

This Instrument Prepared by
Lisbeth P. Bruce, Esquire
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205
(941) 748-0100

**FIRST AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
MANDALAY**

THIS FIRST AMENDMENT TO DECLARATION, made as of the 2nd day of July, 2004, by
WILMINGTON LAND COMPANY, a Florida corporation (hereinafter referred to as "Developer").

RECITALS:

WHEREAS, Developer is the Developer of a planned single-family residential community known as "Mandalay" (the "Neighborhood") and has caused the Declaration of Covenants, Conditions and Restrictions for Mandalay (the "Declaration") to be recorded in Official Records Book 1915, Page 6706, of the Public Records of Manatee County, Florida; and

WHEREAS, the Developer is the Developer Member of Mandalay Homeowner's Association, Inc. (the "Association") and is actively developing the Neighborhood, and is therefore empowered to amend the Declaration pursuant to Paragraph 8.12 thereof.


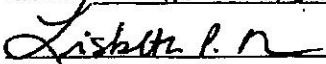
NOW THEREFORE, for and in consideration of the premises and for other good and valuable considerations, the Developer, for itself and its legal representatives, successors and assigns, hereby amends the Declaration as follows:

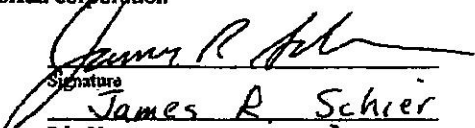
1. **Recitals.** The foregoing recitals are true and correct and are hereby incorporated herein.
2. **Title to Irrigation Well and Pump Station Sites.** Pursuant to Paragraph 8.2 of the Stormwater Easement License and Reimbursement Agreement for Mandalay ("License Agreement"), which was attached to the Declaration as Exhibit "I", the Developer and Licensee shall have the right to obtain, or cause to be obtained any Permits that may be required to use and control the surface and subsurface waters within the Neighborhood, and shall have the right to take such other actions that may be necessary or appropriate, in their sole discretion, in applying for and keeping in force any such Permits. Developer and Licensee have determined that it is necessary and appropriate, in applying for and keeping in force the requisite Permits, to transfer title to some or all of the Irrigation Well and/or Pump Station Sites within the Neighborhood to certain designees who will hold title subject to the terms of the Declaration and the License Agreement. Accordingly, Paragraph 2.07 of the Declaration is hereby amended to add the following to the end thereof: "Notwithstanding the foregoing or anything to the contrary contained in this Declaration, or any of the Exhibits attached hereto, the nature of the interest to be conveyed by the Developer to the Association with respect to Irrigation Well and/or Pump Station Sites designated by the Developer and/or the Licensee pursuant to the rights and reservations in favor of the Developer and/or the Licensee pursuant to the terms of the Declaration and/or the License Agreement, may, at the option of the Developer take the form of a conveyance of a non-exclusive easement for the uses and purposes permitted pursuant to the Declaration and the License Agreement."
3. **Effect on Remainder of Declaration.** Except to the extent modified herein, all terms and conditions of the Declaration shall remain in full force and effect.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties hereunto set their hands and seals the day and year first above written.

WILMINGTON LAND COMPANY,
a Florida corporation


Print Name WILLIAM C. ROBINSON JR.

Print Name Lisbeth P. Bruce

By: 
Signature
Print Name James R. Schier
Print Title Vice President

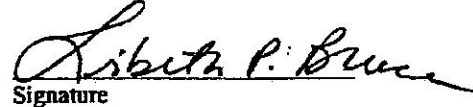
Mailing Address:
8210 Lakewood Ranch Boulevard
Bradenton, FL 34202

STATE OF Florida
COUNTY OF Manatee

The foregoing instrument was subscribed and sworn to before me this 2 day of July, 2004,
by James R. Schier as Vice President
of Wilmington Land Company, a Florida corporation

who is personally known to me
 who produced _____ as
identification, and who acknowledged before me that he/she executed the same freely and voluntarily for the purposes
therein expressed under authority duly vested in him/her by said corporation.
My Commission Expires:

LISBETH P. BRUCE
Notary Public, State of Florida
My comm. exp. July 28, 2005
Comm. No. DD 037216


Signature

Printed Name
NOTARY PUBLIC