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This Instrument prepared by:
Christopher J. Shields, Esq.
PAVESE LAW FIRM
1833 Hendry Street
Fort Myers, Florida 33901
(239) 334-2195

**CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR
HERITAGE BAY GOLF & COUNTRY CLUB**

THIS AMENDMENT is made this 23 day of March, 2009 by LENNAR HOMES, LLC, a Florida limited liability company, hereinafter called the "Declarant" to the Amended & Restated Declaration of Covenants, Conditions, and Restrictions for Heritage Bay Golf & Country Club.

WHEREAS, the Amended & Restated Declaration was recorded at O.R. Book 4355, Page 1839, Public Records of Collier County, Florida. The Declaration was originally recorded at O.R. Book 3989, Page 2218, Public Records of Collier County, Florida; and

WHEREAS, pursuant to Section 15.10 of this Amended & Restated Declaration, the Declarant may, in its sole discretion, by an instrument filed of record, unilaterally modify, enlarge, amend, waive or add to the covenants, conditions, and restrictions; and

WHEREAS, Declarant is desirous of amending the following Sections of this Amended & Restated Declaration, pursuant to its reserved right to amend;

NOW, THEREFORE, the following Sections shall be amended as follows:

(NOTE: Underlined language is added and ~~cross through~~-language is deleted).

4.2 Use of the Golf Course. The owners of each Lot or Living Unit are entitled to only one (1) Golf membership. Use rights in the golf course for each such membership shall be limited to the persons comprising one (1) "family." For purposes of this Section 4.2 only, "family" means one natural person or not more than two natural persons who are not related to each other by blood or adoption, who customarily reside and live together and otherwise hold themselves out as a single housekeeping unit. The decision as to whether two persons reside and constitute a qualifying family unit shall be a matter for the Board of Directors in their sole and unbridled discretion. Once designated and accepted by the Board as a qualifying family unit, no change in persons so constituting the qualifying family unit may be made except for one time in any calendar year and

no more than three times in any constituent partner's lifetime, but in all events such change in partner shall be subject to the Board's approval in its sole and unbridled discretion. Further, the biological or adopted children of only one of the persons shall be entitled to golf privileges if they meet all of the following conditions: (a) said child or children are age 21 or less; and (b) such child or children are not married or co-habiting with any third party; and (c) said children do not have custodial children of their own, (i.e., grandchildren of the member); and (d) said children reside with the owner on a permanent basis, or in the case of college or graduate students, at such times as the student is not enrolled in a college or university. If a Lot or Living Unit is owned by two or more persons who are not a "family" as described above, or is owned by an entity which is not a natural person, the owner shall be required to select and designate one (1) family as defined above to utilize the golf membership. The Club may restrict the frequency of changes in such designation when there is no change in ownership of the Lot or Living Unit.

IN WITNESS WHEREOF, we have hereunto affixed our hands and the seal of said corporation, this 23 day of March, 2009.

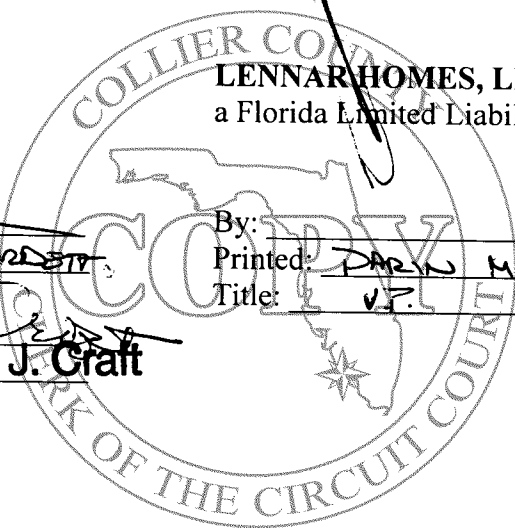
LENNAR HOMES, LLC,
a Florida Limited Liability Company

Witnesses:

[Signature]
Print name: STAN BURDET

[Signature]
Print name: Deanna J. Craft

By: _____
Printed: DARIN McMURRAY
Title: V.P.



STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was executed before me this 23 day of MARCH 2009, by DARIN McMURRAY, V. PRESIDENT (title) of **LENNAR HOMES, LLC**, a Florida Limited Liability Company, on behalf of the company. He/She is personally known to me or did produce _____ as identification.



Deanna J. Craft
Commission # DD415615
Expires July 20, 2009
Bonded Tray Felt - Insurance, Inc. 800-366-7014

Print, Type, or Stamp Commissioned Name
of Notary Public (Affix Notarial Seal)

[Signature]
Signature of Notary Public

Deanna J. Craft

Print name