



SUPPLEMENTAL DECLARATION OF
COVENANTS & RESTRICTIONS

EV-3

Marshall Creek Bluff

1
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8 7/24

THIS DOCUMENT PREPARED
BY AND RETURN TO:

THOMAS A. JENKS, ESQ.
PAPPAS METCALF JENKS & MILLER, P.A.
200 WEST FORSYTH STREET
SUITE 1400
JACKSONVILLE, FL 32202

Public Records of
St. Johns County, FL
Clerk# 02-019890
O.R. 1741 PG 800
04:23PM 04/04/2002
REC \$13.00 SUR \$2.00

SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA

THIS SUPPLEMENTAL DECLARATION is made effective April 1, 2002
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 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 (with circled initials)

Title: Michael T. Harrison

Date: April 1, 2002

Carla Marie Luigs

Name Printed: Carla Marie Luigs

Jennifer M. Cady

Name Printed: Jennifer M. Cady

STATE OF FLORIDA }

COUNTY OF St. Johns }

The foregoing instrument was acknowledged before me this 1st day of April, 2002, by Michael T. Harrison, the 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

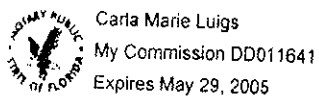
My Commission Expires: May 29, 2005

Personally Known

or Produced I.D. _____

[check one of the above]

Type of Identification Produced _____



OR1741PG0802

EXHIBIT A

Marshall Creek DRI Village Center Unit One according to the plat thereof as recorded in Map Book 43, Pages 74 through 75 and Marshall Creek DRI Unit EV-3, according to the plat thereof recorded in Map Book 43, Pages 61 through 64, both of the public records of St. Johns County, Florida.

THIS DOCUMENT PREPARED
BY AND RETURN TO:

THOMAS A. JENKS, ESQ.
PAPPAS METCALF JENKS & MILLER, P.A.
200 WEST FORSYTH STREET
SUITE 1400
JACKSONVILLE, FL 32202

Public Records of
St. Johns County, FL
Clerk# 02-019891
O.R. 1741 PG 803
04:23PM 04/04/2002
REC \$13.00 SUR \$2.00

SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA RESIDENTIAL LOTS

THIS SUPPLEMENTAL DECLARATION is made effective April 1, 2002
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, both 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 (initials)

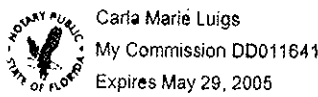
Title: Michael T. Harrison
Date: April 1, 2002

Carla Marie Luigs
Name Printed: Carla Marie Luigs
Jennifer M. Cody
Name Printed: Jennifer Cody

STATE OF FLORIDA)
COUNTY OF St. Johns)

The foregoing instrument was acknowledged before me this 1st day of April, 2002, by Michael T. Harrison, the 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



0R1741P60805

EXHIBIT A

The Property

Marshall Creek DRI Village Center Unit One according to the plat thereof as recorded in Map Book 43, Pages 74 through 75 and Marshall Creek DRI Unit EV-3, according to the plat thereof recorded in Map Book 43, Pages 61 through 64, both of the public records of St. Johns County, Florida.