



SUPPLEMENTAL DECLARATION OF
COVENANTS & RESTRICTIONS

SV-4
Parkside II

④ #2165 JJK

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# 02-010437
O.R. 1720 PG 1790
08:31AM 02/21/2002
REC \$17.00 SUR \$2.50

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

THIS SUPPLEMENTAL DECLARATION is made effective February 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.

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

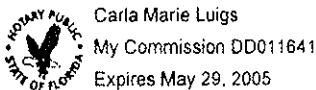
By: Hines Holdings, Inc., a Texas corporation, its sole general partner

By: Michael T. Harrison
Title: Vice President
Date: February 19, 2002

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

STATE OF FLORIDA }
COUNTY OF St. Johns }

The foregoing instrument was acknowledged before me this 19th day of February, 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 _____

CONSENT AND JOINDER TO SUPPLEMENTAL
DECLARATION OF COVENANTS AND RESTRICTIONS FOR
PALENCIA

GENESIS, LTD., a Florida limited partnership, does hereby consent to and join in the execution of the Supplemental Declaration of Covenants and Restrictions for Palencia (the "Supplemental Declaration"), to which this Consent and Joinder is attached and simultaneously recorded, and by such consent and joinder, does hereby agree that any real property owned by the undersigned that is within the lands described by Exhibit A attached to the Supplemental Declaration, shall hereafter be subject to all terms and provisions of the Declaration of Covenants and Restrictions for Palencia described therein.

Signed, Sealed and Delivered
in the presence of:

GENESIS, LTD., a Florida limited partnership

Mary Louise Dungey
MARY LOUISE DUNGEY
(Print Name)

H. SMITH, INC. Gen Pt.

By: V. Hawley Smith, Jr.
V. HAWLEY SMITH, JR.

Katherine L Breidenstein
KATHERINE L BREIDENSTEIN
(Print Name)

Its: POS.

STATE OF FLORIDA)
)SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 8th day of February 2002, by V. Hawley Smith Jr, President H. Smith Inc, as General Partner of GENESIS, LTD., a Florida limited partnership, on behalf of the partnership.

K L Breidenstein
(Print Name _____)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____
Personally known _____
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____

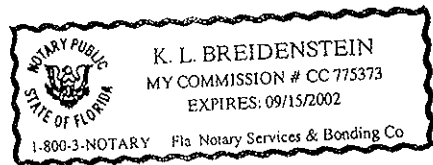


EXHIBIT A

Marshall Creek DRI Unit SV-4 according to the plat thereof as recorded in Plat Book 43,
Pages 3 through 6 of the public records of St. Johns County, Florida.

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TAL

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 RESIDENTIAL LOTS

THIS SUPPLEMENTAL DECLARATION is made effective February 18, 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, 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
Title: Vice President
Date: February 19, 2002

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

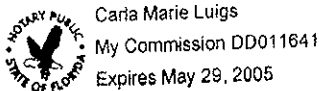
STATE OF FLORIDA)
COUNTY OF St. Johns)

The foregoing instrument was acknowledged before me this 19th day of February, 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



CONSENT AND JOINDER TO SUPPLEMENTAL
DECLARATION OF COVENANTS AND RESTRICTIONS FOR
PALENCIA RESIDENTIAL LOTS

GENESIS, LTD., a Florida limited partnership, does hereby consent to and join in the execution of the Supplemental Declaration of Covenants and Restrictions for Palencia (the "Supplemental Declaration"), to which this Consent and Joinder is attached and simultaneously recorded, and by such consent and joinder, does hereby agree that any real property owned by the undersigned that is within the lands described by Exhibit A attached to the Supplemental Declaration, shall hereafter be subject to all terms and provisions of the Declaration of Covenants and Restrictions for Palencia Residential Lots described therein.

Signed, Sealed and Delivered
in the presence of:

GENESIS, LTD., a Florida limited partnership

Mary Louise Dungey
Mary Louise Dungey
(Print Name)

By: I.I. Smith, INC. Gen P/R
V. Hawley Smith, Jr. Pres.
V. Hawley Smith Jr
Its: Pres.

Katherine L Breidenstein
KATHERINE L BREIDENSTEIN
(Print Name)

STATE OF FLORIDA)
)SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 8th day of February 2002, by V. Hawley Smith Jr, as General PARTNER of GENESIS, LTD., a Florida limited partnership, on behalf of the partnership.

PRESIDENT OF
A. SMITH INC.,

K.L. Breidenstein
(Print Name _____)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____
Personally known X
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____

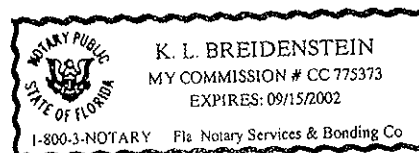


EXHIBIT A

The Property

Marshall Creek DRI Unit SV-4 according to the plat thereof as recorded in Plat Book 43, Pages 3 through 6 of the public records of St. Johns County, Florida.