



SUPPLEMENTAL DECLARATION OF
COVENANTS & RESTRICTIONS

EV-10
Leaning Tree

Public Records of
St. Johns County, FL
Clerk# 03-093947
O.R. 2111 PG 1666
11:13AM 12/24/2003
REC \$17.00 SUR \$2.50

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THIS DOCUMENT PREPARED
BY AND RETURN TO:

THOMAS M. JENKS, ESQ.
PAPPAS METCALF JENKS & MILLER, P.A.
245 RIVERSIDE AVENUE, SUITE 400
JACKSONVILLE, FL 32202

**SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA**

THIS SUPPLEMENTAL DECLARATION is made effective December 22nd, 2003
by **MARSHALL CREEK, LTD.**, a Florida limited partnership (the "Developer").

WITNESSETH:

WHEREAS, the Developer is the owner of certain real property more particularly
described on the attached Exhibit A (the "Property"); and

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Palencia has
been recorded in Official Records Book 1666, at page 803, as amended in Official Records Book
1845, at page 835, and Official Records Book 2066, at page 87, all of the public records of St.
Johns County, Florida, (together, the "Declaration"); and

WHEREAS, the Developer desires to subject the Property to all of the terms, conditions
and provision contained in the Declaration as provided for under the terms of Section 3.2 of the
Declaration.

NOW THEREFORE, the Developer hereby declares that:

1. All capitalized terms contained in this Supplemental Declaration shall have the
same meanings as such terms are defined by the Declaration.
2. All of the Property and any portion thereof shall be held, transferred, sold and
conveyed and occupied subject to all covenants, restrictions, easements, charges and liens and all
other matters as set forth in the Declaration as amended from time to time. In the event of
conflict between the Declaration and this Supplemental Declaration, this Supplemental
Declaration shall control.
3. Except as specifically supplemented hereby, the Declaration shall remain in full
force and effect as originally executed and recorded.
4. This Supplemental Declaration shall become effective upon its recordation in the
public records of St. Johns County, Florida.

IN WITNESS WHEREOF, the Developer has caused this instrument to be duly executed as of the day and year first above written.

Signed, sealed and delivered in the presence of:

MARSHALL CREEK, LTD., a Florida limited partnership

By: Hines/Marshall Creek, Ltd., a Florida limited partnership, its sole general partner

By: Hines Management, L.L.C., a Delaware limited liability company, its sole general partner

By: Hines Interests Limited Partnership, a Delaware limited partnership, its sole member

By: Hines Holdings, Inc., a Texas corporation, its sole general partner

By: Michael T. Harrison ^(w)
Michael T. Harrison
Title: Senior Vice President

Date: December 20, 2003

Vicki R. Hamilton
Name Printed: VICKI R. HAMILTON

Carla Wigs
Name Printed: Carla Wigs

STATE OF FLORIDA }

COUNTY OF St. Johns }

The foregoing instrument was acknowledged before me this 20th day of December, 2003, by Michael T. Harrison, the Senior Vice President of Hines Holdings, Inc., a Texas corporation (the "Company"), as general partner of Hines Interests Limited Partnership, a Delaware limited partnership ("HILP"), which in turn is the sole member of Hines Management, L.L.C., a Delaware limited liability company (the "LLC"), which in turn is the sole general partner of Hines/Marshall Creek, Ltd., a Florida limited partnership (the "GP"), which in turn is the sole general partner of Marshall Creek, Ltd., a Florida limited partnership, on behalf of the Company, HILP, the LLC, the GP and the Partnership.

Carla Marie Luigs
(Print Name Carla Marie Luigs)

NOTARY PUBLIC, State of Florida
Commission # DD011641
My Commission Expires: May 29, 2005
Personally Known or
Produced I.D. _____
[check one of the above]
Type of Identification Produced _____



Carla Marie Luigs
My Commission DD011641
Expires May 29, 2005

EXHIBIT A

Marshall Creek DRI Unit EV-10, according to the plat thereof as recorded in Map Book 48, Pages 73 through 75 of the public records of St. Johns County, Florida.

CONSENT AND JOINDER OF MORTGAGEE

The undersigned, **BRANCH BANKING AND TRUST COMPANY**, the mortgagee under that certain Amended and Restated Mortgage, Security Agreement and Fixture Filing dated December 17, 2003, and recorded in Official Records Book 2111, page 28, of the public records of St. Johns County, Florida hereby consents and joins in the foregoing Supplemental Declaration of Covenants and Restrictions for Palencia.

IN WITNESS WHEREOF, this Consent and Joinder is executed by the undersigned this 23rd day of December, 2003.

Signed, sealed and delivered
in the presence of:

MORTGAGEE:

BRANCH BANKING AND TRUST COMPANY

[Signature]

LANE GARDNER

(Print Name)

[Signature]

Debra G. Cain

(Print Name)

By: [Signature]

John R. Lamb

(Print Name)

Its: Vice President

STATE OF FLORIDA
COUNTY OF Duval }SS

The foregoing instrument was acknowledged before me this 23rd day of December, 2003, by John R. Lamb as Vice President of **BRANCH BANKING AND TRUST COMPANY**, on behalf of the Bank.

[Signature]

(Print Name Debra G. Cain)

NOTARY PUBLIC

State of Florida at Large

Commission # DD 194245

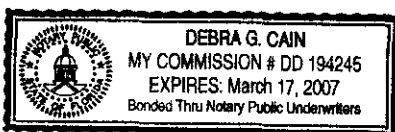
My Commission Expires: 3-17-07

Personally known

or Produced I.D. _____

[check one of the above]

Type of Identification Produced _____



THIS DOCUMENT PREPARED
BY AND RETURN TO:

THOMAS M. JENKS, ESQ.
PAPPAS METCALF JENKS & MILLER, P.A.
245 RIVERSIDE AVENUE, SUITE 400
JACKSONVILLE, FL 32202

SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA RESIDENTIAL LOTS

THIS SUPPLEMENTAL DECLARATION is made effective December 22nd, 2003, by **MARSHALL CREEK LTD.**, a Florida limited partnership (the "Developer").

WITNESSETH:

WHEREAS, the Developer is the owner of certain real property more particularly described on the attached Exhibit A (the "Property"); and

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Palencia Residential Lots has been recorded in Official Records Book 1666, at page 831, and amended in Official Records Book 1706, at page 727, and Official Records Book 1762, at page 815, all of the public records of St. Johns County, Florida, (together, the "Declaration"); and

WHEREAS, the Developer desires to subject the Property to all of the terms, conditions and provision contained in the Declaration as provided for under the terms of Section 3.2 of the Declaration.

NOW THEREFORE, the Developer hereby declares that:

1. All capitalized terms contained in this Supplemental Declaration shall have the same meanings as such terms are defined by the Declaration.
2. All of the Property and any portion thereof shall be held, transferred, sold and conveyed and occupied subject to all covenants, restrictions, easements, charges and liens and all other matters as set forth in the Declaration as amended from time to time. In the event of conflict between the Declaration and this Supplemental Declaration, this Supplemental Declaration shall control.
3. Except as specifically supplemented hereby, the Declaration shall remain in full force and effect as originally executed and recorded.
4. This Supplemental Declaration shall become effective upon its recordation in the public records of St. Johns County, Florida.

IN WITNESS WHEREOF, the Developer has caused this instrument to be duly executed as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

MARSHALL CREEK, LTD., a Florida limited partnership

By: Hines/Marshall Creek, Ltd., a Florida limited partnership, its sole general partner

By: Hines Management, L.L.C., a Delaware limited liability company, its sole general partner

By: Hines Interests Limited Partnership, a Delaware limited partnership, its sole member

By: Hines Holdings, Inc., a Texas corporation, its sole general partner

Vicki R Hamilton
Name Printed: VICKI R Hamilton

Carla Lwigs
Name Printed: carla Lwigs

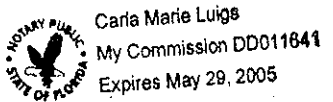
By: Michael T. Harrison (w)
Title: Senior Vice President

Date: December 20, 2003

STATE OF FLORIDA }
COUNTY OF St. Johns }

The foregoing instrument was acknowledged before me this 20th day of December, 2003, by Michael T. Harrison, the Senior Vice President of Hines Holdings, Inc., a Texas corporation (the "Company"), as general partner of Hines Interests Limited Partnership, a Delaware limited partnership ("HILP"), which in turn is the sole member of Hines Management, L.L.C., a Delaware limited liability company (the "LLC"), which in turn is the sole general partner of Hines/Marshall Creek, Ltd., a Florida limited partnership (the "GP"), which in turn is the sole general partner of Marshall Creek, Ltd., a Florida limited partnership, on behalf of the Company, HILP, the LLC, the GP and the Partnership.

Carla Marie Luigs
(Print Name Carla Marie Luigs)
NOTARY PUBLIC, State of Florida
Commission # DD011641
My Commission Expires: May 29, 2005
Personally Known or Produced I.D.
[check one of the above]



Type of Identification Produced

EXHIBIT A

The Property

Marshall Creek DRI Unit EV-10, according to the plat thereof as recorded in Map Book 48, Pages 73 through 75 of the public records of St. Johns County, Florida.

CONSENT AND JOINDER OF MORTGAGEE

The undersigned, **BRANCH BANKING AND TRUST COMPANY**, the mortgagee under that certain Amended and Restated Mortgage, Security Agreement and Fixture Filing dated December 17, 2003, and recorded in Official Records Book 211, page 28, of the public records of St. Johns County, Florida hereby consents and joins in the foregoing Supplemental Declaration of Covenants and Restrictions for Palencia Residential Lots.

23RD IN WITNESS WHEREOF, this Consent and Joinder is executed by the undersigned this 23RD day of December, 2003.

Signed, sealed and delivered
in the presence of:

MORTGAGEE:

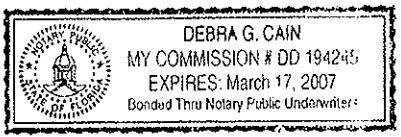
BRANCH BANKING AND TRUST COMPANY

[Signature]
LANE GARDNER
(Print Name)
Debra G. Cain
Debra G. Cain
(Print Name)

By: [Signature]
John P. Lamb
(Print Name)
Its: Vice President

STATE OF FLORIDA }
COUNTY OF Duval }SS

The foregoing instrument was acknowledged before me this 23rd day of December, 2003, by Debra G. Cain, John P. Lamb as Vice President of **BRANCH BANKING AND TRUST COMPANY**, on behalf of the Bank.



[Signature]
(Print Name Debra G. Cain)
NOTARY PUBLIC
State of Florida at Large
Commission # DD 194245
My Commission Expires: 3-17-07
Personally known ✓
or Produced I.D. _____
[check one of the above]

Type of Identification Produced
