



SUPPLEMENTAL DECLARATION OF
COVENANTS & RESTRICTIONS

EV-7/EV-8

Reserve II

Public Records of
St. Johns County, FL
Clerk # 2007023700,
O.R. 2896 PG 1750-1753
04/10/2007 at 07:54 AM,
REC. \$17.00 SUR. \$18.50

THIS DOCUMENT PREPARED
BY AND RETURN TO:

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

SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA
(MARSHALL CREEK DRI UNIT EV-7/EV-8)

THIS SUPPLEMENTAL DECLARATION is made effective April 3rd
____, 2007 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

Linda Cooper
Name Printed: Linda Cooper

Rebekah A. Lee
Name Printed: Rebekah A. Lee

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

Date: April 3rd, 2007

STATE OF Georgia }
COUNTY OF Cobb } SS

The foregoing instrument was acknowledged before me this 3 day of April, 2007, by Michael T. Harrison, as Senior Vice President of HINES HOLDINGS, INC., a Texas corporation, as the sole general partner of HINES INTERESTS LIMITED PARTNERSHIP, a Delaware limited partnership, the sole member of HINES MANAGEMENT, L.L.C., a Delaware limited liability company, as the sole general partner of HINES/MARSHALL CREEK, LTD., a Florida limited partnership, as the sole general partner of MARSHALL CREEK, LTD., a Florida limited partnership, on behalf of the partnership.

Margaret A. Ramirez
(Print Name Margaret A. Ramirez)
NOTARY PUBLIC
State of GA at Large
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, 2009



EXHIBIT A

Marshall Creek DRI Unit EV-7/EV-8 according to the plat thereof as recorded in Map Book 61,
Pages 59 through 62 of the public records of St. Johns County, Florida.

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THIS DOCUMENT PREPARED
BY AND RETURN TO:

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

Public Records of
St. Johns County, FL
Clerk # 2007023701,
O.R. 2896 PG 1754-1758
04/10/2007 at 07:54 AM,
REC. \$21.00 SUR. \$23.00

SUPPLEMENTAL DECLARATION OF COVENANTS AND RESTRICTIONS
FOR PALENCIA RESIDENTIAL LOTS
(MARSHALL CREEK DRI UNIT EV-7/EV-8)

THIS SUPPLEMENTAL DECLARATION is made effective April 3rd, 2007,
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. The portions of the Property that are more particularly described on the attached Exhibit B (the "Protected Areas"), constitute archeological sites of historic significance. Accordingly, the Protected Areas shall be preserved in their current, natural state in accordance with Special Condition 35 of the Marshall Creek DRI Development Order approved by St. Johns County Resolution 98-191, as amended, and Special Condition 5 of the U.S. Army Corps of Engineers Permit #SAJ-1998-984-MRE, as amended on January 27, 2006 and the Letter

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Agreement between the Developer and the Florida Division of Historical Resources dated March 26, 2007.

4. Except as specifically 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 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

Linda Cooper
Name Printed: Linda Cooper

Rebekah A. Lee
Name Printed: Rebekah A. Lee

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

Date: April 3rd, 2007 

STATE OF Georgia }
COUNTY OF Cobb } SS

The foregoing instrument was acknowledged before me this 3 day of April, 2007, by Michael T. Harrison, as Senior Vice President of HINES HOLDINGS, INC., a Texas corporation, as the sole general partner of HINES INTERESTS LIMITED PARTNERSHIP, a Delaware limited partnership, the sole member of HINES MANAGEMENT, L.L.C., a Delaware limited liability company, as the sole general partner of HINES/MARSHALL CREEK, LTD., a Florida limited partnership, as the sole general partner of MARSHALL CREEK, LTD., a Florida limited partnership, on behalf of the partnership.

Margaret A. Ramirez
(Print Name Margaret A. Ramirez)
NOTARY PUBLIC
State of GA at Large
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, 2009



EXHIBIT A

The Property

Marshall Creek DRI Unit EV-7/EV-8, according to the plat thereof as recorded in Map Book 61, Pages 59 through 62 of the public records of St. Johns County, Florida.

EXHIBIT B

The Protected Areas

Tracts "B" and "G" all as shown on the plat of Marshall Creek DRI Unit EV-7/EV-8 recorded in Map Book 61, Pages 59 through 62 of the public records of St. Johns County, Florida