corporation and shall be bound by the Certificate of Incorporation and By-Laws of the Service Corporation as they may exist from time to time. Membership shall be divided into Class A membership and Class B membership. Each owner shall automatically be and become a Class A member of this Corporation. Class A membership shall cease and terminate upon the sale, transfer or disposition of the member's interest in said property. The Subdivider, or its successors and assigns shall be the only Class B member of the Service Corporation. The Class B member

shall be the only voting member of the Corporation until January 1, 1983, or such prior time as the Class B member shall determine, in its sole judgment, as evidenced by an amendment to the By-Laws of this Corporation at which time the Class A members shall become voting members of the Corporation. At such time as the Class A members become voting members of the Corporation, said members shall be entitled to one vote in the affairs of the Corporation for each tract owned by said member and the Class B membership shall terminate. In the event a tract is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one vote which shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned. Said maintenance and upkeep fees shall not be increased without the prior written consent of the Federal Housing Administration (FHA) so long as any mortgages are insured by FHA in St. Augustine Shores Subdivision or so long as a commitment of FHA to the Subdivider to insure mortgages is outstanding.

RESOLVED, that Section 10.02 of the Declaration of Restrictions for:

Tracts A, B, C, D, E, J, K, R, S, A-A, A-B and A-R of REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof, recorded in Plat Book 13, Pages 114 through 124, of the Public Records of St. Johns County, Florida; and for

That certain parcel of land lying in and being all of Tract K of ST. AUGUSTINE SHORES UNIT TWO, according to the map or plat thereof as recorded in Plat Book 11, Pages 95 through 103 inclusive, of the Public Records of St. Johns County, Florida:

be amended and shall read as follows:

Every owner of real property within said tracts, whether he has acquired ownership by purchase, gift, conveyance, or transfer by operation of law, or otherwise, shall be a member of the Service Corporation and shall be bound by the Certificate of Incorporation and By-Laws of the Service Corporation as they may exist from time to time. Membership shall be divided into Class A membership and Class B membership. Each owner shall automatically be and become a Class A member of this Corporation. Class A membership shall cease and terminate upon the sale, transfer or disposition of the member's interest in said property. The Subdivider, or its successors and assigns shall be the only Class B member of the Service Corporation. The Class B member shall be the only voting member of the Corporation until January 1, 1983, or such prior time as the Class B member shall determine, in its sole judgment, as evidenced by an amendment to the By-Laws of this Corporation at which time the Class A members shall become voting members of the Corporation. At such time as the Class A members become voting members of the Corporation, said members shall be entitled to one vote in the affairs of the Corporation for each living unit owned by said member and the Class B membership shall terminate. In the event a living unit is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one vote which shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership

O.R. 1504 PG 721

concerned. Said maintenance and upkeep fees shall not be increased without the prior written consent of the Federal Housing Administration (FHA) so long as any mortgages are insured by FHA in St. Augustine Shores Subdivision or so long as a commitment of FHA to the Subdivider to insure mortgages is outstanding.

"RESOLVED, that the Secretary of the Corporation is authorized and directed to file a certified copy of the foregoing Resolutions pertaining to the amendment of the By-Laws and to the amendment of the Declaration of Restrictions in the Public Records of St. Johns County, Florida and she is further directed to attach a recorded copy of such certified resolutions to the minutes of this meeting to be marked as Exhibit "B" and made a part hereof."

As Secretary of St. Augustine Shores Service Corporation, Inc., I further certify that the foregoing Resolutions have not been repealed, annulled, altered or amended in any respect, but remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of St. Augustine Shores Service Corporation, Inc., this 22nd day of October, 1980.

[Handwritten Signature]
MICHELLE R. GARBIS, SECRETARY

Signed, sealed and delivered in the presence of:

[Handwritten Signature]
Witness

[Handwritten Signature]
Witness

FILED AND RECORDED IN PUBLIC RECORDS OF ST. JOHNS COUNTY, FLA.

1980 OCT 27 AM 10:38

[Handwritten Signature]
CLERK CIRCUIT COURT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments, personally appeared MICHELLE R. GARBIS, Secretary of St. Augustine Shores Service Corporation, Inc., who deposes and says that she is the Secretary of said Corporation, that she has read the foregoing instrument and knows the contents thereof, that the same are true and correct to her knowledge, and that she is authorized by the Corporation to furnish the foregoing Resolutions.

[Handwritten Signature]
Notary Public, State of Florida
at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DEC 19 1981
BONDED THRU GENERAL INS UNDERWRITERS

2

OR 474-683 12-4-1980 PUBLIC RECORDS ST. JOHNS COUNTY, FL.

CERTIFIED RESOLUTION AMENDING BY-LAWS OF ST. AUGUSTINE SHORES SERVICE CORPORATION INC AND DECLARATION OF RESTRICTIONS RECORDED WITH RESPECT TO UNITS ONE, THREE, FOUR, FIVE AND A REPLAT OF UNIT TWO OF THE ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.

Legal Description: ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof, recorded in Plat Book 11, pages 63 through 71 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, also lots 1 through 6, inclusive of Block 12;

A Replat of Unit Two pertaining to the following lots located in St. Johns County, Lots 1 through 42, Block 135; Lots 1 through 10, Block 136; Lots 1 through 8, Block 137, Lots 1 through 11, Block 138; Lots 1 through 15, Block 139; Lots 1 and 2, Block 140; Lots 1 through 7, Block 141; Lots 1 through 9, Block 142; Lots 1 through 10, Block 143; Lots 1 through 8, Block 144; Lots 1 through 11, Block 145; Lots 1 through 34, Block 146, Lots 1 through 22, Block 147; Lots 1 through 35, Block 148; Lots 1 through 18, Block 149; Lots 1 through 5, Block 150; Lots 1 and 2, Block 151; Lots 1 through 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, pages 114 through 124, inclusive, of the Public records of St. Johns County, Florida;

ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, pages 27 through 35 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, pages 31 through 38, inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, pages 21 through 24, of the Public records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G, H, J, K, L, and P;

Tracts Z and A-E of AREPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114-124, inclusive, of the Public records of St. Johns County, Florida; and for

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Tract J of THE ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, inclusive, of the Public records of St. Johns County, Florida; and for

Tract K of THE ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, inclusive, of the Public records of St. Johns County, Florida; and for

Tract L of THE ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, inclusive, of the Public records of St. Johns County, Florida; and for

Tracts A, B, C, D, E, J, K, R, S, A-A, A-B and A-R of REPLAT OF ST. AUGUSTINE SHORES UNIT TWO according to the plat thereof recorded in Plat Book 13, Pages 114 through 124, of the Public records of St. Johns County, Florida; and for

That certain parcel of land lying in and being all of Tract K of of ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof as recorded in Plat Book 11, pages 95 through 103, inclusive, of the Public records of St. Johns County, Florida.

83 15759

CERTIFIED RESOLUTION
AMENDING

DEF REC 471 PAGE 683

BY-LAWS OF ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.
AND

DECLARATIONS OF RESTRICTIONS RECORDED WITH RESPECT TO UNITS ONE,
THREE, FOUR, FIVE AND A REPLAT OF UNIT TWO OF THE
ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.

I, MICHELLE R. GARBIS, Secretary of the St. Augustine Shores Service Corporation, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that a Special Meeting of the Board of Directors was duly called and held on November 24, 1980, and at said meeting, at which a quorum was present and voting throughout, the following resolutions were duly and unanimously adopted:

RESOLVED, that Article I Section 4 of the By-Laws of the Corporation be amended to add a sentence defining The Deltona Corporation and that section shall read as follows:

Section 4. Definitions: As used herein, references to the lots, tracts or parcels of land shall mean the same as in the various Declarations of Restrictions, affecting properly located in St. Augustine Shores Subdivision, St. Johns County, Florida, (hereinafter referred to as the "Restrictions") made by The Deltona Corporation, a Delaware corporation and recorded or intended to be recorded, or recorded in the future in the Official Records of St. Johns County, Florida.

As used herein, reference to The Deltona Corporation shall be deemed to mean and include The Deltona Corporation, its successors, assigns and any of its wholly-owned or financially controlled subsidiaries.

RESOLVED, that Section 11.03 of the Declaration of Restrictions of:

ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof recorded in Plat Book 11, Pages 63 through 71 inclusive, of the Public Records of St. Johns County, Florida, less and excepting Tracts A,B,C,D, E,F,G,H,I,J,K,L,M,N,O,P,Q,R,S,T,U,V,W and X, also lots 1 through 6, inclusive of Block 12;

Section 11.04 of the Declaration of Restrictions of:

A Replat of Unit Two pertaining to the following lots located in St. Johns County: Lots 1 thru 42, Block 135; Lots 1 thru 10, Block 136; Lots 1 thru 8, Block 137; Lots 1 thru 11, Block 138; Lots 1 thru 15, Block 139; Lots 1 and 2, Block 140; Lots 1 thru 7, Block 141; Lots 1 thru 9, Block 142; Lots 1 thru 10, Block 143; Lots 1 thru 8, Block 144; Lots 1 thru 11, Block 145; Lots 1 thru 34, Block 146; Lots 1 thru 22, Block 147; Lots 1 thru 35, Block 148; Lots 1 thru 18, Block 149; Lots 1 thru 5, Block 150; Lots 1 and 2, Block 151; Lots 1 thru 4, Block 152 of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114 thru 124, inclusive of the Public Records of St. Johns County, Florida;

Section 11.03 of the Corrective Declaration of Restrictions of:

ST. AUGUSTINE SHORES UNIT THREE according to the plat thereof, recorded in Plat Book 12, Pages 27 through 35 inclusive, of the Public Records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F, G;

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Section 10.04 of the Declaration of Restrictions for:

that certain parcel of land lying and being part of Tract "C" of ST. AUGUSTINE SHORES UNIT FOUR, according to the Plat or Map thereof, recorded in Plat Book 13, Pages 31 through 38, inclusive, of the Public Records of St. Johns County, Florida;

Section 12.04 of the Declaration of Restrictions for:

ST. AUGUSTINE SHORES UNIT FOUR according to the plat thereof, recorded in Plat Book 13, Pages 31 through 38, inclusive, of the Public Records of St. Johns County, Florida, less and excepting Tracts A, B, C, D, E, F and G;

Section 11.04 of the Declaration of Restrictions for:

ST. AUGUSTINE SHORES UNIT FIVE according to the plat thereof recorded in Plat Book 14, Pages 21 through 24, of the Public Records of St. Johns County, Florida, less and except Tracts A, B, C, D, E, F, G, H, J, K, L and P;

Section 10.03 of the Declaration of Restrictions for:

Tracts Z and A-E of A REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof recorded in Plat Book 13, Pages 114 thru 124 inclusive of the Public Records of St. Johns County, Florida; and for

Tract J of ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida; and for

Tract K of ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida; and for

Tract L of ST. AUGUSTINE SHORES UNIT FIVE, according to the plat thereof recorded in Plat Book 14, Pages 21 thru 24 inclusive of the Public Records of St. Johns County, Florida; and for

Tracts A, B, C, D, E, J, K, R, S, A-A, A-B and A-R of REPLAT OF ST. AUGUSTINE SHORES UNIT TWO, according to the plat thereof, recorded in Plat Book 13, Pages 114 through 124, of the Public Records of St. Johns County, Florida; and for

That certain parcel of land lying in and being all of Tract K of ST. AUGUSTINE SHORES UNIT TWO, according to the map or plat thereof as recorded in Plat Book 11, Pages 95 through 103 inclusive, of the Public Records of St. Johns County, Florida;

be amended and shall read as follows:

OFF REC 474 PAGE 685

O.R. 1504 PG 726

The initial monthly fee to be paid to the Service Corporation for maintenance and upkeep as is further described herein upon each and every of said lots, tracts and living units subject thereto, whether vacant or occupied, shall be \$10.00 commencing January 1, 1981. Said fees shall be due and payable in advance on or before the first day of each and every month for the next succeeding month commencing with the month following the date of deeding of a lot, tract or living unit from Subdivider to a purchaser. Initial fees for a partial month may be collected in advance on a prorated basis. The Service Corporation may, but shall not be required to, provide for a reasonable rate of interest to accrue on any of said overdue installments and may change the rate of interest from time to time. Said rate of interest, however, may not exceed the prevailing mortgage rate allowed by the Federal Housing Administration (FHA) from time to time. The Service Corporation may increase said fees from time to time as is hereinafter provided. Said fees may be increased or decreased by the Service Corporation except that the said monthly charge or fee per lot, tract or living unit shall not be raised more than twenty-five (25) percent of the then existing fee during any one calendar year. Said fees may not be raised to a sum more than double the initial fees without the joint consent of the owners of record of not less than 51%, in number, of all the owners subject thereto who actually vote for or against said increase including the owners of those lots, tracts or living units covered by other restrictions containing similar provisions affecting other lots, tracts or living units shown on plats of real property of St. Augustine Shores Subdivision whether recorded now or in the future, and if said fees are decreased or extinguished by the Service Corporation may be decreased or extinguished so that the Service Corporation shall not be required to pay more for the services hereinafter enumerated than is collected by said fees. In regard to said joint consent, the owner of each lot, tract and living unit shall not be entitled to more than one vote.

RESOLVED, that the term "Subdivider" as used in any and all Declarations of Restrictions recorded or to be recorded by The Deltona Corporation, any wholly-owned or financially controlled subsidiary of The Deltona Corporation or by the St. Augustine Shores Service Corporation against any property in the St. Augustine Shores community shall mean and include The Deltona Corporation and any of its wholly-owned or financially controlled subsidiaries, including Deltona's Mackle-Built Construction Company, Inc.

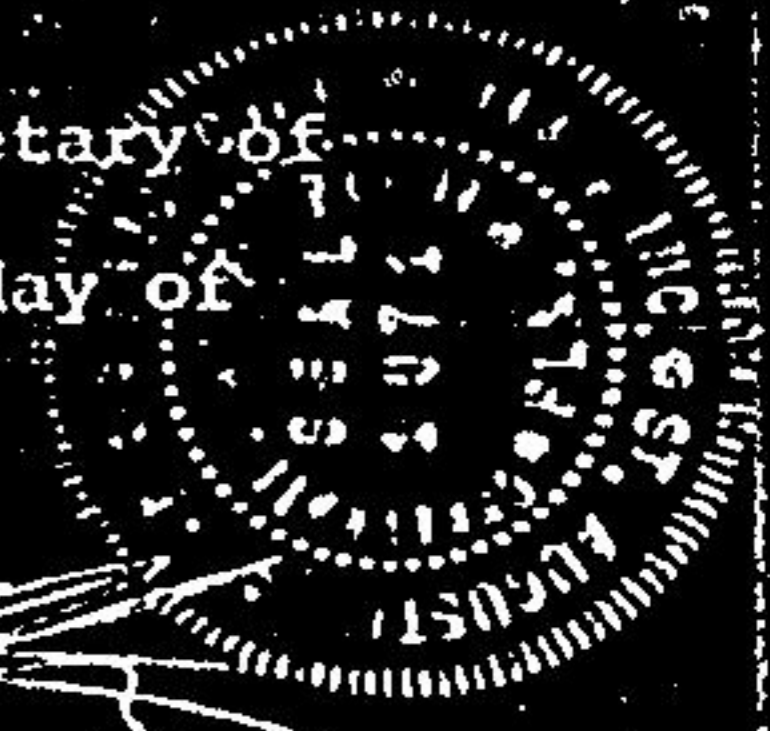
RESOLVED, that the Secretary of the Corporation is authorized and directed to file a certified copy of the foregoing Resolutions pertaining to the amendment of the Declarations of Restrictions in the Public Records of St. Johns County, Florida and she is further

directed to attach a recorded copy of such certified resolutions to the minutes of this meeting to be marked as Exhibit "B" and made a part hereof.

O.R. 1504 PG 727

As Secretary of St. Augustine Shores Service Corporation, Inc., I further certify that the foregoing Resolutions have not been repealed, annulled, altered or amended in any respect, but remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of St. Augustine Shores Service Corporation, Inc., this 2nd day of December, 1980.



Michelle R. Garbis
MICHELLE R. GARBIS, SECRETARY

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, on the day, month and year last aforesaid, the undersigned Notary Public, authorized to take acknowledgements, personally appeared MICHELLE R. GARBIS, Secretary of St. Augustine Shores Service Corporation, Inc., who deposes and says that she is the Secretary of said Corporation, that she has read the foregoing instrument and knows the contents thereof, that the same are true and correct to her knowledge, and that she is authorized by the Corporation to furnish the foregoing Resolutions.

Carrie R. Garbis
Notary Public, State of Florida
at Large



My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 30 1983
BONDED THRU GENERAL INS. UNDERWRITERS

FILED AND RECORDED
PUBLIC RECORDS
ST. JOHNS COUNTY

1980 DEC -4 AM 10:20

Blaine T. ...
CLERK CIRCUIT COURT

OR 188-252 3-11-71 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

DECLARATION OF RESTRICTIONS

LEGAL: ST. AUGUSTINE SHORES UNIT ONE according to the plat thereof , recorded in Plat Book 11, pages 63 through 71 inclusive, of the Public records of St. Johns County, Florida, less and excepting Tracts, A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, and X. Also Lots 1 through 6, inclusive of Block 12.

EXHIBIT
D

OFF REC 188 PAGE 252

THE DELTONA CORPORATION *
A Delaware Corporation *
TO WHOM IT MAY CONCERN *

DECLARATION OF RESTRICTIONS

71 1180

WHEREAS, THE DELTONA CORPORATION, a Delaware corporation, authorized to do business in the State of Florida, hereinafter referred to as the "Subdivider" is the owner of the following described property, situate, lying and being in St. Johns County, Florida; and

WHEREAS, the following described property is not subject to any restrictions and limitations of record; and

WHEREAS, it is now desired by the Subdivider to place restrictions and limitations of record as to each and every of the lots hereafter set forth located in St. Augustine Shores Unit One and to limit the use for which each and every of said lots located in St. Augustine Shores Unit One is intended.

NOW, THEREFORE, the Subdivider does hereby declare that each and every of the lots located in the following described property, situate, lying and being in St. Johns County, Florida; to-wit:

ST. AUGUSTINE SHORES UNIT One according to the plat thereof, recorded in Plat Book 11, Pages 63 through 71 inclusive, of the Public Records of St. Johns County, Florida, less and excepting Tracts A,B,C,D,E,F,G,H,I,J,K,L,M,N,O,P,Q,R,S,T,U,V,W and X, Also Lots 1 through 6, inclusive of Block 12

(hereinafter referred to as the "lots" or "said lots"), are hereby restricted as follows, and all of which restrictions and limitations are intended to be and shall be taken as a consideration for any agreement for deed of conveyance or lease hereafter made, and one of the express conditions thereof; and that said restrictions and limitations are intended to be, and shall be taken as covenants to run with the land, and are as follows; to-wit:

Use Restriction

1.01 Each and every of the lots described above shall be known and described as residential lots, and no structure shall be constructed or erected on any residential lots other than one detached single family dwelling not to exceed two stories in height, including an attached one or two car garage or carport.

Setback Restrictions

2.01 No building shall be erected on any of said lots nearer than twenty-five (25) feet to the front lot lines of said lots, nor nearer than six (6) feet, to any

interior side lot line, nor nearer than fifteen (15) feet to the rear lot lines of said lots, except that on corner lots no structure shall be permitted nearer than twenty-five (25) feet to the front lot line of said corner lot, nor nearer than fifteen (15) feet to the rear lot line, nor nearer than fifteen (15) feet to the side street line. Swimming pools, with or without enclosures, may not be erected or placed on the lots unless and until their location and architectural and structural design have been approved by the Architectural Design Committee of the Subdivider, its successors, or assigns. For the purpose of this covenant, eaves and steps shall not be considered as a part of a building, provided, however, that this shall not be construed to permit any portion of a building on a lot to encroach upon another lot or easement.

2.02 When two or more lots are used as one building site the setback restrictions set forth in Paragraph 2.01 above shall apply to the exterior perimeter of the combined site.

Residential Sites and Building Size Restrictions

3.01 None of said lots shall be divided or resubdivided unless both portions of said lots be used to increase the size of an adjacent lot or the adjacent lots as platted. Divided portions of lots must extend from fronting street line to existing rear property line.

3.02 No building shall be of a width less than twelve (12) feet exclusive of the attached garage or carport, either of which shall conform generally in architectural design and exterior materials similar to the main structure.

3.03 Every structure placed on any lot shall be constructed from new material, unless the use of other than new material therefore shall have received the written approval of the Architectural Design Committee.

3.04 No residence shall be constructed or maintained upon any lot which shall have a smaller ground floor area (exclusive of porches, patios, garages and carports) than 650 square feet; provided, however, that with the written consent of the Architectural Design Committee, the minimum ground floor area of any home may be reduced by not more than 50 square feet, if such reduction, in the opinion of the Committee, would not be detrimental to the appearance of such home and to the subdivision.

Nuisances, Trash, Etc.

4.01 No noxious or offensive trade shall be carried on upon any lot, nor shall anything be done thereon which may be or become an annoyance or nuisance to the

neighborhood.

4.02 No trailer, basement, tent, shack, garage, barn or other outbuilding erected on any lot shall at any time be used as a residence, temporarily or permanently, nor shall any residence of a temporary character be permitted.

4.03 No sign of any kind shall be displayed to the public view on any lot, except one (1) professional sign of not more than forty (40) square inches or one (1) sign of not more than forty (40) square inches advertising the property for sale or rent. Such "For Sale" or "For Rent" sign shall be securely nailed or otherwise fastened securely to a stake or post which itself shall be fastened into the ground, which shall project not more than three (3) feet above the surface of the ground. The Subdivider, however, may erect and maintain on said property any signs and other advertising devices as it may deem necessary or proper in connection with the conduct of its operations for the development, improvement, subdivision and sale of said property, regardless of whether they conform to the above standards.

4.04 No oil drilling, oil development operations, oil refining, quarrying or mining operations of any kind shall be permitted upon or in any lot, nor shall oil wells, tanks, tunnels, mineral excavation or shafts be permitted upon or in any lot. No derrick or other structure designed for use in boring for oil or natural gas shall be erected, maintained or permitted upon any lot.

4.05 No animals, livestock or poultry of any kind shall be raised, bred or kept on any lot, except that dogs, cats or other household pets may be kept, provided that they are not kept, bred or maintained for any commercial purpose and provided they are maintained under control at all times.

4.06 No lot shall be used or maintained as a dumping ground for rubbish, trash, garbage, derelict vehicles or fixtures, and other waste shall not be allowed to accumulate and shall not be kept except in sanitary containers, which shall be maintained in a clean and sanitary condition.

4.07 No tractors, trucks or trailers may be parked overnight on any of the streets, roads or lots in this subdivision.

4.08 No clothesline or clothes pole may be placed on any lot unless it is placed on the lot in such manner as to make it least visible to any street, and it is not attached to the main residence.

4.09 No antenna or aerial shall be installed or placed on any lot or property or to the exterior of any single family dwelling or accessory building thereto unless

written permission is obtained from the Architectural Design Committee. Standard automobile aerials and standard aerials attached to small portable electronic devices such as radios, shall not be deemed to be prohibited by this section.

4.10 No lawn, fence, hedge, tree or landscaping feature on any of said lots shall be allowed to become obnoxious, overgrown or unsightly in the sole reasonable judgment of St. Augustine Shores Service Corporation or its duly appointed Architectural Design Committee or its agent. In the event that any lawn, fence, hedge, tree or landscaping feature shall become obnoxious, overgrown, unsightly, or unreasonably high, the St. Augustine Shores Service Corporation as is hereafter described shall have the right, but not the obligation, to cut, trim or maintain said lawn, fence, hedge, tree or landscaping feature and to charge the owner or lessee of the lot a reasonable sum therefor and the Service Corporation shall not thereby be deemed guilty of a trespass. If said charge is not paid to the Service Corporation within 30 days after a bill therefor is deposited in the mails addressed to the last known owner or lessee of the lot at the address of the residence or building on said lot, or at the address of the owner as shown in the tax records of St. Johns County, Florida, then said sum shall become delinquent and shall become a lien to be collectible the same as other delinquent fees as set forth in Article 11.00 hereof. The Service Corporation or its agent or the Architectural Design Committee or its agent shall have the right, from time to time, to adopt reasonable rules, regulations and standards governing the conditions of lawns, fences, hedges, trees, or landscaping features including, but not limited to, standards regarding the height of growth of grass, trees and bushes, condition of lawns, removal of weeds, replacement of dead or diseased lawns and similar standards.

Well Water

5.01 Each lot shall be limited to the installation and use thereon of one individual well which may only be used for irrigation systems, sprinkler systems, swimming pools or air conditioning. Upon completion of construction of each such well and prior to it being placed into service, a sample of water from the well shall be analyzed by a competent laboratory and the written results of such test shall be furnished to the Utility. The chemical characteristics of the water shall be as set forth by the Public Health Service Drinking Water Standards 1962 (.S.) and as amended from time to time, with the exception that there shall be no limits for iron and manganese. No storm water or water from individual water wells located on any of said lots shall be discharged in such a manner that such water will enter the sewer mains installed by the sewer

utility company without written permission from the sewer utility company.

Fences

6.01 No fences, wall, hedges or continuous plantings shall be permitted on vacant lots or within the area between the rear of a residence and the street property line. The purpose of this section is to restrict the use of fences, walls, hedges or continuous plantings within said area which are designed to fully or partially enclose, border or outline said lots or portions thereof and the purpose is not to restrict ornamental landscaping features and plantings designed to beautify said lots, notwithstanding the fact that said ornamental features and plantings may include incidental features and plantings of hedge not generally designed to enclose, border or outline the lot. In the event of any dispute between a lot owner and the Subdivider, or its agent or the Service Corporation or any other lot owner as to whether any feature is a fence, wall, hedge or continuous planting which is restricted by this section, the decision of the Architectural Design Committee, regarding said feature, shall be final.

Obstructions to Sight Lines

7.01 No fence, sign, wall, hedge or shrub planting which obstructs sight lines at elevations between two and six feet above the roadways shall be placed or permitted to remain on any corner lot or tract within the triangular area formed by the street property lines and a line connecting them at points twenty-five (25) feet from the intersection of the street lines, or in the case of a rounded property corner from the intersection of the street property lines extended. The same sight lines limitations shall apply on any lot or tract within ten (10) feet from the intersection of a street property line with the edge of a driveway or alley pavement. No tree shall be permitted to remain within such distance of such intersections unless the foliage line is maintained at sufficient height to prevent obstruction of such sight lines.

Easements

8.01 All easements for utilities, drainage canals and other purposes shown on the plats of St. Augustine Shores Subdivision recorded in the plat records of St. Johns County, Florida, are hereby reserved as perpetual easements for utility installations and maintenance.

8.02 All the lots are subject to easements and rights-of-way for erecting, constructing, maintaining or operating public sewers, or poles, wires or conduits for lighting, heating, power, telephone, lines for gas, cable T.V. and any other

out-of-keeping with the general plan of improvement of the Subdivision or with the structures erected on other building sites in the immediate vicinity of the building site on which said structure is proposed to be erected.

10.02 The Committee shall be authorized to establish further reasonable rules and regulations for approval of plans as required by this Article and for approval or interpretation of other matters and things requiring the approval or interpretation of the Committee as otherwise set forth in these restrictions.

10.03 The approval of the Committee for use on any lot of any plans or specifications submitted for approval, as herein specified, shall not be deemed to be a waiver by the Committee of its right to object to any of the features or elements embodied in such plans or specifications if and when the same features or elements are embodied in any subsequent plans and specifications submitted for approval as herein provided, for use on other lots.

10.04 If, after such plans and specifications have been approved, any building, fence, wall or other structure or thing shall be altered, erected, placed or maintained upon the lot otherwise than as approved by the Committee, such alteration, erection and maintenance shall be deemed to have been undertaken without the approval of the Committee ever having been obtained as required by these restrictions.

10.05 Any agent or officer of the Service Corporation or the Design Committee may from time to time at any reasonable hour or hours, in the presence of the occupant thereof, enter and inspect any property subject to these restrictions as to its maintenance or improvement in compliance with the provisions hereof; and the Committee and/or any agent thereof shall not thereby be deemed guilty of any manner of trespass for such entry or inspection.

10.06 For the purpose of making a search upon, or guaranteeing or insuring title to, or any lien on and/or interest in, any of said lots and for the purpose of protecting purchasers and encumbrancers for value and in good faith as against the performance or nonperformance of any of the acts in the restrictions authorized, permitted or to be approved by the Committee, the records of the Committee shall be prima facie evidence as to all matters shown by such records; and the issuance of a certificate of completion and

method of conducting and performing any public or quasi-public utility service or function over or beneath the surface of the ground, as such easements and rights-of-way are reasonably required, in an area extending from the side lot lines of each lot to a line five (5) feet from said side lot line or lines and running parallel therewith and an area extending from the rear lot line or lines of each lot to a line ten (10) feet from the said rear lot line or lines and running parallel therewith.

Drainage

9.01 No changes in elevations of the land shall be made to any lot which will interfere with the drainage of or otherwise cause undue hardship to adjoining property after the initial conveyance of said lot by the Subdivider.

Architectural Design Committee

10.01 No residences, additions thereto, add-ons, accessories, pools, fences, hedges or any other such structures, shall be erected, placed, constructed, altered or maintained upon any portion of said lots, unless a complete set of plans and specifications therefor, including the exterior color scheme, together with a plot plan indicating the exact location on the building site, shall have been submitted to and approved in writing by the Architectural Design Committee appointed from time to time by the St. Augustine Shores Service Corporation, Inc., a non-profit Florida corporation (hereinafter referred to as the "Service Corporation") or its duly authorized subcommittee or agent, and a copy of such plans as finally approved are deposited for permanent record with the Committee. Said Committee shall consist of a minimum of two persons neither of whom shall be required to own property in the Subdivision. Such plans and specifications shall be submitted in writing and for approval, over the signature of the owner or his duly authorized agent, on a form which may be prepared by and shall be satisfactory to the Committee and receipted therefor. The approval of said plans and specifications may be withheld, not only because of their noncompliance with any of the specific restrictions contained in this and other clauses hereof, but also by reason of the reasonable dissatisfaction of the Committee or its agent with the grading plan, location of the structure on the building site, the engineering, color scheme, finish, design, proportions, architecture, shape, height, style or appropriateness of the proposed structure or altered structure, the materials used therein, the kind, pitch or type of roof proposed to be placed thereon, or because of its reasonable dissatisfaction with any or all other matters or things which, in the reasonable judgment of the Committee or its agent, would render the proposed structure inharmonious or

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compliance by the Committee showing that the plans and specifications for the improvements or other matters herein provided for or authorized have been approved, and that said improvements have been made in accordance therewith, or of a certificate as to any matters relating to the Committee shall be prima facie evidence and shall fully justify and protect any title company or persons certifying, guaranteeing or insuring said title, or any lien thereof and/or any interest therein, and shall also fully protect any purchaser or encumbrancer in good faith and for value in acting thereon, as to all matters within the jurisdiction of the Committee. In any event, after the expiration of two (2) years from the date of the completion of construction for any structure, work, improvement or alteration, said structure, work, improvement or alteration shall, in favor of purchasers and encumbrancers in good faith and for value, be deemed to be in compliance with all the provisions hereof, unless actual notice executed by the Committee of such noncompletion and/or noncompliance shall appear of record in the office of the Clerk of the Circuit Court of St. Johns County, Florida, or legal proceedings shall have been instituted to enforce compliance with these restrictions.

10.07 In the event the Committee or its duly authorized agent fails to take official action with respect to approval or disapproval of any such design or designs or location or any other matter or thing referred to herein, within thirty (30) days after being submitted and receipted for in writing, then such approval will not be required, provided that the design and location on the lot conform to and are in harmony with the existing structures on the lots in this Subdivision. In any event, either with or without the approval of the Committee or its agent, the size and setback requirements of residences shall conform with the requirements contained in these restrictions.

10.08 Any act, decision or other thing which is required to be done or which may be done in accordance with the provisions of these restrictions by the Committee, may be done by the duly appointed agent or agents of the Committee, which authority may be further delegated.

11.01 Each and every of said lots which has been sold, leased or conveyed by the Subdivider, except lots dedicated, reserved, taken or sold for public improvements or use, shall be subject to the per lot maintenance fees as hereinafter provided. The entity responsible for the collection of the fees and for the disbursement of and accounting for the funds is St. Augustine Shores Service Corporation, Inc., a non-profit Florida corporation. The operation of the Service Corporation shall be governed by the By-Laws of the Service Corporation, a copy of which is attached to Restrictions affecting certain lots in St. Augustine Shores Subdivision Unit 1, recorded in Book _____ at Page _____ of the Official Records of St. Johns County, Florida. No modification or amendment to the By-Laws of said corporation shall be valid unless set forth in or annexed to a duly recorded amendment to the By-Laws in accordance with the formalities set forth herein. The By-Laws may be amended in the manner provided for therein, but no amendment to said By-Laws shall be adopted which would affect or impair the validity or priority of any mortgage covering or encumbering any lot or which would change Section 11.03 herein pertaining to the amount and fixing of fees.

11.02 Every owner of any of said lots, whether he has acquired the Ownership by purchase, gift, conveyance, or transfer by operation of law, or otherwise, shall be a member of the Service Corporation and shall be bound by the Certificate of Incorporation and By-Laws of the Service Corporation as they may exist from time to time. Membership shall be divided into Class A membership and Class B membership. Each lot owner shall automatically be and become a Class A member of this Corporation. Class A membership shall cease and terminate upon the sale, transfer or disposition of the member's lot. The Subdivider, or its successors and assigns shall be the only Class B member of the Service Corporation. The Class B member shall be the only voting member of the Corporation until January 1, 1981, or such prior time as the Class B member shall determine, in its sole judgment, as evidenced by an amendment to the By-Laws of this Corporation at which time the Class A members shall become voting members of the Corporation. At such time as the Class A members become voting members of the Corporation, said

members shall be entitled to one vote in the affairs of the Corporation for each lot, tract or parcel owned by said member and the Class B membership shall terminate. In the event a lot, tract or parcel is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one vote which shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned. Said maintenance and upkeep fees shall not be increased without the prior written consent of the Federal Housing Administration (FHA) so long as any mortgages are insured by FHA in St. Augustine Shores Subdivision or so long as a commitment of FHA to the Subdivider to insure mortgages is outstanding.

11.03 The initial monthly fee to be paid to the Service Corporation for maintenance and upkeep as is further described herein upon each and every of said lots subject thereto, whether vacant lots or improved lots, shall be \$7.00. Said fees shall be due and payable in advance on or before the first day of each and every month for the next succeeding month. Initial fees for a partial month may be collected in advance on a pro-rated basis. The Service Corporation may, but shall not be required to, provide for a reasonable rate of interest to accrue on any of said overdue installments and may change the rate of interest from time to time. Said rate of interest, however, may not exceed the prevailing mortgage rate allowed by the Federal Housing Administration (FHA) from time to time. The Service Corporation may increase said fees from time to time as is hereinafter provided, but said initial fees shall not be increased prior to January 1, 1973. Thereafter, said fees may be increased or decreased by the Service Corporation except that the said monthly charge or fee per lot shall not be raised more than twenty-five (25%) percent of the then existing fee during any one calendar year. Said fees may not be raised to a sum more than double the initial fees without the joint consent of the owners of record of not less than 51%, in number, of all the lot owners subject thereto who actually vote for or against said increase including the owners of those lots covered by other restrictions containing similar provisions affecting other lots shown on plats of units of St. Augustine Shores Subdivision whether recorded now or in

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the future, and if said fees are decreased or extinguished by the Service Corporation, the services provided by the Service Corporation may be decreased or extinguished so that the Service Corporation shall not be required to pay more for the services hereinafter enumerated than is collected by said fees. In regard to said joint consent, the owner of each lot shall be entitled to one vote for each lot owned by him and each lot shall not be entitled to more than one vote.

11.04 In the event any sales taxes or other taxes are required to be paid or collected on said fees by any governmental authority, said taxes shall be added to the fees due from time to time.

11.05 The Service Corporation shall not make a profit from the collection of said fees or from the furnishing of the services hereinafter enumerated and all of said fees shall be appropriated and spent for the things hereinafter enumerated, except that the Service Corporation may apply a reasonable portion thereof to be retained as reserves for various contingencies. Said fees shall not be spent or used for any development costs of the Subdivider or for the maintenance and upkeep of any lots owned by the Subdivider prior to the first sale, conveyance or lease of said lots by the Subdivider. The Service Corporation shall account to the lot owners as to the method of spending of said funds at least once each and every calendar year commencing with the year 1972. Said accounting shall be made in conformity with generally accepted accounting principles applied on a consistent basis and if said accounting is certified by a Certified Public Accountant then the accounting shall be conclusively presumed to be accurate as set forth therein.

11.06 The Service Corporation may commingle the sums collected hereunder with those collected under other similar provisions of other recorded restrictions affecting other lands shown on plats of St. Augustine Shores Subdivision, recorded now or in the future in the Public Records of St. Johns County, Florida, which funds are intended thereby to be used for similar purposes.

11.07 Each such fee and interest thereon and reasonable court costs and legal fees expended in the collection thereof shall, from the date it is due, or expended, constitute a lien on the lot or property with respect to which it is due. The Service Corporation may take such action as it deems necessary to collect overdue fees by personal action or by enforcing and foreclosing said lien and the Service Corporation may negotiate disputed claims or liens and settle or compromise said claims. The Service Corporation shall be entitled to bid at any sale held pursuant to a suit to foreclose said lien and to apply as a cash credit against its bid, all sums due the Service Corporation covered by the lien foreclosed. In case of such foreclosure, the lot owner shall be required to pay a reasonable rental for the lot, and the Plaintiff in such foreclosure shall be entitled to the appointment of a receiver to collect same. The Service Corporation may file for record in the Office of the Clerk of the Circuit Court for St. Johns County, Florida, on and after sixty (60) days after a fee is overdue, the amount of said overdue fee, together with the interest and costs thereon and a description of the lot and the name of the owner thereof and such additional information as may be desirable, and upon payment in full thereof, the Corporation shall execute a proper recordable release of said lien.

11.08 Said lien shall be subordinate to any institutional first mortgage or first trust. Where an institutional first mortgagee or lender of record or other purchaser of a lot obtains title to the lot as a result of foreclosure of said mortgage or where an institutional first mortgagee of record accepts a deed to said lot in lieu of foreclosure, such acquirer of title, his successors and assigns, shall not be liable for the fees due to the Service Corporation pertaining to such lot and chargeable to the former lot owner of such lot which became due prior to acquisition of title as a result of the foreclosure, or the acceptance of such deed in lieu of foreclosure. The Federal Housing Administration (FHA) shall not be liable for the fees due subsequent to said acquisition until such time as said lot is sold or leased by the FHA or otherwise occupied as a residence or until four months after said acquisition whichever shall first occur. The term "institutional first mortgagee" means a bank, or a savings and loan association, or an insurance company, or a pension fund, or a bona fide mortgage company, or a real estate investment trust, transacting business in Florida which owns or holds a

mortgage encumbering a subdivision parcel.

11.09 Any person who acquires an interest in a lot, except through foreclosure of an institutional first mortgage of record (or deed in lieu thereof), including purchasers at judicial sales, shall not be entitled to occupancy of the lot until such time as all unpaid fees due and owing by the former lot owner have been paid.

11.10 The Service Corporation shall have the right to assign its claim and lien rights for the recovery of any unpaid fees to any lot owner or group of lot owners or to any third party.

11.11 The purchasers or lessees of lots or parcels in the Subdivision by the acceptance of deeds or leases therefor, whether from the Subdivider or subsequent owners or lessees of such lots, or by the signing of contracts or agreements to purchase the same, shall become personally obligated to pay such fees including interest, upon lots purchased or agreed to be purchased by them, and if payment is not made as provided for herein, said fees shall constitute a lien on the said lot as otherwise provided for herein, and the Service Corporation shall have and retain the right or power to bring all actions for the collection of such fees and interest and the enforcement of the lien securing the same. Such right and power shall continue in the Service Corporation and its assigns and such obligation is to run with the land so that the successors or owners of record of any portion of said property, and the holder or holders of contracts or agreements for the purchase thereof, shall in turn become liable for the payment of such fees and interest which shall have become due during their ownership thereof.

11.12 The Subdivider or its successors or assigns shall not be obligated to pay to the Service Corporation any fees upon any of said lots owned by the Subdivider which are subject thereto, prior to the first sale, conveyance or lease of said lots by the Subdivider, but shall be obligated to pay any such fees for any lot or lots acquired from successive owners of said lots.

11.13 The Service Corporation shall apply the proceeds received from such fees towards the payment of the cost of any of the following matters and things in any part of St. Augustine Shores Subdivision, whether within the unit partially or fully restricted by these restrictions or within units partially or fully restricted by other restrictions recorded or intended to be recorded or recorded in the future in the Public Records of St. Johns County, Florida, affecting properties located in St. Augustine Shores Subdivision, namely:

- (A) Improving or maintaining such streets, swales, parks and other open spaces, including all grass plots and other planted areas within the line of rights-of-way, which areas exist for the general use of all the lot owners in St. Augustine Shores Subdivision or for the general public, whether or not a reservation for the public is dedicated or recorded and whether or not said areas are owned by the Subdivider or the Service Corporation or any third person, and whether or not said areas are dedicated rights-of-way now existing or hereafter created, and whether or not they shall be maintained for public use or for the general use of the owners of lots or parcels within said Subdivision and their successors in interest, insofar as such are not adequately provided by governmental authority. Such maintenance may include, but shall not be limited to, the cutting of grass, plantings, bushes, hedges and removing of grass and weeds therefrom and all other things necessary and desirable in order to keep the Subdivision and the streets and public areas contiguous thereto neat, attractive, and in good order.
- (B) The cleaning and lighting of streets, walkways, pathways and public areas within or bordering upon the Subdivision, collecting and disposing of rubbish and litter therefrom but only until such time as such are adequately provided for by governmental authority.
- (C) Taxes and assessments, if any, which may be levied upon any of the properties described in Paragraph 11.13 (A) through (D) and due and payable by the Subdivider or the Service Corporation.
- (D) The Service Corporation shall have the right, from time to time, to expend said proceeds for other purposes, not inconsistent herewith, for the health, safety, welfare, aesthetics or better enjoyment of the community.

11.14 The enumeration of the matters and things for which the proceeds may be applied shall not require that the Service Corporation actually spend the said proceeds on all of said matters and things or during the year that said fees are collected and the Service Corporation shall apportion the monies between said matters and things and at such times as it may determine in its sole judgment to be reasonably exercised.

11.15 No lot owner, parcel owner or lessee shall be excused from the payment of the fees provided for herein because of his or her failure to use any of the said facilities to be maintained.

11.16 The Service Corporation may assign its rights, duties and obligations under this section, including its right to collect said fees and to have same secured by a lien and its obligation to perform the services required hereunder, by recording an appropriate assignment document in the Official Records of St. Johns County, Florida, making said assignment.

11.17 Reference herein to the fees shall include the fees set forth and shall also include such reasonable collection expenses, court costs and attorney's fees as may be expended in the collection of said fees.

Additional Restrictions

12.01 The Subdivider may, in its sole judgment, to be reasonably exercised, make reasonable modifications, amendments or additions to these restrictions applicable to the said lots, provided, however, that any such additional restrictive covenants or modifications or amendments thereto shall not affect the lien of any mortgage then encumbering any of the said lots and shall not affect the rights and powers of any mortgagees under said mortgages and provided further that any additional restrictions, covenants or modifications or amendments shall not change Section 11.03 herein pertaining to the amount and fixing of fees. No modifications, amendments or additions will be made to the restrictions without the prior written approval of the Federal Housing Administration (FHA) so long as any mortgages are insured by FHA in St. Augustine Shores Subdivision or so long as the commitment of FHA to the Subdivider to insure mortgages is outstanding.

Definition of "Successors and Assigns"

13.01 As used in these restrictions, the words "successors and assigns" shall not be deemed to refer to an individual purchaser of a lot or lots in the Subdivision from the Subdivider, but shall be deemed to refer to the successors or assigns of legal or equitable interests of the Subdivider, who are designated as such by an instrument in writing signed by the Subdivider and recorded among the Public Records of St. Johns County, Florida, specifically referring to this provision of these restrictions.

Duration of Restrictions

14.01 These covenants and restrictions are to run with the land and shall be binding upon the undersigned and upon all the parties and all persons claiming under them until December 31, 2000, at which time said covenants and restrictions

shall automatically be extended for successive periods of ten (10) years, unless commencing with the year 1981, by vote of ninety (90) percent of the then owners of all of the lots or tracts in St. Augustine Shores Subdivision, or commencing with the year 2001, by vote of seventy-five (75) percent of the then owners of all of the lots or tracts in St. Augustine Shores Subdivision, it is agreed to change said covenants in whole or in part.

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BY-LAWS
OF
ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.
A Non-Profit Florida Corporation

ARTICLE I.

GENERAL

Section 1. The Name: The name of the corporation shall be "St. Augustine Shores Service Corporation, Inc." (hereinafter referred to as the "Corporation").

Section 2. Principal Office: The principal office of the Corporation shall be at St. Augustine Shores Administration Building, St. Augustine Shores, U.S. Highway #1 South, St. Augustine, Florida, or at such other place as may be subsequently designated by the Board of Directors of the Corporation.

Section 3. Resident Agent: For the purpose of service of process the Corporation shall designate a resident agent or agents, which designation may be changed from time to time, and his or their office shall be deemed an office of the Corporation for the purpose of service of process.

Section 4. Definitions: As used herein, references to the lots, tracts or parcels of land shall mean the same as in the various Declarations of Restrictions, affecting property located in St. Augustine Shores Subdivision, St. Johns County, Florida, (hereinafter referred to as the "Restrictions") made by The Deltona Corporation, a Delaware corporation and recorded or intended to be recorded, or recorded in the future in the Official Records of St. Johns County, Florida.

ARTICLE II.

DIRECTORS

Section 1. Number and Term: This Corporation shall be governed by a Board of Directors consisting of five (5) persons to serve until their resignation or until the first meeting of the voting membership to be held on the third Tuesday of March of 1972. Directors need not be members of the Corporation. Commencing with the first

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meeting of the member or members, directors shall be elected annually by the members who are entitled to vote at said meeting.

Section 2. Vacancy and Replacement: Except as otherwise set forth herein and in the Charter, if the office of any director or directors becomes vacant by reasons of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining directors shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section.3. Removal: Except as otherwise set forth herein and in the Charter, directors may be removed for cause by the voting member or members from time to time.

Section 4. First Board of Directors: The first Board of Directors shall consist of F. E. Mackle, Jr., Neil E. Bahr, John Mudd, Wm. H. O'Dowd, Jr., and James E. Vensel, who shall hold office and exercise all powers of the Board of Directors until the first meeting of the voting member or members, anything herein to the contrary notwithstanding.

Section 5. Powers: The property and business of the Corporation shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by statute, the Certificate of Incorporation, these By-Laws or the Restrictions. The powers of the Board of Directors (but not the requirements) shall specifically include, but shall not be limited to the following:

A. To make and collect fees as set forth in the Restrictions, and establish the time within which payment of same are due subject, however, to the requirements set forth in the Restrictions;

B. To use and expend the fees collected for those purposes set forth in the Restrictions;

C. To purchase the necessary furniture, equipment and tools necessary or incidental to the business and purposes of the Corporation;

D. To enter into and upon the lots and building sites when necessary and with as little inconvenience to the owner as possible in connection with the maintenance of lawns and the enforcement of the Restrictions.

- E. To collect delinquent fees by suit or otherwise.
- F. To employ such personnel as may be necessary or incidental in order to carry out the purposes and functions of the Corporation.
- G. To enter into such contracts and bind the Corporation thereby as the Board of Directors may deem reasonable in order to carry out the powers and functions of the Board of Directors, including contracts with any of the Class A or Class B members.
- H. To make reasonable rules and regulations for the collection of the fees.
- I. To appoint the members of the Architectural Design Committee from time to time as set forth in the Restrictions.

Section 6. Compensation: Directors and officers shall not receive compensation for their services as such, but may receive reimbursement for so-called "out-of-pocket" expenses incurred in the actual performance of their duties.

Section 7. Meetings:

- A. The first meeting of each newly elected Board shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The annual meeting of the Board of Directors shall be held at the same place as the meeting of the voting member or members and immediately after the adjournment of same;
- B. Special meetings shall be held whenever called by the direction of the President or a majority of the Board or a majority of the voting membership. The Secretary shall give notice of each special meeting either personally or by mail or telegram, at least three (3) days before the date of such meeting, but the directors may at any time waive notice of the calling of the meeting;
- C. A majority of the Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present, at the

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meeting, the directors then present may adjourn the meeting without notice other than the announcement at the meeting until a quorum shall be present.

Section 8. Order of Business: The order of business at all meetings of the Board shall be as follows:

- A. Roll Call;
- B. Reading of Minutes of last meeting;
- C. Consideration of communications;
- D. Resignations and elections;
- E. Reports of officers and employees;
- F. Reports of committees;
- G. Unfinished business;
- H. Original resolutions and new business;

Section 9. Annual Statement: The Board shall account to the members no less often than once each year commencing with the year 1972 as to the total fees collected from the Class A members and as to the method of disbursement of said funds.

ARTICLE III.

OFFICERS

Section 1. Executive Officers: The executive officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected annually by said Board. Any two of said offices may be united in one person, except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation. The President shall be a director ex officio, unless elected by the Board. If the Board so determines, there may be more than one Vice President.

Section 2. Subordinate Officers: The Board of Directors may appoint such other officers and agents as they may deem necessary, who shall hold office during the pleasure of the Board of Directors and have such authority and perform such duties as from time to time may be prescribed by said Board.

Section 3. Tenure of Officers; Removal: All officers and agents shall be subject to removal, with or without cause, at any time by action of the Board of Directors. The Board may delegate powers of removal of subordinate officers and agents to any officer.

Section 4. The President:

A. The President shall preside at all meetings of the voting membership and of the directors; he shall have general and active management of the business of the Corporation; he shall see that all orders and resolutions of the Board are carried into effect; he shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation; the seal when affixed shall be attested by the signature of the Secretary;

B. He shall have general superintendence and direction of all the other officers of the Corporation and shall see to the best of his ability that their duties are performed properly;

C. He shall submit a report of the operations of the Corporation for the fiscal year to the directors whenever called for by them and from time to time shall report to the Board all matters within his knowledge which the interest of the Corporation may require to be brought to their notice;

D. He shall be an ex officio member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation.

Section 5. The Vice President: The Vice President shall be vested with all the powers and required to perform all the duties of the President in his absence, and such other duties as may be prescribed by the President or the Board of Directors.

Section 6. The Secretary:

A. The Secretary shall keep the minutes of the meetings of the voting membership and of the Board of Directors' meetings in one or more books provided for that purpose;

B. He shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

C. He shall be custodian of the corporate records and of the seal of the Corporation and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws.

D. He shall keep a register of the post office address of each member.

E. In general, he shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors or as set forth in the Restrictions.

Section 7. The Treasurer:

A. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

B. He shall disburse the funds of the Corporation as ordered by the President or the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

C. He may be required to give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and the restoration to the Corporation in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Corporation. The Corporation shall pay all premiums for issuance of said bond.

Section 8. Vacancies: If the office of the President, Vice President, Secretary or Treasurer becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors, by a majority vote of the whole Board of Directors, may choose a successor or successors

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who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 9. Resignations: Any director or other officer may resign his office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE IV.

MEMBERSHIP

Section 1. Definition: Each lot owner shall be a member of the Corporation and membership in the Corporation shall be limited to said lot owners and The Deltona Corporation. An owner will cease to be a member of the Corporation upon the sale, transfer or disposition of the member's lot or parcel.

Section 2. Classes and Voting: Membership shall be divided into two (2) classes, namely Class A and Class B. Class A members shall consist of the lot owners and the sole Class B member shall be The Deltona Corporation. The Class B member shall be the only voting member of the Corporation until January 1, 1981, or such prior time as the Class B member shall determine, in its sole judgment, as evidenced by an amendment to the By-Laws of this Corporation at which time the Class A members shall become voting members of the Corporation. At such time as the Class A members become voting members of the Corporation, said members shall be entitled to one vote in the affairs of the Corporation for each lot, tract or parcel owned by said member and the Class B membership shall terminate. In the event a lot, tract or parcel is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one vote which shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned.

Section 3. Transfer of Membership and Ownership: Membership in the Corporation may be transferred only as an incident to the transfer of a lot or parcel, and such transfer shall be subject to the procedures set forth in the Declaration.

ARTICLE V

MEETINGS

Section 1. Place: All meetings of the voting membership shall be held at the main office of the Corporation in St. Augustine Shores, Florida, or such other place and time as may be stated in a notice thereof.

Section 2. Annual Meeting:

A. The first annual meeting shall be held on the third Tuesday of March of 1972 or such prior or later time as the first Board of Directors may determine;

B. Regular annual meetings subsequent to the first meeting shall be held on the third Tuesday of March of each year, if not a legal holiday, or non-business day, and if a legal holiday, or non-business day, then on the next business day following;

C. At the annual meeting, the membership entitled to vote shall elect a Board of five Directors as provided for in Article II, Section 1, and transact such other business as may properly come before the meeting;

D. All annual meetings shall be held at the hour of 10:00 O'Clock A.M.

Section 3. Special Meetings:

A. Special meetings of the voting membership for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President, a majority of the Board of Directors or by a majority of the voting membership. Such request shall state the purpose or purposes of the proposed meeting.

ARTICLE VI.

NOTICES

Section 1. Definition: Whenever under the provisions of the statutes or of the Certificate of Incorporation or of these By-Laws, notice is required to be given to any director or voting member, it shall not be construed to mean personal-notice; but such notice may be given in writing by mail, by depositing the same in a post office or letter box in a postpaid, sealed wrapper, addressed to the address of the person entitled thereto as appears on the books of the Corporation or by causing same to be delivered to the residence of the person entitled thereto.

Section 2. Service of Notice - Waiver: Whenever any notice is required to be given under the provisions of the statutes or of the Restrictions or the Certificate of Incorporation or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

Section 3. Address: The address for notice to the Corporation is St. Augustine Shores Administration Building, U.S. Highway #1 South, St. Augustine Shores, St. Augustine, Florida.

ARTICLE VII.

FINANCES

Section 1. Fiscal Year: The Corporation shall operate upon the calendar year beginning on the 1st day of January and ending on the 31st day of December each year. The Board of Directors is expressly authorized to change from a calendar year basis to that of a fiscal year basis whenever deemed expedient for the best interests of the Corporation.

Section 2. Checks: All checks or demands for money and notes of the Corporation shall be signed by any one of the following officers: President, Vice President, Secretary or Treasurer or by such officer or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII.

SEAL

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Non-Profit". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE IX

NO STOCK

This Corporation shall never have or issue shares of stock and/or certificates of membership.

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ARTICLE X

DEFAULT

In the event a lot or parcel owner does not pay any of the fees required to be paid to the Corporation at the time same may be due, the Corporation, acting on its own behalf or through its Board of Directors or their agents, may enforce its lien for the fees, or take such other action to recover the fees to which it is entitled, in accordance with the Restrictions and any statutes made and provided. If an action of foreclosure is brought against the owner of a lot or parcel for non-payment of monies due the Corporation and as a result thereof, the interest of the said owner in and to the lot or parcel is sold, then the owner will thereupon cease to be a member of the Corporation.

If the Corporation becomes the owner of a lot or parcel by reason of foreclosure, it shall offer said lot or parcel for sale and at such time as the sale is consummated, it shall deduct from such proceeds all sums of money due it for the fees, all costs incurred in the bringing of the foreclosure suit, including reasonable attorney's fees, and any and all expenses incurred in the resale of the lot or parcel, which shall include, but not be limited to, advertising expenses, real estate brokerage fees and expenses necessary for the repairing and refurnishing of the unit in question. All monies remaining after deducting the foregoing items of expense shall be returned to the former owner of the lot or parcel in question.

ARTICLE XI

MISCELLANEOUS

Section 1. Binding Corporation: No lot or parcel owner or member, except as an officer of this Corporation shall have any authority to act for the Corporation or bind the Corporation.

Section 2. Invalidity: If any By-Law or part thereof shall be adjudged invalid, the same shall not affect the validity of any other By-Law or part thereof.

ARTICLE XII

AMENDMENT

These By-Laws may only be altered, amended or added to at any duly called meeting of the voting membership or as otherwise provided by law, or in the Certificate of Incorporation or the Restrictions.

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ARTICLE XIII.

CONSTRUCTION

Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter; singular or plural, wherever the context so requires. In the event of any discrepancy between these By-Laws and the Certificate of Incorporation of St. Augustine Shores Service Corporation, Inc., then the Certificate of Incorporation shall prevail.

FILED AND RECORDED IN
PUBLIC RECORDS OF
ST. JOHNS COUNTY, FLA.

MAR 11 9 55 AM '71

Olin L. ...
CLERK CIRCUIT COURT

OR 255-609 6-1-1974 PUBLIC RECORDS OF ST. JOHNS COUNTY, FL.

ST. AUGUSTINE SHORES SUBDIVISION AMENDMENT TO DECLARATION OF RESTRICTIONS.

LEGAL: ST. AUGUSTINE SHORES SUBDIVISION Unit One, according to the plat thereof, recorded in Plat Book 11, pages 63 through 71, inclusive, and as replatted and recorded in Plat Book 11, Pages 76-80, inclusive, of the Public Records of St. Johns County, Florida.

ST. AUGUSTINE SHORES SUBDIVISION
AMENDMENT TO DECLARATION OF RESTRICTIONS

WHEREAS, THE DELTONA CORPORATION, a Delaware corporation, hereinafter referred to as the "Subdivider", is the owner of the following described property, situate, lying, and being in ~~the~~ Johns County, Florida, and,

WHEREAS, the following described property is subject to restrictions and limitations of record, recorded in the Official Records of St. Johns County, Florida, in Book 188, Pages 252-268, and,

WHEREAS, the first sentence of Paragraph 11.03 of said restrictions states as follows, namely: "The initial monthly fee to be paid to the Service Corporation for maintenance and upkeep as is further described herein upon each and every of said lot subject hereto, whether vacant lots or improved lots, shall be \$7.00", and,

WHEREAS, the aforementioned seven (\$7.00) dollar monthly payment by the owners of lots subject hereto collectively is less than the total amount of expenses incurred in maintaining and keeping up the subject lots and surrounding properties, and,

WHEREAS, it is necessary and desirable for such total of monthly fees to be equal to or greater than expenses incurred in maintaining and keeping up the subject property, and,

WHEREAS, it is now desired to amend the said restrictions in accordance with Paragraph 11.03 and in accordance with other terms and provisions of the restrictions, as set forth herein.

NOW, THEREFORE, the Subdivider, as the Class B member of St. Augustine Shores Service Corporation, and at the time of this Amendment the only voting member of the Service Corporation, does hereby declare that each and every of the lots located in the following described property,

ST. AUGUSTINE SHORES SUBDIVISION,
Unit One, according to the plat
thereof, recorded in Plat Book 11,
Pages 63 through 71, inclusive,
and as replatted and recorded in
Plat Book 11, Pages 76-80, inclu-
sive, of the Public Records of
St. Johns County, Florida

are hereby restricted as follows, and such restrictions and
limitations are intended to be, and shall be taken as
covenants to run with the land, and are as follows, to wit:

~~Paragraph 11.03~~ FIRST: Paragraph 11.03 of said Restrictions is
hereby amended and changed effective as of April 22, 1974, so
that after said amendment and change, said Paragraph 11.03
will read as follows:

The initial monthly fee to be paid to the
Service Corporation for maintenance and
upkeep as is further described herein upon
each and every of said lots subject thereto,
whether vacant lots or improved lots, shall
be \$7.00. Said fees shall be due and payable
in advance on or before the first day of each
and every month for the next succeeding month.
Initial fees for a partial month may be
collected in advance on a prorated basis. The
Service Corporation may, but shall not be
required to, provide for a reasonable rate of
interest to accrue on any of said overdue
installments and may change the rate of
interest from time to time. Said rate of
interest, however, may not exceed the prevail-
ing mortgage rate allowed by the Federal
Housing Administration (FHA) from time to time.
The Service Corporation may increase said fees
from time to time as is hereinafter provided,
but said initial fees shall not be increased
prior to January 1, 1973. Thereafter, said
fees may be increased or decreased by the
Service Corporation except that the said monthly
charge or fee per lot shall not be raised more
than twenty-five (25) percent of the then
existing fee during any one calendar year. Said
fees may not be raised to a sum more than double
the initial fees without the joint consent of the
owners of record of not less than 51%, in number,
of all the lot owners subject thereto who actually
vote for or against said increase including the
owners of those lots covered by other restrictions
containing similar provisions affecting other lots
shown on plats of units of St. Augustine Shores
Subdivision whether recorded now or in the future,
and if said fees are decreased or extinguished by
the Service Corporation, the services provided by
the Service Corporation may be decreased or extin-
guished so that the Service Corporation shall not
be required to pay more for the services herein-
after enumerated than is collected by said fees.
In regard to said joint consent, the owner of
each lot shall be entitled to one vote for each
lot owned by him and each lot shall not be entitled
to more than one vote.