

Prepared by and Return to
Melissa S. Turra, Esq.
Holland & Knight LLP
50 North Laura Street, Suite 3900
Jacksonville, Florida 32202

**SUPPLEMENTAL MASTER DECLARATION
TO
MASTER DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
FOR
WILLOWCOVE**

THIS SUPPLEMENTAL MASTER DECLARATION is made this 9th day of March, 2010, by LENNAR/WEEKLEY WILLOW COVE, LLC, a Delaware limited liability company ("Declarant").

RECITALS:

A. Centex Homes, a Nevada general partnership ("Centex") and Centex/Lennar NFL Town Center South, LLC, a Delaware limited liability company ("Centex/Lennar NFL") subjected certain property to the terms and conditions of that certain Master Declaration of Covenants, Conditions and Restrictions for Willowcove recorded at Official Records Book 2950, page 1775 of the public records of St. Johns County, Florida, as may be amended from time to time (the "Declaration").

B. On February 6, 2009, Centex/Lennar NFL changed its name to Lennar/Weekley Willow Cove, LLC, a Delaware limited liability company ("Lennar/Weekley").

C. Pursuant to that certain Membership Interest Resignation, Redemption and Withdrawal and Termination Agreement among Lennar/Weekley, Centex and Lennar Homes, LLC, a Florida limited liability company, effective as of June 28, 2006, Centex redeemed and resigned all of its membership interest in Lennar/Weekley and Centex agreed that it shall have no further rights whatsoever with respect to Lennar/Weekley or the property subjected to, or which may be subjected to, the Declaration. Therefore, Lennar/Weekley is now the sole Declarant under the Declaration.

D. Pursuant Article VI, Section 6.1 of the Declaration, the Declarant has the right to subject to the Declaration any portion of the property described in Exhibit "B" to the Declaration by recording a Supplemental Master Declaration. A Supplemental Master Declaration recorded pursuant to Section 6.1 of the Declaration shall not require the consent of any person.

E. Declarant desires to record this Supplemental Master Declaration in order to submit additional property to the Declaration.

NOW, THEREFORE, in consideration of the premises, the Declarant hereby amends the Declaration as follows:

1. The Property described in Exhibit "A" attached hereto shall be subjected to the Declaration as of the date hereof.

2. Except as herein amended, the terms and conditions of the Declaration remain in full force and effect.

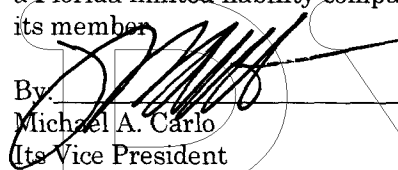
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This Supplemental Master Declaration has been duly executed on March 9, 2010.

**LENNAR/WEEKLEY WILLOW COVE,
LLC, a Delaware limited liability company**

By: LENNAR HOMES, LLC
a Florida limited liability company
its member

By: 
Michael A. Carlo
Its Vice President

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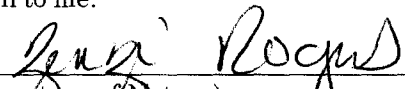
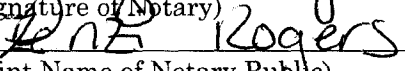
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on March 09, 2010, by Michael A. Carlo as the authorized agent of Lennar Homes, LLC, a Florida limited liability company, for and on behalf of said company, and who is personally known to me.

{Notary Seal must be affixed}



ZENZI ROGERS
Commission DD 634045
Expires January 29, 2011
Bonded Thru Troy Fain Insurance 800-385-7019


(Signature of Notary)

(Print Name of Notary Public)
Notary Public, State of Florida
My Commission Expires: 01/29/11
Commission No.: DD 634045

9143433_v1

“EXHIBIT A”

THE PROPERTY

The property described and depicted in Map Book 65, Pages 72-84, inclusive, of the public records of St. Johns County, Florida.

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