

LARRY WHALEY
OSCEOLA COUNTY, FLORIDA
CLERK OF CIRCUIT COURT

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Prepared by/Record and Return to:

William C. Guthrie
Baker & Hostetler, LLP
200 South Orange Avenue Suite 2300
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FIRST AMENDMENT TO

PARCEL DECLARATION OF

COVENANTS, CONDITIONS, RESTRICTIONS

AND OBLIGATIONS

(Phase 1, Parcel 1, Units 1, 2, and 3 –SFH Lots)

EXHIBITS

| | |
|--------------|--------------------------------------|
| SCHEDULE "1" | DESCRIPTION OF ORIGINAL PARCEL |
| SCHEDULE "2" | DESCRIPTION OF ADDITIONAL PROPERTY |
| SCHEDULE "3" | CONCEPTUAL PLAN REQUIREMENTS |
| SCHEDULE "4" | DESIGN DEVELOPMENT PLAN REQUIREMENTS |
| SCHEDULE "5" | FINAL PLAN REQUIREMENTS |

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THIS SPACE FOR RECORDER'S USE

FIRST AMENDMENT TO
PARCEL DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND OBLIGATIONS

THIS FIRST AMENDMENT TO PARCEL DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND OBLIGATIONS ("First Amendment") is made and entered into this 19 day of February, 2003, by **GINN – LA ORLANDO LTD, LLLP**, a Georgia limited liability limited partnership having an office at 1 Florida Park Drive South, Suite 300, Palm Coast, Florida 32137 (referred to herein as the "**Declarant**").

WHEREAS, prior to the recordation of this First Amendment, Declarant has filed that certain Master Declaration of Covenants, Conditions, Restrictions and Easements for Reunion Resort & Club of Orlando recorded January 18, 2002 in Official Records Book 1990, Page 1654, et. seq.; of the Public Records of Osceola County, Florida ("**Master Declaration**").

WHEREAS, prior to the recordation of this First Amendment, Declarant has filed that certain Parcel Declaration of Covenants, Conditions, Restrictions and Obligations recorded October, 16 2002 in Official Records Book 2129, Page 2573 et. seq.; of the Public Records of Osceola County, Florida ("**Parcel Declaration**").

WHEREAS, pursuant to the terms of the Master Declaration and Parcel Declaration, Declarant may amend the terms of the Parcel Declaration and may annex additional property to the terms of the Master Declaration and Parcel Declaration.

WHEREAS, Declarant wishes to ensure the orderly development of the original property subjected to the Parcel Declaration as more particularly described on Schedule "1" attached to this First Amendment and incorporated herein by reference ("**Original Parcel**") and additional property that Declarant now wishes to subject to the terms of the Parcel Declaration, such additional property more particularly described on Schedule "2" attached to this First Amendment and incorporated herein by reference (the "**Additional Property**").

WHEREAS, pursuant to the terms of the Master Declaration and Parcel Declaration, Declarant is recording this First Amendment articulating development conditions and imposing additional covenants, conditions, restrictions and obligations on the Additional Property.

NOW THEREFORE, Declarant hereby declares, submits and imposes the covenants, conditions, restrictions and obligations set forth in the Parcel Declaration upon the Additional Property as a covenant running with title to the Parcel and amends the covenants, conditions, restrictions and obligations of the Parcel Declaration as provided below:

1. The above Recitals are incorporated herein.
2. All capitalized terms not specifically defined in this First Amendment shall have the meaning ascribed to such terms in the Parcel Declaration.
3. The term "Parcel" as defined in Article 1.1.15 of the Parcel Declaration and as utilized in the Parcel Declaration shall hereafter be amended to include both the Original Parcel and the Additional Property, together with all easements and rights appurtenant to such parcels of land.
4. The first sentence of Article 1.1.16. of the Parcel Declaration is deleted in its entirety and replaced with the following:

1.1.16. "Permitted Use" means the subdivision of the Parcel into a maximum of three hundred seventeen (317) Units (the "**Maximum Permitted Units**") (plus additional tracts for ancillary purposes as described below) in accordance with the plats approved by Declarant in writing.
5. Article 1.1.19. of the Parcel Declaration is deleted in its entirety and replaced with the following:

1.1.19. "Unit" means a residential lot within the Parcel and applies to each of the platted residential lots within the Parcel as shown on the recorded plats for the Parcel and this Parcel Declaration shall be applied and interpreted as if it had been separately recorded against each of such residential lots.
6. Article 2.4.1. of the Parcel Declaration is deleted in its entirety and replaced with the following:

2.4.1 In accordance with Section 6.4 of the Master Declaration, the Parcel is assigned to the "Phase 1, Parcel 1 Neighborhood." The number of votes allocated to the Units in the "Phase 1, Parcel 1 Neighborhood" shall be one vote per Assessment Unit as set forth on Exhibit "D" to the Master Declaration. Additional property, permitting the construction of additional Units, may also be added to the Parcel from time to time, in Declarant's discretion. However, Declarant is under no obligation to add any additional Units or property to the Parcel.
7. Article 2.8 of the Parcel Declaration is deleted in its entirety and replaced with the following:

For purposes of allocating assessments pursuant to Sections 9.2.2 and 9.4 of the Master Declaration, all Units in the Parcel shall be "Residential Units," as that term is defined in the Master Declaration. Other assessments shall be allocated in accordance with the provisions of Section 9 of the Master Declaration. In no event shall the Parcel be subdivided into a different number of Units than contained in the plats without the prior written approval of Declarant, in its sole, absolute and unfettered discretion, which approval shall be recorded in the public records of Osceola County, Florida. After recordation of such approval and the subsequent approval of applicable Governmental Authority, the Parcel shall be deemed to contain the number of Units (which shall be Residential Units under the Master Declaration) set forth in Declarant's approval.

In addition to the assessments set forth in the Master Declaration, upon the initial closing of the sale of a Unit to an Owner other than Developer, such Owner shall be responsible for the Owner's portion of the Service Area Assessment on the Parcel for working capital expenses and reserves in the amount of Two Hundred and Fifty Two Dollars (\$252.00).

8. Exhibit "III" to the Parcel Declaration is deleted in its entirety and replaced by the Exhibit "III" contained on Schedule "2" to this First Amendment.

9. Exhibit "IV" to the Parcel Declaration is deleted in its entirety and replaced by the Exhibit "IV" contained on Schedule "3" to this First Amendment.

10. Exhibit "V" to the Parcel Declaration is deleted in its entirety and replaced by the Exhibit "V" contained on Schedule "4" to this First Amendment.

11. Except as indicated herein, the terms of the Parcel Declaration remain unchanged.

12. By its execution below, Declarant certifies that this First Amendment has been duly approved by Declarant.

13. This Amendment shall take effect upon recordation in the Public Records of Osceola County.

IN WITNESS WHEREOF, Declarant has caused this First Amendment to be executed and sealed by its duly authorized representatives, all effective as of the day and year first written above.

WITNESSES:

DECLARANT:

GINN-LA ORLANDO LTD., LLLP, a Georgia limited liability limited partnership

By: GINN-ORLANDO GP, LLC, a Georgia limited liability company, its sole general partner

[Signature]
MARITZA ARIAS (Print Name)

By: [Signature]
Name: JAMES COOPER
Date: 2/19/03
Title: Vice President

[Signature]
Brenda S. Pate (Print Name)

STATE OF FLORIDA
COUNTY OF Osceola

The foregoing First Amendment was acknowledged before me this 19th day of February, 2003 by James Cooper as Vice President of GINN-ORLANDO GP, LLC, a Georgia limited liability company, as General Partner of GINN-LA ORLANDO LTD., LLLP, a Georgia limited liability limited partnership, on behalf of the partnership. He/She [] is personally known to me or [] has produced _____ as identification.

[Signature]
Notary Public
Print Name: MARITZA ARIAS
My Commission Expires: 3/22/2005

MARITZA ARIAS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD011490
EXPIRES 3/22/2005
BONDED THRU 1-888-NOTARY1

SCHEDULE "1"

Description of Original Parcel

Reunion Phase 1, Parcel 1, Unit 1, pursuant to that certain Plat recorded in Plat Book 14, Pages 15-23, Public Records of Osceola County, Florida.

SCHEDULE "2"

Description of Additional Property

Reunion Phase 1, Parcel 1, Unit 2, pursuant to that certain Plat recorded in Plat Book 14, Pages 118-119, Public Records of Osceola County, Florida.

Together with:

Reunion Phase 1, Parcel 1, Unit 3, pursuant to that certain Plat recorded in Plat Book 14, Pages 77-80, Public Records of Osceola County, Florida.

SCHEDULE "3"**EXHIBIT "III"****Conceptual Plan Requirements****Materials To Be Submitted by Owner to Declarant in Conjunction with Declarant's Review of Conceptual Plans for any Improvements****Architectural Plan Requirements:**

1. Preliminary plot plans (1" = 40' : north arrow, scale and coordinate grid system) indicating: plot boundaries; proposed buildings, existing and proposed facilities, hardscaped areas, landscaped areas, preliminary plant list, fences, walls, entry features, and other site improvements; proposed impacts to water bodies; development phases; and proposed pedestrian access and circulation.
2. One site cross-section for each site showing the relationship of proposed buildings and facilities with existing and proposed grade lines.
3. Preliminary dimensioned architectural plans, drawings and specifications (1/4" = 1'0": north arrow, scale and coordinate grid system) indicating building exteriors; general architectural floor plans, sections and elevations for exterior Improvements on or to the Parcel.
4. A conceptual construction budget for the proposed improvements.
5. All plans and other materials must be in compliance with the requirements of the Residential Design Guidelines promulgated and modified by Declarant from time to time in its sole discretion.

Infrastructure Conceptual Plan Requirements:

1. A preliminary technology plan that shall comply with Technology and Wiring Standard Requirements provided by Declarant, as the same may be reasonably promulgated and modified by Declarant from time to time in its sole discretion, including, but not limited to, pre-wiring each unit for telecommunications and security services in accordance with the Pre-Wire Specifications and Requirements.
2. A preliminary landscape plan (1" = 40': north arrow, scale and coordinate grid system) indicating: landscape design concepts; tree and shrub material groupings and planting (including, without limitation, botanical name, common name and size); existing and proposed site grading.

3. A preliminary site grading plan (1" = 40': north arrow, scale and coordinate grid system) indicating: proposed finished floor elevations; and size and inverts of primary storm drain mains.
4. All plans and other materials must be in compliance with the requirements of the Residential Design Guidelines, as the same may be reasonably promulgated and modified by Declarant from time to time in its sole discretion.

SCHEDULE "4"**EXHIBIT "IV"****Design Development Plan Requirements****Materials to be Submitted by Owner to Declarant in Conjunction with Declarant's Review of Design Development Plans for any Improvements****General Requirement:**

1. A further refinement of and revised copies of all of the items included in the Conceptual Plans and described in Exhibit "III" above.
2. Architectural plans, drawings and specifications (1/4" =1'0": north arrow, scale and coordinate grid system) indicating: exterior building materials colors and textures; all architectural floor plans, roof plans, sections, elevations and perspectives for all exterior Improvements on or to the Parcel.
3. All plans and other materials must be in compliance with the requirements of the Residential Design Guidelines and the Technology and Wiring Standard Requirement promulgated and modified by Declarant from time to time in its sole discretion.

SCHEDULE "5"**EXHIBIT "V"****Final Plan Requirements****Required Materials to be Submitted by Owner to Declarant in Conjunction with Declarant's Review of Final Plans for any Improvements****General Requirement:**

A further refinement of and revised copies of all of the items included in the Design Development Plans and described in Exhibit "IV";

Final Architectural Plans:

1. A detailed description of the proposed development in terms of: acreage of Parcel area; percentages of building coverage, roads, open space; the location, size (height and floor area) and function of proposed facilities; the specific disposition of the various elements of the Improvements on the Parcel, the relationship of those elements to adjacent Properties; such county, state and federal approvals as Owner is obligated to obtain.
2. Final site plans (1" = 40': north arrow, scale and coordinate grid system) indicating: existing topography, proposed grading and cut and fill calculations; site boundaries; proposed buildings, facilities, drainageways, landscaped areas, fences, walls, signs, recreational areas, and other site improvements (including, without limitation, parking and vehicular access and circulation routes); development phases; and proposed pedestrian access and circulation routes.
3. Site cross-sections showing the relationship of proposed building with existing and proposed gradelines.
4. A final landscape plan (1" = 40': north arrow, scale and coordinate grid system) indicating: the location and identification of plant material (including, without limitation, botanical name, common name and size), site furniture, signs, special paving treatments, etc.; existing and proposed grading and drainage; landscape installation details; site graphics; and site lighting.
5. Final architectural plans and engineering drawings (1/4"=1'0": north arrow, scale and coordinate grid system), details, calculations and specifications required for approvals and construction of proposed improvements indicating: floor and roof plans; exterior building materials, colors and textures; exterior building lighting; architectural sections and elevations.

6. All plans and other materials must be in compliance with the requirements of the Residential Design Guidelines and the Technology and Wiring Standard Requirement promulgated and modified by Declarant from time to time in its sole discretion.

Infrastructure Plans:

1. A final site drainage plan (north arrow, appropriate scale and coordinate grid system) meeting all applicable governmental and permit requirements, indicating: drainage; stormwater retention, on-site; stormwater disposition, on-site; and plan and profile of storm drains to the points of connection to Declarant's storm water lines.
2. A final site grading plan (north arrow, appropriate scale and coordinate grid system) indicating: proposed finished floor elevations; parking lot and main road elevations; and the size and inverts of primary storm drain mains.
3. A final utilities/services plan and report indicating all underground utilities, including, without limitation: water supply requirements; wastewater flow requirements; natural gas and electrical requirements; and a list of industrial discharges and irrigation installation design and system, including provisions for connecting to and utilizing the reclaimed water system serving the Premises.
4. A final technology plan that shall comply with technology requirements set forth as Technology and Wiring Standard Requirement, as the same may be reasonably modified by Declarant from time to time (provided such modifications do not materially increase the cost or time of construction) including, but not limited to, pre-wiring each unit for telecommunications and security services in accordance with the Pre-Wire Specifications and Requirements.
5. All plans and other materials must be in compliance with the requirements of the Residential Design Guidelines and the Technology and Wiring Standard Requirement promulgated and modified by Declarant from time to time in its sole discretion.

Specifications and Samples

The proposed Final Plans shall include schedules of, and specifications for, all materials comprising a portion of the exterior of the Improvements and samples and color-boards of the materials to be used thereon.

STATE OF FLORIDA, COUNTY OF ESCROW, CLERK OF COURTS, DO HEREBY CERTIFY
 that the above and foregoing is a true copy of the
 original document recorded in the public records.
 LARRY WHALEY., Clerk Circuit Court

2003 2-21-03 By S. Swilley D.C.