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Hernando County, Florida
11/18/2004 1:41PM
KAREN NICOLAI, Clerk

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Prepared by and return to:

R
DONNA J. FELDMAN, P.A.
19321-C U.S. Highway 19 North
Suite 103
Clearwater, FL 33764

**FIRST AMENDMENT TO DECLARATION
OF COVENANTS AND RESTRICTIONS FOR
SOUTHERN HILLS PLANTATION**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR SOUTHERN HILLS PLANTATION ("First Amendment") is made on this 11th day of November, 2004, by HAMPTON RIDGE DEVELOPERS, LLC, a Delaware limited liability company, whose address is 2202 N. West Shore Blvd., Suite 125, Tampa, Florida 33607, hereinafter referred to as "Developer."

WITNESSETH:

WHEREAS, Developer is the Developer under that certain Declaration of Covenants and Restrictions for Southern Hills Plantation recorded in Official Records Book 1914, Page 989, of the Public Records of Hernando County, Florida (hereinafter "Declaration"); and

WHEREAS, pursuant to Article XII, Section 3.a., of the Declaration, Developer has the right to amend the Declaration without the joinder or consent of any other person or legal entity; and

WHEREAS, Developer has determined that it would be desirable to clarify certain ambiguities in the Definitions provision of the Declaration.

NOW, THEREFORE, Developer hereby amends the Declaration in the following respects and declares that all of the Properties shall be held, sold and conveyed subject to the terms and conditions of the Declaration, as amended hereby:

1. Article I, Section 2.v., of the Declaration is hereby amended in its entirety to read as follows:

"Developer" or "Declarant" means Hampton Ridge Developers, LLC, a Delaware limited liability company, whose address is 2202 N. West Shore Blvd., Suite 125, Tampa, Florida 33607, its successors and assigns to whom the rights of the Developer or Declarant hereunder are specifically assigned, in whole or in part. Developer or Declarant may assign all or a portion of such rights in one or more assignments. In the event of a partial assignment, the assignee shall not be deemed the Developer or Declarant unless expressly stated in the assignment,

but may exercise such rights of Developer or Declarant as are specifically assigned to it. Any assignment may be made on a non-exclusive basis.

2. Except as expressly modified by this Amendment, the Declaration shall remain unmodified and unamended, and Developer hereby ratifies and reaffirms same.

IN WITNESS WHEREOF, Developer has executed this Declaration the date first stated above.

HAMPTON RIDGE DEVELOPERS, LLC,
a Delaware limited liability company

By: LandMar Group, LLC,
a Delaware limited liability company

Its: Sole Member

By: LandMar Management, LLC,
a Delaware limited liability company,

Its: Manager

By: [Signature]
James P. Harvey, Vice President

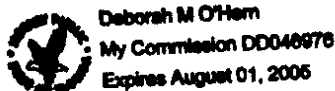
[Signature]
Printed Name: Deborah M. O'Hern

[Signature]
Printed Name: Daniel L. Cole

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11 day of NOVEMBER, 2004, by James P. Harvey the Vice President of LandMar Management, LLC, a Delaware limited liability company, the manager of LandMar Group, LLC, a Delaware limited liability company, the sole member of Hampton Ridge Developers, LLC, a Delaware limited liability company, on behalf of the companies. He is personally known to me or has produced _____ as identification.

[Signature]
Notary Public, State of Florida



Print Name
My Commission Expires: