



SUPPLEMENTAL DECLARATION OF
COVENANTS & RESTRICTIONS

MUB-3
Oak Common II

3985
THIS DOCUMENT PREPARED
BY AND RETURN TO:

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

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

THIS SUPPLEMENTAL DECLARATION is made effective November 25, 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, and amended in Official Records Book 1845, at page 835 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

Michael T. Harrison
Senior Vice President

Date: November 26, 2002

Suzanne Ritter
Name Printed: SOZANNE RITTER

Geri Ressler
Name Printed: GERI RESSLER

STATE OF Georgia
COUNTY OF Cobb

The foregoing instrument was acknowledged before me this 26 day of November, 2002, 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.

Margaret A. Ramirez
(Print Name Margaret A. Ramirez)
NOTARY PUBLIC, State of GA
Commission # _____
My Commission Expires: _____
Personally Known _____
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____

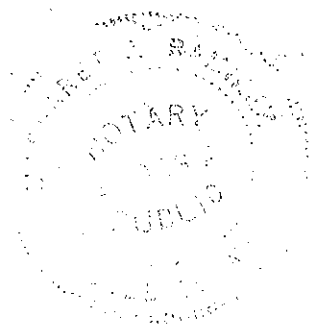


EXHIBIT A

The Property

Marshall Creek DRI Unit MUB-3 according to the plat thereof as recorded in Map Book 45, Pages 27 through 30 and Marshall Creek DRI Unit SV-3, according to the plat thereof recorded in Map Book 45, Pages 21 through 24, both of the public records of St. Johns County, Florida.

THIS DOCUMENT PREPARED
BY AND RETURN TO:

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



SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA RESIDENTIAL LOTS

THIS SUPPLEMENTAL DECLARATION is made effective November 25, 2002, by **MARSHALL CREEK LTD.**, a Florida limited partnership (the "Developer").

W I T N E S S E T H :

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, 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

Suzanne Ritter
Name Printed: SUZANNE RITTER

Geri Resler
Name Printed: Geri Resler

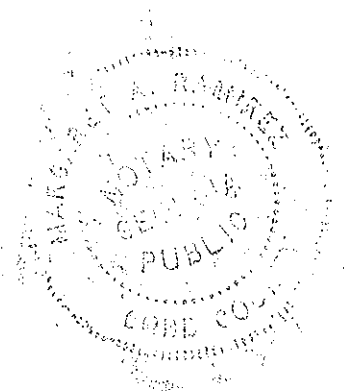
STATE OF Georgia
COUNTY OF Cobb

By: Michael T. Harrison
Michael T. Harrison
Senior Vice President

Date: November 26, 2002

The foregoing instrument was acknowledged before me this 26 day of November, 2002, 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.

Margaret A. Ramirez
(Print Name Margaret A. Ramirez)
NOTARY PUBLIC, State of GA
Commission # _____
My Commission Expires: Personally Known
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____



Notary Public, Cobb County, Georgia
My Commission Expires February 13, 2005

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EXHIBIT A

The Property

Marshall Creek DRI Unit MUB-3 according to the plat thereof as recorded in Map Book 45, Pages 27 through 30 and Marshall Creek DRI Unit SV-3, according to the plat thereof recorded in Map Book 45, Pages 21 through 24, both of the public records of St. Johns County, Florida.