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DUVAL COUNTY  
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**FIRST AMENDMENT TO  
DECLARATION OF  
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS  
FOR BRIGHTWATER**

**THIS AMENDMENT** (this "Amendment") is made this 21<sup>ST</sup> day of May 2002, by **PULTE HOME CORPORATION**, a Michigan corporation ("Declarant").

**RECITALS**

- A. Declarant is the developer of the real property that is described in and subject to the Declaration of Covenants, Conditions, Restrictions AND Easements for Brightwater, dated April 2, 2002 and recorded in Official Records Book 10424, page 1420 of the public records of Duval County, Florida, as amended and supplemented from time to time (the "Declaration").
- B. Pursuant to the provisions of Article XV, Section I(3) of the Declaration, Declarant is entitled to amend the Declaration to conform to the requirements of any holder of a Mortgage and to clarify the provisions of the Declaration.
- C. Declarant desires to amend the Declaration as set forth in this Amendment in order to comply with FHA, VA and HUD requirements and to clarify the provisions of the Declaration.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, Declarant hereby amends the Declaration as follows:

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1. Article II, Section B(2) of the Declaration and Article VI, Section B(2) of Exhibit B to the Declaration (Articles of Incorporation) are replaced and amended to read in their entirety as follows:

"Class B. The Class B Member shall be Developer and shall be entitled to three (3) votes per Parcel owned by the Developer until the occurrence of the earlier of the following events ("Turnover"):

- a. Three (3) months after seventy-five percent (75%) of the Parcels in the Property that will ultimately be operated by the Association have been conveyed to Class A Members.

- b. On or before seven (7) years from the recording of the Declaration.

- c. Such earlier date as Developer, in its sole discretion, may determine in writing.

After Turnover, the Class A Members may vote to elect the majority of the members of the Board. After Turnover, the Developer, as a Class A Member, shall have one vote for each Parcel owned by Developer. After Turnover, for so long as the Developer owns at least five percent (5%) of the Parcels within the Property, the Developer may appoint the minority of the Board of Directors' or not less than one (1) Director. After Turnover, the Developer will be a Class A Member with respect to Parcels which it owns and shall have all rights and obligations of a Class A Member except that it may not cast its votes for the purpose of reacquiring control of the Association."

2. The last sentence of Article IV(A)(1) is replaced and amended to read in its entirety as follows:

"Unless Developer sooner conveys such Common Property or any portion thereof to the Association by recorded instrument, all remaining Common Property not deeded to the Association shall be deemed conveyed to the Association (except those portions of the Fountain View Roads as are located within the boundary of a Parcel and except for those portions of the Stormwater Management

System and lakes as are located within the boundary of a Parcel), without further act or deed by Developer at such time as the Developer has completed all Improvements to the Common Property or until the first issuance of insurance by FHA/VA on a Parcel, whichever shall first occur."

3. Article VIII of Exhibit B to the Declaration (Articles of Incorporation) is revised to delete John Molyneaux as a member of the Board of Directors and to identify the Board of Directors as David A. Smith, Christine Braun and Linda A. Schaedel, all with an address of 7785 Baymeadows Way, Suite 200, Jacksonville, Florida 32256.
4. Article X of Exhibit B to the Declaration (Articles of Incorporation) is revised to delete John Molyneaux as the President of the Association and to identify David A. Smith as the President of the Association. Christine Braun is the Vice President of the Association, and Linda A. Schaedel remains the Secretary/Treasurer of the Association. All of the officers have an address of 7785 Baymeadows Way, Suite 200, Jacksonville, Florida 32256.
5. Article XII of Exhibit B to the Declaration (Articles of Incorporation) is replaced and amended to read in its entirety as follows:

"The members of the Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the written consent of sixty-six and two-thirds percent (66 2/3%) of the voting interests within Brightwater or the approval of persons holding seventy five percent (75%) of the votes at a duly noticed meeting at which a quorum is present, in person or by proxy. Provided, further, that no amendment shall conflict with any provisions of the Declaration. After Turnover, the consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and

conditions, and subject to the time limitations, set forth in the Declaration. Any amendments to these articles that affect the rights of the St. Johns River Water Management District, shall be subject to the approval of the St. Johns River Water Management District. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County."

6. Except as amended and supplemented herein, the Declaration remains in full force and effect.

**[Remainder of page is intentionally left blank.]**

IN WITNESS WHEREOF, the undersigned sets its hand and seal as of the date first above written.

Signed, sealed and delivered in the presence of:

PULTE HOME CORPORATION, a Michigan corporation

Becky Hyatt  
Print Name: Beckie Hyatt

By: David A. Smith  
Name: David A. Smith  
Its: Attorney-in-Fact/Employee

Connie Gordon  
Print Name: Connie Gordon

[Corporate Seal]

STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May 2002, by DAVID A. SMITH, the ATTORNEY in fact of Pulte Home Corporation, a Michigan corporation, on behalf of the corporation and the limited liability company. He  is personally know to me or  produced \_\_\_\_\_ as identification.

Linda A. Schaedel  
Print Name: LINDA A. SCHAEDEL  
Notary Public - State of Florida  
My commission expires: June 25, 2005  
Commission number: PD 036580

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