



SUPPLEMENTAL DECLARATION OF
COVENANTS & RESTRICTIONS

MV-1
Monterey

Public Records of
St. Johns County, FL
Clerk# 02-005162
O.R. 1709 PG 475
10:35AM 01/28/2002
REC \$37.00 SUR \$5.00

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

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

THIS SUPPLEMENTAL DECLARATION is made effective January 18, 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.

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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:

COPY MARSHALL CREEK, LTD., a Florida limited partnership

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

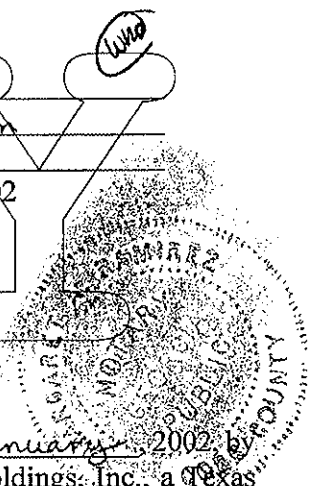
By: Hines Management, L.L.C., a Delaware limited liability company, its sole general partner

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

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

Suzanne Ritter Name Printed: Suzanne Ritter CHEA PITMAN STATE OF FLORIDA Georgia COUNTY OF Cobb

By: Michael T. Harrison Title: Vice President Date: January 18, 2002



The foregoing instrument was acknowledged before me this 18 day of January, 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.

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Margaret A. Ramirez (Print Name Margaret A. Ramirez) NOTARY PUBLIC, State of Florida GA Commission #

My Commission Expires: Personally Known [checked] or Produced I.D. [check one of the above] Notary Public, Cobb County, Georgia Type of Identification Produced My Commission Expires February 13, 2005

EXHIBIT " A "

LEGAL DESCRIPTION OF TRACT "A":

A PORTION OF SECTION 53, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE MOST NORTHERLY CORNER OF SOUTH LOOP PARKWAY PER PLAT OF MARSHALL CREEK DRI UNIT A ONE, ACCORDING TO MAP THEREOF RECORDED IN MAP BOOK 41, PAGES 98 THROUGH 103 OF THE PUBLIC RECORDS OF SAID COUNTY, THENCE NORTH 38°06'46" EAST, A DISTANCE OF 882.77 FEET TO THE POINT OF BEGINNING. FROM THE POINT OF BEGINNING THUS DESCRIBED; THENCE NORTH 45°00'00" WEST, A DISTANCE OF 250.76 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 25.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 27°28'15" WEST, 15.06 FEET; THENCE NORTH 45°00'00" EAST, A DISTANCE OF 191.46 FEET; THENCE SOUTH 45°00'00" EAST, A DISTANCE OF 265.12 FEET; THENCE SOUTH 45°00'00" WEST, A DISTANCE OF 196.00 FEET TO THE POINT OF BEGINNING.

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EXHIBIT " A "

LEGAL DESCRIPTION OF TRACT "B":

A PORTION OF SECTION 53, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE MOST NORTHERLY CORNER OF SOUTH LOOP PARKWAY PER PLAT OF MARSHALL CREEK DRI UNIT A-ONE, ACCORDING TO PLAT THEREOF RECORDED IN MAP BOOK 41, PAGES 98 THROUGH 103 OF THE PUBLIC RECORDS OF SAID COUNTY, THENCE NORTH 16°08'50" EAST, A DISTANCE OF 986.50 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE NORTH 00°00'00" WEST, A DISTANCE OF 252.65 FEET; THENCE NORTH 77°14'41" WEST, A DISTANCE OF 78.97 FEET; THENCE NORTH 31°07'04" EAST, A DISTANCE OF 884.75 FEET; THENCE SOUTH 22°01'29" EAST, A DISTANCE OF 318.01 FEET; THENCE IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 197.70 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 28°22'49" WEST, 188.35 FEET TO A POINT OF REVERSE CURVATURE; THENCE IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 463.03 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 24°29'06" WEST, 434.80 FEET; THENCE NORTH 68°14'40" WEST, A DISTANCE OF 182.76 FEET; THENCE SOUTH 0°00'00" WEST, A DISTANCE OF 239.07 FEET TO THE POINT ON A NON TANGENT CURVE; THENCE IN A WESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 56.50 FEET, A CHORD BEARING AND DISTANCE OF NORTH 90°00'00" WEST, 60.00 FEET TO THE POINT OF BEGINNING.

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EXHIBIT "A"
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LEGAL DESCRIPTION OF TRACT "C":

A PORTION OF SECTION 53 AND 54, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF REFERENCE COMMENCE AT THE MOST NORTHERLY CORNER OF SOUTH LOOP PARKWAY, PER PLAT OF MARSHALL CREEK DRI UNIT A-ONE, ACCORDING TO MAP THEREOF RECORDED IN MAP BOOK 41, PAGES 98 THROUGH 103 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 24°43'37" EAST, A DISTANCE OF 1849.94 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE NORTH 22°01'29" WEST, A DISTANCE OF 318.01 FEET; THENCE NORTH 31°07'04" EAST, A DISTANCE OF 54.62 FEET; THENCE NORTH 88°54'09" EAST, A DISTANCE OF 151.68 FEET; THENCE NORTH 61°13'52" EAST, A DISTANCE OF 54.56 FEET; THENCE SOUTH 55°16'51" EAST, A DISTANCE OF 74.40 FEET; THENCE NORTH 90°00'00" EAST, A DISTANCE OF 568.36 FEET; THENCE SOUTH 50°17'06" EAST, A DISTANCE OF 532.26 FEET; THENCE SOUTH 10°51'49" EAST, A DISTANCE OF 93.70 FEET; THENCE SOUTH 82°01'11" WEST, A DISTANCE OF 362.36 FEET; THENCE NORTH 15°22'52" WEST, A DISTANCE OF 34.48 FEET TO A POINT ON A NON TANGENT CURVE; THENCE IN A NORTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 150.03 FEET, A CHORD BEARING AND DISTANCE OF NORTH 55°55'26" WEST, 282.56 FEET TO A POINT OF REVERSE CURVATURE; THENCE IN A WESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHERLY AND HAVING A RADIUS OF 370.14 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 88°30'46" WEST, 409.23 FEET; THENCE IN A WESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 197.70 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 80°05'26" WEST, 156.16 FEET TO THE POINT OF BEGINNING.

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EXHIBIT "A"

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LEGAL DESCRIPTION OF TRACT D-1:

A PORTION OF SECTIONS 53, 55 AND 56 TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF BEGINNING COMMENCE AT THE NORTHEASTERLY CORNER OF SOUTH LOOP PARKWAY PER PLAT OF MARSHALL CREEK DRI UNIT A-ONE, ACCORDING TO MAP THEREOF RECORDED IN MAP BOOK 41 PAGES 98 THROUGH 103 OF THE PUBLIC RECORDS OF SAID COUNTY, THENCE SOUTH 70°59'20" WEST, ALONG THE NORTHERLY RIGHT-OF-WAY OF SAID SOUTH LOOP PARKWAY, 157.73 FEET; THENCE NORTH 06°33'45" WEST, 173.53 FEET; THENCE NORTH 01°08'40" WEST, 87.44 FEET; THENCE NORTH 69°09'44" EAST, 111.01 FEET; THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 57.50 FEET, A CHORD BEARING AND DISTANCE OF NORTH 30°27'31" EAST, 42.14 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 51°57'18" EAST, 33.69 FEET; THENCE NORTH 16°36'30" EAST, 32.68 FEET; THENCE NORTH 19°00'40" WEST, 70.72 FEET; THENCE NORTH 70°11'10" EAST, 186.87 FEET; THENCE NORTH 24°17'19" EAST, 55.00 FEET; THENCE SOUTH 81°34'22" EAST, 24.25 FEET; THENCE NORTH 32°33'09" EAST, 123.82 FEET; THENCE NORTH 00°56'54" EAST, 54.06 FEET; THENCE NORTH 07°09'41" WEST, 73.87 FEET; THENCE IN A SOUTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHWESTERLY, AND HAVING A RADIUS OF 446.46 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 61°09'26" EAST, 347.99 FEET; THENCE SOUTH 60°41'06" EAST, 39.70 FEET; THENCE SOUTH 82°04'20" EAST, 42.82 FEET; THENCE SOUTH 21°23'43" WEST, 133.64 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHWESTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 510.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 46°11'32" WEST, 511.67 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 70°59'20" WEST, 224.02 FEET TO THE POINT OF BEGINNING.

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EXHIBIT "A"

LEGAL DESCRIPTION OF TRACT "D-6":

A PORTION OF SECTIONS 53, 54 AND 56 TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF REFERENCE COMMENCE AT A NORTHEASTERLY CORNER OF SOUTH LOOP PARKWAY PER PLAT OF MARSHALL CREEK DRI UNIT A-ONE, ACCORDING TO MAP THEREOF RECORDED IN MAP BOOK 41 PAGES 98 THROUGH 103 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 70°59'20" WEST, ALONG THE NORTHERLY RIGHT-OF-WAY OF SAID SOUTH LOOP PARKWAY, 157.73 FEET; THENCE NORTH 06°33'45" WEST, 173.53 FEET; THENCE NORTH 01°08'40" WEST, 87.44 FEET; TO THE POINT OF BEGINNING: THENCE NORTH 13°58'44" WEST, 167.21 FEET; THENCE NORTH 00°25'16" EAST, 124.00 FEET; THENCE SOUTH 70°59'20" WEST, 10.73 FEET; THENCE NORTH 02°17'19" EAST, 63.68 FEET; THENCE NORTH 23°39'23" WEST, 53.39 FEET; THENCE NORTH 02°06'38" WEST, 27.89 FEET; THENCE NORTH 74°40'34" EAST, 10.35 FEET; THENCE NORTH 06°33'54" WEST, 71.82 FEET; THENCE NORTH 13°32'47" WEST, 117.29 FEET; THENCE NORTH 02°53'28" EAST, 81.05 FEET; THENCE NORTH 40°51'10" WEST, 41.53 FEET; THENCE NORTH 02°13'55" EAST, 123.56 FEET; THENCE NORTH 38°10'05" WEST, 61.04 FEET; THENCE NORTH 83°42'27" WEST, 57.32 FEET; THENCE NORTH 26°32'03" WEST, 64.36 FEET; THENCE NORTH 69°45'48" EAST, 96.52 FEET; THENCE NORTH 20°25'12" WEST, 153.24 FEET; THENCE NORTH 04°32'45" WEST, 67.10 FEET; THENCE NORTH 18°47'40" WEST, 65.00 FEET; THENCE NORTH 12°41'57" EAST, 57.77 FEET; THENCE NORTH 56°22'49" WEST, 34.44 FEET; THENCE NORTH 15°40'38" WEST, 138.30 FEET; THENCE NORTH 10°31'56" EAST, 41.28 FEET; THENCE NORTH 20°15'50" WEST, 37.14 FEET; THENCE NORTH 33°29'48" EAST, 115.80 FEET; THENCE NORTH 68°57'00" EAST, 39.51 FEET; THENCE NORTH 81°08'24" EAST, 65.90 FEET; THENCE NORTH 66°46'14" EAST, 255.22 FEET; THENCE SOUTH 73°31'01" EAST, 114.37 FEET; THENCE SOUTH 58°02'18" WEST, 79.22 FEET; THENCE SOUTH 13°49'19" EAST, 210.46 FEET; THENCE SOUTH 03°43'01" EAST, 56.90 FEET; THENCE IN A SOUTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY, AND HAVING A RADIUS OF 124.52 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 41°42'40" EAST, 181.75; THENCE SOUTH 17°49'04" EAST, 107.51 FEET; THENCE IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY, AND HAVING A RADIUS OF 131.02 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 32°54'37" WEST, 224.36; THENCE SOUTH 20°53'47" EAST, 198.23 FEET; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY, AND HAVING A RADIUS OF 160.47 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 01°49'06" WEST, 66.54 FEET; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY, AND HAVING A RADIUS OF 253.64 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 02°24'29" WEST, 149.67; THENCE SOUTH 75°52'13" WEST, 28.46 FEET; THENCE SOUTH 20°44'50" WEST, 65.83 FEET; THENCE SOUTH 00°37'05" WEST, 31.87 FEET; THENCE SOUTH 15°43'52" WEST, 48.79 FEET; THENCE SOUTH 52°54'36" EAST, 27.42 FEET; THENCE SOUTH 18°01'27" WEST, 29.06 FEET; THENCE SOUTH 16°15'05" EAST, 103.36 FEET; THENCE SOUTH 81°34'22" EAST, 53.44 FEET; THENCE SOUTH 24°17'19" WEST, 55.00 FEET; THENCE SOUTH 70°11'10" WEST, 186.87 FEET; THENCE SOUTH 19°00'40" EAST, 70.72 FEET; THENCE SOUTH 16°36'30" WEST, 32.68 FEET; THENCE SOUTH 51°57'18" WEST, 33.69 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 57.50 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 30°27'31" WEST, 42.14 FEET; THENCE SOUTH 69°09'44" WEST, 111.01 FEET TO THE POINT OF BEGINNING.

EXHIBIT " A "

LEGAL DESCRIPTION OF TRACT "E":

A PORTION OF SECTIONS 53 AND 54, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF REFERENCE COMMENCE AT THE MOST NORTHERLY CORNER OF SOUTH LOOP PARKWAY PER PLAT OF MARSHALL CREEK DRY UNIT A-ONE, ACCORDING TO MAP THEREOF RECORDED IN MAP BOOK 41, PAGES 98 THROUGH 103 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 49°01'28" EAST, A DISTANCE OF 2,544.58 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED; THENCE NORTH 50°17'06" WEST, A DISTANCE OF 532.26 FEET; THENCE NORTH 90°00'00" WEST, A DISTANCE OF 568.36 FEET; THENCE NORTH 55°16'51" WEST, A DISTANCE OF 74.40 FEET; THENCE IN A NORTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 48.32 FEET, A CHORD BEARING AND DISTANCE OF NORTH 12°43'46" EAST, 41.00 FEET; THENCE NORTH 04°07'45" WEST, A DISTANCE OF 29.83 FEET; THENCE IN A NORTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 128.16 FEET, A CHORD BEARING AND DISTANCE OF NORTH 33°06'20" WEST, 35.12 FEET; THENCE IN A NORTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 55.58 FEET, A CHORD BEARING AND DISTANCE OF NORTH 56°34'20" WEST, 57.82 FEET; THENCE NORTH 87°54'49" WEST, A DISTANCE OF 31.83 FEET; THENCE NORTH 73°57'35" WEST, A DISTANCE OF 38.10 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 29.02 FEET, A CHORD BEARING AND DISTANCE OF NORTH 35°13'58" WEST, 36.31 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 03°29'49" EAST, A DISTANCE OF 121.18 FEET; THENCE IN A NORTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 298.13 FEET, A CHORD BEARING AND DISTANCE OF NORTH 06°45'38" WEST, 146.21 FEET; THENCE SOUTH 89°59'26" EAST, A DISTANCE OF 337.32 FEET; THENCE SOUTH 04°00'15" EAST, A DISTANCE OF 28.99 FEET; THENCE SOUTH 16°20'02" EAST, A DISTANCE OF 53.85 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 50.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 19°20'45" WEST, 58.33 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 55°01'32" WEST, A DISTANCE OF 113.98 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 75.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 25°12'10" WEST, 74.60 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 04°37'12" EAST, A DISTANCE OF 57.65 FEET; THENCE SOUTH 15°25'02" WEST, A DISTANCE OF 48.30 FEET; THENCE IN A SOUTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 59.78 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 52°13'58" EAST, 111.03 FEET; THENCE NORTH 23°57'31" EAST, A DISTANCE OF 104.10 FEET; THENCE IN A EASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 76.54 FEET, A CHORD BEARING AND DISTANCE OF NORTH 68°03'20" EAST, 62.71 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 67°56'12" EAST, A DISTANCE OF 50.55 FEET; THENCE IN A EASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHERLY AND HAVING A RADIUS OF 61.28 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 78°05'16" EAST, 46.18 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 72°34'26" EAST, A DISTANCE OF 85.04 FEET; THENCE NORTH 44°04'48" EAST, A DISTANCE OF 75.72 FEET; THENCE IN A EASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 53.47 FEET, A CHORD BEARING AND DISTANCE OF NORTH 82°55'47" EAST, 58.60 FEET TO A POINT OF REVERSE CURVATURE; THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF

EXHIBIT " A "

67.68 FEET, A CHORD BEARING AND DISTANCE OF NORTH 56°21'01" EAST, 117.01 FEET; THENCE SOUTH 82°21'40" EAST, A DISTANCE OF 164.16 FEET; THENCE SOUTH 33°04'50" EAST, A DISTANCE OF 90.08 FEET; THENCE SOUTH 69°58'26" EAST, A DISTANCE OF 97.19 FEET; THENCE NORTH 69°59'54" EAST, A DISTANCE OF 80.14 FEET; THENCE SOUTH 67°07'05" EAST, A DISTANCE OF 30.22 FEET; THENCE SOUTH 32°45'45" EAST, A DISTANCE OF 51.24 FEET; THENCE NORTH 86°15'42" EAST, A DISTANCE OF 57.20 FEET; THENCE SOUTH 40°12'01" EAST, A DISTANCE OF 115.33 FEET ; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 77.77 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 12°30'53" WEST, 59.32 FEET; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 236.68 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 04°23'43" WEST, 291.50 FEET; THENCE SOUTH 80°04'41" WEST, A DISTANCE OF 72.30 FEET ; THENCE IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 34.23 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 53°52'33" WEST, 39.00 FEET TO THE POINT OF BEGINNING.

COPY

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PREPARED BY AND RETURN TO:
Rosel Rodríguez Pine, Esq.
Edwards Cohen
6 East Bay Street, Suite 500
Jacksonville, Florida 32202

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SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA RESIDENTIAL LOTS
(MV-1 Phase 2)

THIS SUPPLEMENTAL DECLARATION is made effective as of June 4, 2004, by MARSHALL CREEK, LTD., a Florida limited partnership ("Developer"), joined by MONTEREY DEVELOPMENT, LLC, a Florida limited liability company ("Monterey").

RECITALS:

- A. Marshall Creek is the Developer of the development known as Palencia and located in St. Johns County, Florida. Certain portions of Palencia are subject to the Declaration of Covenants, Conditions and Restrictions for Palencia Residential Lots recorded in Official Records Book 1666, at page 831, and amended in Official Records Book 1706, at page 727, and in Official Records Book 1762, at Page 815, all of the public records of St. Johns County, Florida (collectively, the "Declaration").
- B. Monterey is the owner of certain real property in St. Johns County, Florida, located within Palencia and more particularly described in Exhibit A attached hereto (the "Property").
- C. Developer desires to subject the Property to all of the terms, conditions and provisions contained in the Declaration, as provided for under the terms of Section 3.2 thereof, and Monterey is executing this Supplemental Declaration to evidence its consent to same.

NOW, THEREFORE, Developer hereby declares that:

1. All capitalized terms contained in this Supplemental Declaration shall have the same meanings as such terms are defined in the Declaration.
2. All of the Property and any portion thereof shall be held, transferred, sold, 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; provided, that the architectural criteria referred to in Sections 5.2 and 5.4 of the Declaration applicable to the Property will be the architectural criteria adopted from time to time by Monterey or the Association, as applicable. All such architectural criteria shall be subject to the prior reasonable approval of Developer. In the event of conflict between the provisions of such architectural criteria and the corresponding provisions of the Declaration, the architectural criteria shall control.
3. In the event of conflict between this Supplemental Declaration and the Declaration, this Supplemental Declaration shall control.

4. Except as significantly supplemented hereby, the Declaration shall remain in full force and effect as originally executed and recorded.

5. This Supplemental Declaration shall become effective upon its recordation in the public records of St. Johns County, Florida.

IN WITNESS WHEREOF, the parties have executed this Supplemental Declaration on the respective dates set forth in the acknowledgments below, but to be effective and deemed delivered for all purposes as of the date first above written.

SIGNED 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

[Signature]
Name: Scott C. Hines

[Signature]
Name: SUZANNE RITTER

[Signature]
By: Michael T. Harrison, Senior Vice President

STATE OF Georgia }
COUNTY OF Cobb } SS

The foregoing instrument was acknowledged before me on June 4, 2004, by Michael T. Harrison, Vice President of Hines Holdings, Inc., a Texas corporation, on behalf of the corporation, which is the sole General Partner of Hines Interests Limited Partnership, a Delaware limited partnership, on behalf of the limited liability partnership, which is the sole Member of Hines Management, L.L.C., a Delaware limited liability company, on behalf of the limited liability company, which is the sole General Partner of Hines/Marshall Creek, Ltd., a Florida limited partnership, on behalf of the limited partnership, which is the sole General Partner of Marshall Creek, Ltd., a Florida limited partnership, on behalf of the limited partnership. He [CHOOSE ONE]: is personally known to me OR produced a driver's license as identification OR produced _____ as identification.



Margaret A. Ramirez
Print Name: Margaret A. Ramirez
NOTARY PUBLIC, State of GA
Commission # _____
My Commission Expires February 13, 2005

SIGNED IN THE PRESENCE OF:

MONTEREY DEVELOPMENT, LLC, a Florida limited liability company


Anita M. Farace
Name: Anita M. Farace

Judy V. Buckner
Name: Judy V. Buckner

By: Frank Treadwell
Frank Treadwell, Vice President

STATE OF FLORIDA }
 } SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me on June 3, 2004, by Frank Treadwell, Vice President of Monterey Development, LLC, a Florida limited liability company, on behalf of the limited liability company. He [CHOOSE ONE]: is personally known to me OR produced a Florida driver's license as identification OR produced _____ as identification.

 Judy V Buckner
My Commission DD088795
Expires February 03, 2006

Judy V. Buckner
Print Name: Judy V. Buckner
NOTARY PUBLIC, State of Florida
Commission # DD088795
My Commission Expires: 2/3/06

COPY

EXHIBIT A
LEGAL DESCRIPTION OF THE PROPERTY

A PORTION OF SECTIONS 53, 54, AND 56, ALL IN TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF BEGINNING COMMENCE AT THE NORTHWESTERLY CORNER OF LOT 20, COURTYARD VILLAS OF MONTEREY, ACCORDING TO PLAT THEREOF RECORDED IN MAP BOOK 44, PAGES 78 AND 79 OF THE PUBLIC RECORDS OF SAID COUNTY, THE SAME BEING A POINT IN THE EASTERLY BOUNDARY OF LANDS DESCRIBED AS CONSERVATION AREA "Q", ACCORDING TO DEED RECORDED IN BOOK 1766, PAGE 1167 OF THE OFFICIAL RECORDS OF SAID COUNTY; THENCE THE FOLLOWING (14) COURSES ALONG SAID EASTERLY BOUNDARY AND ALONG THE NORTHERLY BOUNDARY OF SAID CONSERVATION AREA "Q": COURSE (1) - NORTH 13°58'44" WEST, 167.21 FEET; COURSE (2) - NORTH 00°25'16" EAST, 124.00 FEET; COURSE (3) - SOUTH 70°59'20" WEST, 10.73 FEET; COURSE (4) - NORTH 02°17'19" EAST, 63.68 FEET; COURSE (5) - NORTH 23°39'23" WEST, 53.39 FEET; COURSE (6) - NORTH 02°06'38" WEST, 27.89 FEET; COURSE (7) - NORTH 74°40'34" EAST, 10.35 FEET; COURSE (8) - NORTH 06°33'54" WEST, 71.82 FEET; COURSE (9) - NORTH 13°32'47" WEST, 117.29 FEET; COURSE (10) - NORTH 02°53'28" EAST, 81.05 FEET; COURSE (11) - NORTH 40°51'10" WEST, 41.53 FEET; COURSE (12) - NORTH 02°13'55" EAST, 123.56 FEET; COURSE (13) - NORTH 38°10'05" WEST, 61.04 FEET; COURSE (14) - NORTH 83°59'24" WEST, 57.14 FEET; THENCE NORTH 26°32'03" WEST, 64.70 FEET; THENCE NORTH 69°45'48" EAST, 71.77 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 31.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 26°32'22" EAST, 33.88 FEET; THENCE NORTH 20°25'12" WEST, 130.04 FEET; THENCE NORTH 04°38'45" WEST, 67.10 FEET; THENCE NORTH 18°47'40" WEST, 65.00 FEET; THENCE NORTH 11°16'55" EAST, 41.59 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 25.14 FEET, A CHORD BEARING AND DISTANCE OF NORTH 24°20'49" WEST, 29.22 FEET; THENCE NORTH 56°22'49" WEST, 14.49 FEET; THENCE NORTH 15°40'38" WEST, 138.30 FEET; THENCE NORTH 10°31'56" EAST, 41.28 FEET; THENCE NORTH 20°15'50" WEST, 37.14 FEET; THENCE NORTH 33°29'48" EAST, 115.80 FEET; THENCE NORTH 68°57'00" EAST, 39.51 FEET; THENCE NORTH 81°08'24" EAST, 65.90 FEET; THENCE NORTH 61°00'56" EAST, 65.60 FEET; THENCE NORTH 70°47'11" EAST, 93.84 FEET; THENCE NORTH 32°18'07" EAST, 23.66 FEET; THENCE NORTH 84°16'56" EAST, 25.61 FEET; THENCE NORTH 71°32'57" EAST, 50.84 FEET; THENCE SOUTH 87°42'25" EAST, 35.94 FEET; THENCE NORTH 78°52'37" EAST, 63.32 FEET; THENCE SOUTH 17°28'40" EAST, 46.00 FEET; THENCE SOUTH 58°02'18" WEST, 79.22 FEET; THENCE SOUTH 13°49'19" EAST, 210.46 FEET; THENCE SOUTH 03°49'01" EAST, 56.90 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 124.52 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 23°04'50" EAST, 117.83 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 397.91 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 06°08'49" WEST, 255.21 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 131.02 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 11°29'35" EAST, 65.56 FEET; THENCE SOUTH 20°53'47" EAST, 198.23 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 160.47 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 01°49'06" WEST, 66.54 FEET TO A POINT OF REVERSE CURVATURE; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 253.64 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 02°24'29" WEST, 149.67 FEET TO THE MOST NORTHERLY CORNER OF LANDS DESCRIBED AS CONSERVATION AREA "V", ACCORDING TO DEED RECORDED IN BOOK 1766, PAGE 1167 OF THE OFFICIAL RECORDS OF SAID COUNTY; THENCE THE FOLLOWING (8) COURSES ALONG THE WESTERLY AND SOUTHWESTERLY BOUNDARIES OF SAID CONSERVATION AREA "V": COURSE (1) - SOUTH 75°52'13" WEST, 28.46 FEET; COURSE (2) - SOUTH 20°44'50" WEST, 65.83 FEET; COURSE (3) - SOUTH 00°37'05" WEST, 31.87 FEET; COURSE (4) - SOUTH 15°43'52" WEST, 48.79 FEET; COURSE (5) - SOUTH 52°54'36" EAST, 27.42 FEET; COURSE (6) - SOUTH 18°01'27" WEST, 29.06 FEET; COURSE (7) - SOUTH 16°15'05" EAST, 103.36 FEET; COURSE (8) - SOUTH 81°34'22" EAST, 53.44 FEET TO THE NORTHWESTERLY BOUNDARY OF SAID COURTYARD VILLAS OF MONTEREY; THENCE THE FOLLOWING (7) COURSES ALONG SAID NORTHWESTERLY BOUNDARY: COURSE (1) - SOUTH 24°17'19" WEST, 55.00 FEET; COURSE (2) - SOUTH 70°11'10" WEST, 186.87 FEET; COURSE (3) - SOUTH 19°00'40" EAST, 70.72 FEET; COURSE (4) - SOUTH 16°36'30" WEST, 32.68 FEET; COURSE (5) - SOUTH 51°57'18" WEST, 33.69 FEET TO A POINT OF CURVATURE; COURSE (6) - IN A SOUTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 57.50 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 30°27'31" WEST, 42.14 FEET; COURSE (7) - SOUTH 69°09'44" WEST, 111.01 FEET TO THE POINT OF BEGINNING.