

PREPARED BY
GRIFFIN HELWIG, ESQ.
12428 SAN JOSE BLVD. SUITE 2
JACKSONVILLE, FL 32223

**ANNEXATION, AMENDMENT AND SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF GENTLE WOODS PHASE I**

THIS ANNEXATION, AMENDMENT AND SUPPLEMENT TO DECLARATION (the "Amendment") made as of this 21 day of April, 2005, by M.L. PROPERTIES, L.L.C., an Illinois limited liability company (hereinafter referred to as the "Declarant").

RECITALS:

A. M.L. PROPERTIES, L.L.C., executed and caused to be recorded that certain Declaration of Covenants, Conditions and Restrictions of GENTLE WOODS PHASE I, being dated August 22, 2003, and recorded in Official Records Book 11348, page 968, of the current public records of Duval County, Florida (the "Declaration").

B. Pursuant to Section 7.9 of the Declaration, Declarant now desires to annex the following described land to be a part of "Property," as that term is defined in the Declaration:

GENTLE WOODS PHASE 3, in accordance with the plat thereof as recorded in Plat Book 57, pages 43, 43A, 43B, 43C and 43D, of the current public records of Duval County, Florida, (the "Additional Property").

C. BankAtlantic is the owner and holder of a mortgage or mortgages encumbering all or a part of the Additional Property.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the undersigned amends the Declaration as follows:

1. The Additional Property, which is the subject of this Amendment, constitutes additional property which is hereby annexed to and shall hereafter be a part of the "Property," as that term is described in the Declaration.

2. Except as modified herein, the original Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused the foregoing Declaration to be executed and, as to Declarant, by its duly authorized officer on the date set forth above.

Signed, sealed and delivered
in the presence of:

M.L. PROPERTIES, L.L.C., an Illinois limited liability company

James T. Pearce
Print: James T. Pearce

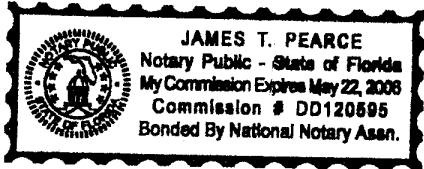
BY: Frank Blazeovich
Frank Blazeovich, its Member/Manager

Barbara Pearce
Print: Barbara A. Pearce

10350

Florida
STATE OF ~~ILLINOIS~~
COUNTY OF ~~LAKE~~ Duval

The foregoing instrument was acknowledged before me this 20th day of April, 2005, by Frank Blazevich, Member/Manager of M.L. PROPERTIES, L.L.C., an Illinois limited liability company, on behalf of the company. He is personally known to me or produced _____ as identification.



James T. Pearce
Notary Public
My commission expires:

MORTGAGEE CONSENT

The undersigned, BANKATLANTIC, the holder of a mortgage or mortgages encumbering all of the property in GENTLE WOODS PHASE 3, according to the plat thereof as recorded in Plat Book 57, pages 43, 43A, 43B, 43C and 43D, of the current public records of Duval County, Florida, joins in the execution of the Annexation, Amendment and Supplement to Declaration of Covenants, Conditions and Restrictions of Gentle Woods Phase I (the "Annexation") for the purpose of consenting to the Annexation.

DATED this 21st day of April, 2005.

Signed, sealed and delivered
in the presence of:

Kay D. Hendrixson
Print: Kay D. Hendrixson
Michael Brown
Print: MICHAEL BROWN

BANKATLANTIC
BY: Michael P. Blevins
Michael P. Blevins
Its Senior Vice President

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was sworn to, subscribed and acknowledged before me by Michael P. Blevins, as Senior Vice President of BANKATLANTIC, on its behalf. He is personally known to me or produced _____ as identification.

Kay D. Hendrixson
Notary Public, State of Florida

My commission expires



State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of DAYBREAK WOODS PHASE I HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on October 2, 2003, as shown by the records of this office.

The document number of this corporation is N03000008654.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixth day of October, 2003



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

**ARTICLES OF INCORPORATION
OF
DAYBREAK WOODS PHASE I HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
03 OCT -2 PM 3:40
STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, by these articles, associates himself for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopts the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is **DAYBREAK WOODS PHASE I HOMEOWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

ARTICLE II. TERM OF EXISTENCE

The association shall have perpetual existence.

ARTICLE III. PURPOSE

This association is organized for the purpose of providing an entity for the operation of a homeowners' association located in Duval County, Florida, and known as DAYBREAK WOODS PHASE I HOMEOWNERS' ASSOCIATION, to be created under the covenants, restrictions and easements of DAYBREAK WOODS PHASE I, as recorded in Plat Book 55, pages 16, 16A, 16B, 16C, 16D and 16E, of the current public records of Duval County, Florida, and any additional Future Development Property, which are annexed under the covenants, restrictions and easements.

ARTICLE IV. MEMBERS

Membership. The Association shall have two classes of voting membership:

Class A - Class A Members shall be all Owners who have taken title to one or more Lots, excluding the Developer. A Class A Member shall be entitled to one vote for each Lot owned by such Member. When a Lot is owned by more than one person, all such persons shall be Members. The vote for such Lot shall be exercised as the Owners determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B - The Class B Member shall be Developer, which shall be initially entitled to a number of votes equal to the number of Lots in the Property, plus one. The total number of votes

of the Class B Member shall be increased at the time of annexation of Future Development Property to a number equal to the number of Lots included on the plat of the Property and the Future Development Property, plus one. The total number of votes of the Class B Member shall increase as herein set forth each time a portion of the Future Development Property is annexed as provided in this Declaration. Class B Membership shall terminate upon the happening of one of the following events, whichever first occurs: (i) when Developer has conveyed one hundred percent (100%) of the Lots located on the Property and the Future Development Property, if annexed as herein provided, or (ii) at such earlier date as Developer, in his sole discretion, may determine.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 12428 San Jose Boulevard, Suite 2, Jacksonville, Florida, 32223, and the name of the initial registered agent of this corporation at that address is GRIFFIN HELWIG.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The number of persons constituting the first board of directors shall be three and their names and addresses are as follows:

NAME -----	ADDRESS -----
Frank Blazeovich	14000 Rockland Road Libertyville, Illinois 60048
Michael Blazeovich	14000 Rockland Road Libertyville, Illinois 60048
James T. Pearce	12297 Hidden Hills Drive Jacksonville, Florida 32223

The directors shall be elected in accordance with the by-laws.

The name and address of the sole incorporator to these articles is as follows:

NAME -----	ADDRESS -----
Frank Blazeovich	14000 Rockland Road Libertyville, Illinois 60048

The corporation's mailing address is 14000 Rockland Road, Libertyville, Illinois, 60048.

ARTICLE VII. BYLAWS

The board of directors shall adopt bylaws consistent with these articles. The bylaws may be amended by members in accordance with the terms set forth in the bylaws.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

These articles may be amended by the Class B Membership (for so long as there is a Class B Membership).

These articles may be amended by written amendment signed by 75% of the lot owners after a proposed amendment is made by not fewer than 50% of the lot owners at a duly called meeting of the Association in accordance with the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this the 22 day of August, 2003.

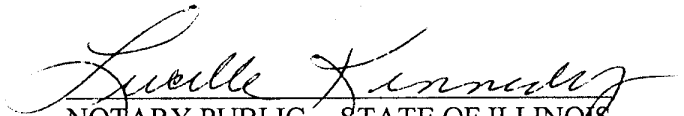


FRANK BLAZEVIICH, Incorporator

STATE OF ILLINOIS

COUNTY OF LAKE

Before me, the undersigned authority, on this 22 day of August, 2003, personally appeared FRANK BLAZEVIICH, who is personally known to me/..... produced as identification, and who was sworn and says that the foregoing is true.



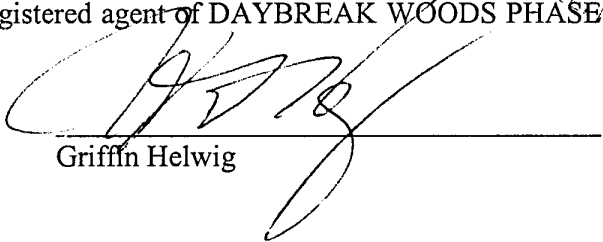
NOTARY PUBLIC -- STATE OF ILLINOIS
Print Name: Lucille KENNEDY

My Commission Expires: 9/23/06



ACCEPTANCE OF REGISTERED AGENT

I HEREBY accept designation as the registered agent of DAYBREAK WOODS PHASE
I HOMEOWNERS' ASSOCIATION, INC.



Griffin Helwig

FILED
03 OCT -2 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of STARRATT CROSSING HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on August 23, 2004, as shown by the records of this office.

The document number of this corporation is N04000008286.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-eighth day of October, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

**ARTICLES OF INCORPORATION
OF
STARRATT CROSSING HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FD
04 AUG 23 PM 3:49
STATE
OFFICE
FLORIDA

The undersigned incorporator, by these articles, associates himself for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopts the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is **STARRATT CROSSING HOMEOWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

ARTICLE II. TERM OF EXISTENCE

The association shall have perpetual existence.

ARTICLE III. PURPOSE

This association is organized for the purpose of providing an entity for the operation of a homeowners' association located in Duval County, Florida, and known as **STARRATT CROSSING HOMEOWNERS' ASSOCIATION**, to be created under the covenants, restrictions and easements of **STARRATT CROSSING**, as recorded in Plat Book 56, pages 53, 53A and 53B, of the current public records of Duval County, Florida, and any additional Future Development Property, which is, or may in the future become, annexed under the covenants, restrictions and easements.

ARTICLE IV. MEMBERS

Membership. The Association shall have two classes of voting membership:

Class A - Class A Members shall be all Owners who have taken title to one or more Lots, excluding the Developer. A Class A Member shall be entitled to one vote for each Lot owned by such Member. When a Lot is owned by more than one person, all such persons shall be Members. The vote for such Lot shall be exercised as the Owners determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B - The Class B Member shall be Developer, which shall be initially entitled to a number of votes equal to the number of Lots in the Property, plus one. The total number of votes of the Class B Member shall be increased at the time of annexation of Future Development Property to a number equal to the number of Lots included on the plat of the Property and the Future Development Property, plus one. The total number of votes of the Class B Member shall increase as herein set forth each time a portion of the Future Development Property is annexed as provided in this Declaration. Class B Membership shall terminate upon the happening of one of the following events, whichever first occurs: (i) when Developer has conveyed one hundred percent (100%) of the Lots located on the Property and the Future Development Property, if annexed as herein provided, or (ii) at such earlier date as Developer, in his sole discretion, may determine.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 12428 San Jose Boulevard, Suite 2, Jacksonville, Florida, 32223, and the name of the initial registered agent of this corporation at that address is GRIFFIN HELWIG.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The number of persons constituting the first board of directors shall be three and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank Blazeovich	14000 Rockland Road Libertyville, Illinois 60048
Michael Blazeovich	14000 Rockland Road Libertyville, Illinois 60048
James T. Pearce	12297 Hidden Hills Drive Jacksonville, Florida 32223

The directors shall be elected in accordance with the by-laws.

The name and address of the sole incorporator to these articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Griffin Helwig	12428 San Jose Boulevard, Suite 2 Jacksonville, Florida 32223

The corporation's mailing address is 14000 Rockland Road, Libertyville, Illinois, 60048.

ARTICLE VII. BYLAWS

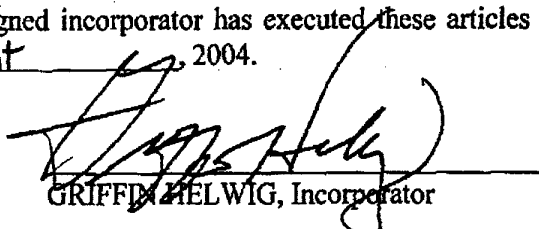
The board of directors shall adopt bylaws consistent with these articles. The bylaws may be amended by members in accordance with the terms set forth in the bylaws.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

These articles may be amended by the Class B Membership (for so long as there is a Class B Membership).

These articles may be amended by written amendment signed by 75% of the lot owners after a proposed amendment is made by not fewer than 50% of the lot owners at a duly called meeting of the Association in accordance with the bylaws.

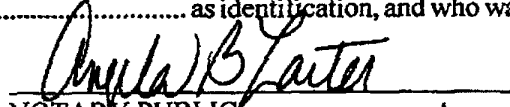
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this the 19 day of August, 2004.



 GRIFFIN HELWIG, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, on this 19 day of August, 2004, personally appeared GRIFFIN HELWIG, who ...X... is personally known to me/..... produced as identification, and who was sworn and says that the foregoing is true.



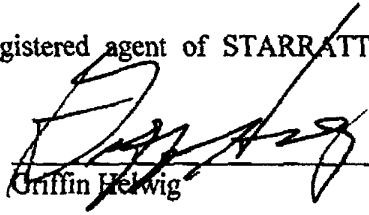
 NOTARY PUBLIC
 Print Name: Angela B. Carter

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I HEREBY accept designation as the registered agent of STARRATT CROSSING HOMEOWNERS' ASSOCIATION, INC.


Griffin Helwig

04 AUG 23 PM 3:49

5 MIN. RETURN
PHONE # 704-3165

**ANNEXATION, AMENDMENT AND SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF GENTLE WOODS PHASE I**

THIS ANNEXATION, AMENDMENT AND SUPPLEMENT TO DECLARATION (the "Amendment") made as of this 6 day of November, 2003, by M.L. PROPERTIES, L.L.C., an Illinois limited liability company (hereinafter referred to as the "Declarant").

RECITALS:

A. M.L. PROPERTIES, L.L.C., executed and caused to be recorded that certain Declaration of Covenants, Conditions and Restrictions of GENTLE WOODS PHASE I, being dated August 22, 2003, and recorded in Official Records Book 11348, page 968, of the current public records of Duval County, Florida (the "Declaration").

B. Pursuant to Section 7.9 of the Declaration, Declarant now desires to annex the following described land to be a part of "Property," as that term is defined in the Declaration:

GENTLE WOODS PHASE 2, in accordance with the plat thereof as recorded in Plat Book 56, pages 49, 49A, 49B and 49C, of the current public records of Duval County, Florida, as more particularly described in Exhibit "A" attached hereto (the "Additional Property").

C. BankAtlantic is the owner and holder of a mortgage or mortgages encumbering all or a part of the Additional Property.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the undersigned amends the Declaration as follows:

1. The Additional Property, which is the subject of this Amendment, constitutes additional property which is hereby annexed to and shall hereafter be a part of the "Property," as that term is described in the Declaration.
2. Except as modified herein, the original Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused the foregoing Declaration to be executed and, as to Declarant, by its duly authorized officer on the date set forth above.

Signed, sealed and delivered in the presence of:

E. L. Frederick
Print: E. L. FREDERICK

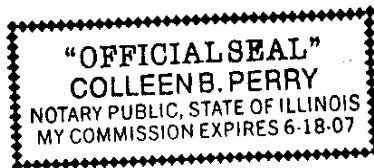
M.L. PROPERTIES, L.L.C., an Illinois limited liability company

BY: Frank Blazevich
Frank Blazevich, its Member/Manager

Nicole Hawkins
Print: Nicole Hawkins

STATE OF ILLINOIS
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 6 day of November, 2003, by Frank Blazevich, Member/Manager of M.L. PROPERTIES, L.L.C., an Illinois limited liability company, on behalf of the company. He is personally known to me or produced _____ as identification.



Colleen B Perry
Notary Public

My commission expires:

3

Exhibit A

THAT CERTAIN PIECE, PARCEL OR TRACT OF LAND LYING IN AND BEING A PORTION OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24, TOWNSHIP 3 SOUTH, RANGE 25 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SAID SECTION 24; THENCE ON THE NORTH LINE THEREOF RUN NORTH 88 DEGREES 50 MINUTES 49 SECONDS EAST, A DISTANCE OF 659.90 FEET TO THE EASTERLY LIMITED ACCESS RIGHT-OF-WAY LINE OF INTERSTATE HIGHWAY NO. I-295. (STATE ROAD NO. 9-A, ACCORDING TO FLORIDA DEPARTMENT OF TRANSPORTATION RIGHT-OF-WAY MAP SECTION NO. 72001-2405 A 300.0 FOOT LIMITED ACCESS RIGHT OF WAY AS ESTABLISHED); THENCE ON LAST SAID LINE RUN THE FOLLOWING TWO (2) COURSES: 1) SOUTH 00 DEGREES 17 MINUTES 40 SECONDS WEST, A DISTANCE OF 2,290.54 FEET; 2) SOUTHERLY ALONG THE ARC OF A CURVE CONCAVE EASTERLY AND HAVING A RADIUS OF 11,309.16 FEET, THROUGH A CENTRAL ANGLE OF 01 DEGREES 20 MINUTES 23 SECONDS, A DISTANCE OF 264.44 FEET TO A POINT LYING ON THE NORTHERLY RIGHT OF WAY LINE OF MORSE AVENUE (A VARIABLE WIDTH RIGHT OF WAY). SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 00 DEGREES 22 MINUTES 29 SECONDS EAST, 264.44 FEET; THENCE RUN THE FOLLOWING FOUR (4) COURSES ON LAST SAID LINE; 1) SOUTH 86 DEGREES 37 MINUTES 26 SECONDS EAST, A DISTANCE OF 802.24 FEET; 2) SOUTH 00 DEGREES 46 MINUTES 13 SECONDS EAST, A DISTANCE OF 17.00 FEET; 3) NORTH 89 DEGREES 12 MINUTES 25 SECONDS EAST, A DISTANCE OF 855.83 FEET; 4) NORTH 89 DEGREES 49 MINUTES 35 SECONDS, A DISTANCE OF 1842.13 FEET TO THE EASTERLY LINE OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24; THENCE ON LAST SAID LINE RUN NORTH 00 DEGREES 01 MINUTES 06 SECONDS EAST, A DISTANCE OF 284.43 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 58 MINUTES 43 SECONDS WEST A DISTANCE OF 824.46 FEET TO POINT OF CURVATURE OF A CURVE CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 60 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 90 DEGREES 00 MINUTES 00 SECONDS, A DISTANCE OF 94.25 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 44 DEGREES 58 MINUTES 43 SECONDS WEST, 84.85 FEET; THENCE NORTH 00 DEGREES 01 MINUTES 17 SECONDS EAST A DISTANCE OF 580.00 FEET TO THE SOUTHERLY RIGHT OF WAY LINE OF GENTLE OAKS DRIVE NORTH (A 50.00 FOOT RIGHT OF WAY AS ESTABLISHED); THENCE ON LAST SAID LINE RUN SOUTH 69 DEGREES 58 MINUTES 43 SECONDS EAST, A DISTANCE OF 215.00 FEET; THENCE NORTH 21 DEGREES 33 MINUTES 14 SECONDS EAST, A DISTANCE OF 53.75 FEET TO THE NORTHERLY RIGHT OF WAY LINE OF SAID GENTLE OAKS DRIVE NORTH; THENCE NORTH 00 DEGREES 01 MINUTES 17 EAST, A DISTANCE OF 100.00 FEET; THENCE SOUTH 89 DEGREES 58 MINUTES 43 SECONDS EAST, A DISTANCE OF 649.69 FEET TO THE EASTERLY LINE OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 24; THENCE ON LAST SAID LINE RUN SOUTH 00 DEGREES 01 MINUTES 06 SECONDS WEST, A DISTANCE OF 770.00 FEET TO THE POINT OF BEGINNING.

MORTGAGEE CONSENT

The undersigned, BANKATLANTIC, the holder of a mortgage or mortgages encumbering all of the property in GENTLE WOODS PHASE 2, according to the plat thereof as recorded in Plat Book 56, pages 49, 49A, 49B and 49C, of the current public records of Duval County, Florida, joins in the execution of the Annexation, Amendment and Supplement to Declaration of Covenants, Conditions and Restrictions of Gentle Woods Phase I (the "Annexation") for the purpose of consenting to the Annexation.

DATED this 12th day of November, 2003.

Signed, sealed and delivered
in the presence of:

Kay W. Hendrixson
Print: Kay Hendrixson

Michael Brown
Print: MICHAEL BROWN

BANKATLANTIC

BY: Michael P. Blevins
Michael P. Blevins
Its Senior Vice President

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was sworn to, subscribed and acknowledged before me by Michael P. Blevins, as Senior Vice President of BANKATLANTIC, on its behalf. He is personally known to me or produced _____ as identification.

Kay W. Hendrixson
Notary Public, State of Florida

My commission expires 11/13/2006
KAY B. HENDRIXSON
MY COMMISSION # DD 089493
EXPIRES: February 25, 2006
Bonded Thru Notary Public Underwriters

Doc# 2003371697
Book: 11471
Pages: 732 - 734
Filed & Recorded
11/13/2003 10:02:15 AM
JIM FULLER
CLERK, CIRCUIT COURT
DUVAL COUNTY
RECORDING \$ 13.00
TRUST FUND \$ 2.00