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SEMINOLE CO. FL.

**SECOND AMENDMENT TO CARILLON MASTER  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS SECOND AMENDMENT TO THE CARILLON MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS is effective as of the 1<sup>st</sup> day of November, 1990.

W I T N E S S E T H:

WHEREAS, Firstdev Three, a Florida joint venture (the "Declarant") did execute and record that certain Carillon Master Declaration of Covenants, Conditions and Restrictions dated December 6, 1989, and recorded in Official Records Book 2135, Page 1718 of the Public Records of Seminole County, Florida (the "Original Declaration"); and

WHEREAS, Declarant did execute and record that certain First Amendment to Carillon Master Declaration of Covenants, Conditions and Restriction dated EXHIBIT 24, 1990, and recorded in Official Records Book 2235, Page 709 of the Public Records of Seminole County, Florida ("First Amendment", the Original Declaration and the First Amendment collectively are referred to herein as the "Declaration"); and

WHEREAS, the Declaration provides that the the holders of at least two-thirds of the votes of the Carillon Community Residential Association, Inc. (the "Association") may amend any provision, covenant or restrictions found within the Declaration; and

WHEREAS, effective as of the date hereof, the Declarant holds in excess of two-thirds of the votes in the Association; and

WHEREAS, the Declarant desires to make certain amendments to the Declaration.

NOW, THEREFORE, the Declarant hereby states and amends the Declaration as follows:

1. Recitals. The recitals stated above are incorporated herein by reference as if fully set forth below.

2. Replacement of Exhibits.

(a) Exhibit "C" attached to the Declaration (Association Articles of Incorporation) is hereby deleted in its entirety and replaced with Exhibit "C" attached hereto and incorporated herein by reference.

*Vertical handwritten note on the left margin: (C) requires verification of W.C.C.C.*

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(b) Exhibit "D" attached to the Declaration (By-Laws) is hereby deleted in its entirety and replaced with Exhibit "D" attached hereto and incorporated herein by reference.

3. FHA/VA Approval. Article IV Section 8 is hereby added to the Declaration:

Section 8. FHA/VA Approval. As long as there is a Class "B" membership, the following actions will require the prior approval of the Federal Housing Administration or the Veteran's Administration: annexation by the Association of Additional property; dedication to the public of Common Properties; and amendment of the Articles of Incorporation of the Association.

4. Title to Common Properties. Article IV, Section 2 of the Declaration is hereby deleted in its entirety and replaced with the following:

Section 2. Title to Common Properties. The Declarant may retain the legal title to all or any portion or portions of the Common Properties until such time as it has completed improvements thereon and until such time as, in the opinion of the Declarant, the Association is able to maintain the same; provided, however, the Declarant shall convey the Common Properties to the Association free and clear of all encumbrances prior to HUD insuring a mortgage on any Lot. Once obtained by the Association, the Common Properties shall not be mortgaged or conveyed by the Association without the consent of two-thirds (2/3) of the Owners. The conveyance of the Common Properties to the Association shall be deemed to contain the following covenant which shall run with the land, whether or not specifically set forth in such conveyance, and shall be binding upon the Association, its successors and assigns and enforceable by the Owners, for so long as such property shall remain subject to this Master Declaration:

In order to preserve and enhance the property values and amenities of The Properties, the Common Properties and all landscaping and drainage and other improvements now or hereafter built or installed thereon shall at all times be maintained in good repair and condition and shall be operated in accordance with high standards.

5. The Declarant Veto Power. The first sentence of Article III, Section 4 is amended to read as follows:

Section 4. The Declarant Veto Power.

From and after the termination of the Class "B" membership, the Declarant shall have a veto power over all actions of

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the Association and the Board of Directors of the Association pertaining to property owned or controlled by Declarant which is subject to the Declaration or susceptible to being made subject to the Declaration.

IN WITNESS WHEREOF, the Declarant has caused these presents to be executed and its name and its seal to be affixed hereto as of the day and year first stated above.

Executed in the presence of:

[Handwritten Signature]  
[Handwritten Signature]

FIRSTDEV, THREE  
By: \* Condev Development, Inc.,  
a Florida corporation,  
joint venturer

By: [Handwritten Signature]  
Name: Joseph J. Gardner  
Title: President

(CORPORATE SEAL)

AND

By: Firststate Service Corp.,  
a Florida corporation,  
joint venturer

[Handwritten Signature]  
Debra A. Darden

By: [Handwritten Signature]  
Name: John W. Martin  
Title: State Vice President

(CORPORATE SEAL)

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF Orange )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Joseph J. Gardner well known to me to be the President of CONDEV DEVELOPMENT, INC., the corporation named in the foregoing instrument, and that he acknowledged executing the same on behalf of the corporation in the presence of two subscribing witnesses, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

\*CD One, Inc., a Florida corporation, formerly known as

