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**Prepared by and return to:**

Leslie H. Gladfelter, Attorney  
Grimes Goebel Grimes Hawkins  
& Gladfelter, P.A.  
1023 Manatee Avenue West  
Bradenton, Florida 34205  
941-748-0151

**FIRST AMENDMENT TO  
DECLARATION OF COVENANTS, CONDITIONS  
AND RESTRICTIONS OF  
LAKEWOOD RANCH TOWN CENTER**

THIS FIRST AMENDMENT TO DECLARATION of Covenants, Conditions and Restrictions for Lakewood Ranch Town Center ("First Amendment") is made this 29 day of July, 1997, by Schroeder-Manatee, Inc., a Delaware corporation ("SMR"), and joined by Lakewood Ranch Town Center Owners Association, Inc., a Florida corporation not-for-profit ("Association"), and further joined by SMR Communities Joint Venture, a Florida general partnership ("Declarant").

**WITNESSETH**

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Lakewood Ranch Town Center ("Declaration"), dated July 23, 1997, was recorded in O.R. Book 1524, Page 6099, Public Records of Manatee County, Florida; and

WHEREAS, in connection with SMR's sale of a parcel of property within the Total Property to SecurityLink from Ameritech, Inc. ("SFA"), SMR, Association and Declarant have agreed to restrict certain uses on the Total Property (excluding, however, the parcel transferred to SFA and legally described in Exhibit "A" hereto; and

WHEREAS, capitalized terms in this First Amendment have the same meanings as defined in the Declaration, unless otherwise defined herein.

NOW THEREFORE, the Declaration is hereby amended as follows, and the Total Property shall be owned, used, sold, conveyed, encumbered, demised and occupied subject to the provisions of the Declaration, as amended by this First Amendment, which shall run with the land and be binding on all parties having any right, title or interest in or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each Owner thereof.

1. The foregoing Whereas clauses are acknowledged as being true and correct and are incorporated herein by reference.

2. No portion of the Total Property, except for the real property legally described in

**Exhibit "A"** hereto and made a part hereof ("Benefitted Parcel") may be used, possessed or operated by any owner, developer or tenant for the purpose of a building, 30,000 square feet or more of which is used for the business of security system monitoring, sales or service. Notwithstanding the foregoing provision, however, such prohibition will automatically expire and shall be of no further effect upon the earlier of (i) ten (10) years after the date that this First Amendment is recorded in the Public Records of Manatee County, Florida, or (ii) one (1) year after any person or entity ceases to conduct the business of security system monitoring, sales or service on Benefitted Parcel, or (iii) three (3) years after the date this Declaration is recorded in the Public Records of Manatee County, Florida, in the event a building has not been constructed on Benefitted Parcel and a security system monitoring, sales or service business has not opened for business therein. Within thirty (30) days after any such termination date, SFA (or its successors and assigns, as applicable) shall deliver to Declarant (in form and content acceptable to Declarant) an executed document in recordable form (which may be recorded by Declarant in the Public Records of Manatee County, Florida) specifying that this restriction is terminated and no longer of any force and effect. In the event Buyer does not timely provide such document, in form and content acceptable to Declarant, Buyer hereby appoints Declarant its attorney-in-fact to execute such a document and record same in the Public Records of Manatee County, Florida. In addition to any other rights conferred by this Declaration, the foregoing restriction shall be enforceable by suit for mandatory injunction or damages by the then-owner of Benefitted Parcel. The foregoing will not exclude small security firms (i.e., occupying space of less than 30,000 square feet) from operating out of the Total Property.

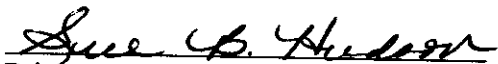
3. This Amendment has been approved in accordance with Article XIII, Section 5 of the Declaration.

4. Except as herein modified and supplemented, the terms and conditions of the Declaration shall remain in full force and effect.

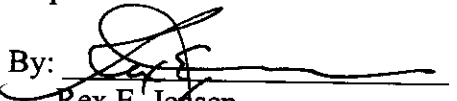
**IN WITNESS WHEREOF**, Schroeder-Manatee, Inc., Lakewood Ranch Town Center Owners Association, Inc., and SMR Communities Joint Venture, a Florida general partnership have caused this First Amendment to Declaration of Covenants, Conditions and Restrictions of Lakewood Ranch Town Center to be executed the day and year first above written.

Signed, Sealed and Delivered  
in the presence of:

  
Print name: Leslie Gladfelter

  
Print name: Sue B. Hudson

Schroeder-Manatee Ranch, Inc., a Delaware corporation

By:   
Rex E. Jensen  
its Vice President - Real Estate

Leslie Gladfelter  
Print name: Leslie Gladfelter

Sue B. Hudson  
Print name: Sue B. Hudson

Leslie Gladfelter  
Print name: Leslie Gladfelter

Sue B. Hudson  
Print name: Sue B. Hudson

Leslie Gladfelter  
Print name: Leslie Gladfelter

Sue B. Hudson  
Print name: Sue B. Hudson

SMR Communities Joint Venture, a Florida general partnership, by its partners:

SMR-1 Development Corporation, Inc., a Florida corporation

By: [Signature]  
Roger F. Postlethwaite  
its President

Schroeder-Manatee Ranch, Inc., a Delaware corporation

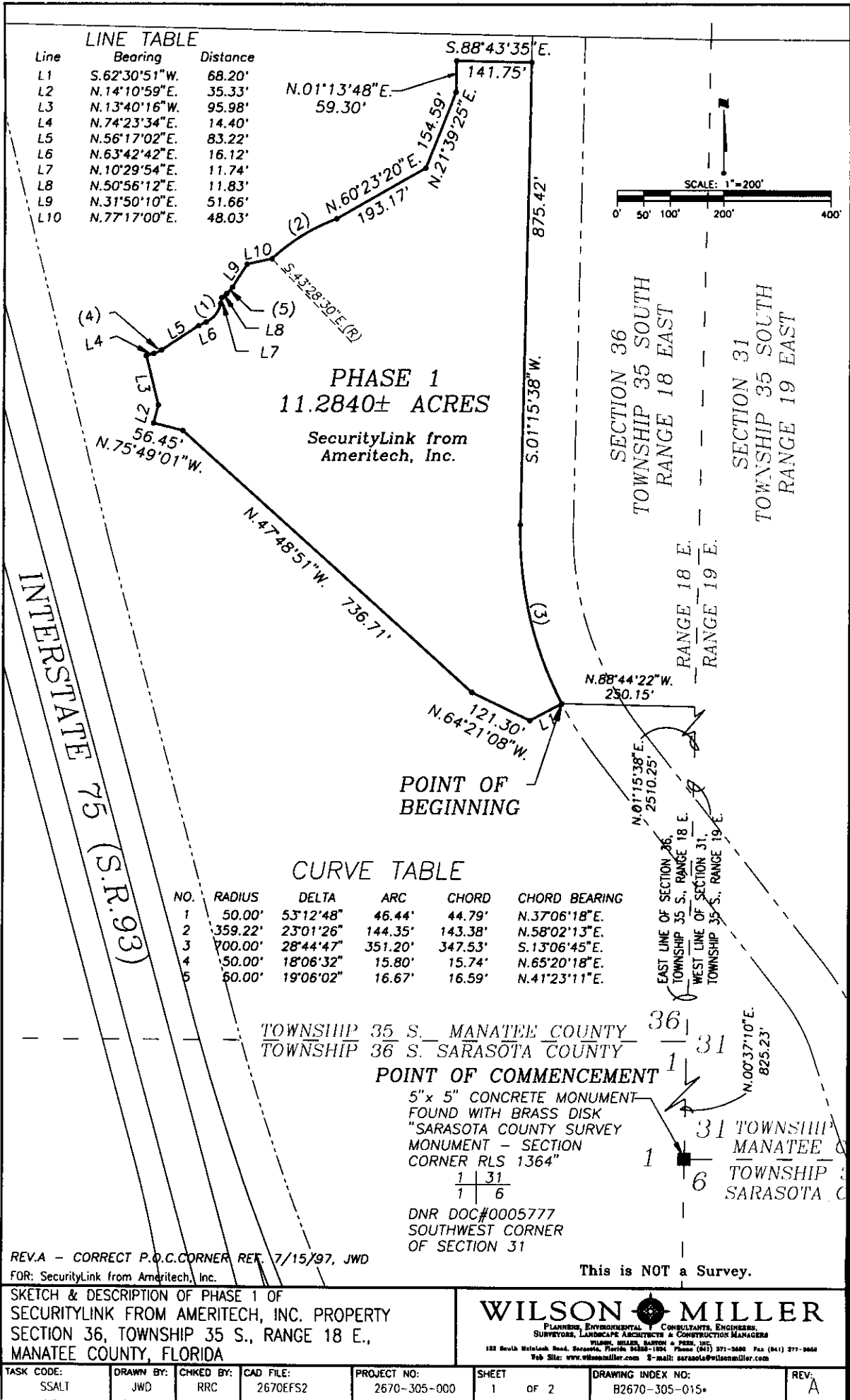
By: [Signature]  
Rex E. Jensen  
Vice President - Real Estate

Lakewood Ranch Town Center Owners Association, Inc., a Florida corporation not-for-profit

By: [Signature]  
its President

**EXHIBIT "A"**  
**BENEFITTED PARCEL**

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**LINE TABLE**

Line	Bearing	Distance
L1	S.62°30'51"W.	68.20'
L2	N.14°10'59"E.	35.33'
L3	N.13°40'16"W.	95.98'
L4	N.74°23'34"E.	14.40'
L5	N.56°17'02"E.	83.22'
L6	N.63°42'42"E.	16.12'
L7	N.10°29'54"E.	11.74'
L8	N.50°56'12"E.	11.83'
L9	N.31°50'10"E.	51.66'
L10	N.77°17'00"E.	48.03'

**PHASE 1**  
**11.2840± ACRES**  
 SecurityLink from  
 Ameritech, Inc.

**CURVE TABLE**

NO.	RADIUS	DELTA	ARC	CHORD	CHORD BEARING
1	50.00'	53°12'48"	46.44'	44.79'	N.37°06'18"E.
2	359.22'	23°01'26"	144.35'	143.38'	N.58°02'13"E.
3	700.00'	28°44'47"	351.20'	347.53'	S.13°06'45"E.
4	50.00'	18°06'32"	15.80'	15.74'	N.65°20'18"E.
5	50.00'	19°06'02"	16.67'	16.59'	N.41°23'11"E.

TOWNSHIP 35 S. MANATEE COUNTY  
 TOWNSHIP 36 S. SARASOTA COUNTY

**POINT OF COMMENCEMENT**  
 5" x 5" CONCRETE MONUMENT  
 FOUND WITH BRASS DISK  
 "SARASOTA COUNTY SURVEY  
 MONUMENT - SECTION  
 CORNER RLS 1364"  
 1 | 31  
 1 | 6  
 DNR DOC#0005777  
 SOUTHWEST CORNER  
 OF SECTION 31

REV.A - CORRECT P.O.C. CORNER REF. 7/15/97, JWD  
 FOR: SecurityLink from Ameritech, Inc.

This is NOT a Survey.

SKETCH & DESCRIPTION OF PHASE 1 OF  
 SECURITYLINK FROM AMERITECH, INC. PROPERTY  
 SECTION 36, TOWNSHIP 35 S., RANGE 18 E.,  
 MANATEE COUNTY, FLORIDA

**WILSON MILLER**  
 PLANNERS, ENVIRONMENTAL CONSULTANTS, ENGINEERS,  
 SURVEYORS, LANDSCAPE ARCHITECTS & CONSTRUCTION MANAGERS  
 123 South Main Street, Sarasota, Florida 34236-1004 Phone: (813) 571-3600 Fax: (813) 571-9666  
 Web Site: www.wilsonmiller.com E-mail: sarasota@wilsonmiller.com

TASK CODE: SSALT	DRAWN BY: JWD	CHKD BY: RRC	CAD FILE: 2670EFS2	PROJECT NO: 2670-305-000	SHEET 1 OF 2	DRAWING INDEX NO: B2670-305-015*	REV: A
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Phase 1 Description: (prepared by Certifying Surveyor)

A parcel of land lying in Section 36, Township 35 South, Range 18 East, Manatee County, Florida and described as follows:

Commence at the southwest corner of Section 31, Township 35 South, Range 19 East, Manatee County, Florida; thence N.00°37'10"E., along the west line of said Section 31, a distance of 825.23 feet to the southeast corner of Section 36, Township 35 South, Range 18 East; thence N.01°15'38"E., along the east line of said Section 36, also being the west line of the above mentioned Section 31, a distance of 2510.25 feet; thence N.88°44'22"W., a distance of 250.15 feet to the POINT OF BEGINNING; thence S.62°30'51"W., a distance of 68.20 feet; thence N.64°21'08"W., a distance of 121.30 feet; thence N.47°48'51"W., a distance of 736.71 feet; thence N.75°49'01"W., a distance of 56.45 feet; thence N.14°10'59"E., a distance of 35.33 feet; thence N.13°40'16"W., a distance of 95.98 feet; thence N.74°23'34"E., a distance of 14.40 feet to a point of curvature of a curve to the left, having a radius of 50.00 feet and a central angle of 18°06'32"; thence northeasterly along the arc of said curve, an arc length of 15.80 feet to the point of tangency; thence N.56°17'02"E., a distance of 83.22 feet; thence N.63°42'42"E., a distance of 16.12 feet to the point of curvature of a curve to the left, having a radius of 50.00 feet and a central angle of 53°12'48"; thence northeasterly along the arc of said curve, an arc length of 46.44 feet to the point of tangency of said curve; thence N.10°29'54"E., a distance of 11.74 feet; thence N.50°56'12"E., a distance of 11.83 feet to a point of curvature of a curve to the left, having a radius of 50.00 feet and a central angle of 19°06'02"; thence northerly along the arc of said curve, an arc length of 16.67 feet to the point of tangency; thence N.31°50'10"E., a distance of 51.66 feet; thence N.77°17'00"E., a distance of 48.03 feet to a point on a curve to the right of which the radius point lies S.43°28'30"E., a radial distance of 359.22 feet; thence easterly along the arc of said curve, through a central angle of 23°01'26", an arc length of 144.35 feet to the end of said curve; thence N.60°23'20"E., a distance of 193.17 feet; thence N.21°39'25"E., a distance of 154.59 feet; thence N.01°13'48"E., a distance of 59.30 feet; thence S.88°43'35"E., a distance of 141.75 feet; thence S.01°15'38"W., a distance of 875.42 feet to the point of curvature of a curve to the left, having a radius of 700.00 feet and a central angle of 28°44'47"; thence along the arc of said curve, an arc length of 351.20 feet to the POINT OF BEGINNING.

Parcel contains 491,529 square feet or 11.2840 acres, more or less.

NOTES:

1. UNLESS IT BEARS THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA SURVEYOR AND MAPPER, THIS SKETCH, DRAWING, PLAT OR MAP IS FOR INFORMATIONAL PURPOSES ONLY.
2. BEARINGS SHOWN HEREON ARE RELATIVE TO THE EAST LINE OF SECTION 36, BEING N.01°15'38"E.
3. THIS IS A SKETCH ONLY AND DOES NOT REPRESENT A FIELD SURVEY.

*Jennie W. Duckworth*  
 Jennie W. Duckworth, P.S.M.  
 Florida Registration No. 5041

7/15/97  
 Date of Signature

REV A - CORRECT P.O.C. CORNER REF. 7/15/97, JWD  
 FOR: SecurityLink from Ameritech, Inc.

This is NOT a Survey.

SKETCH & DESCRIPTION OF PHASE 1 OF  
 SECURITYLINK FROM AMERITECH, INC. PROPERTY  
 SECTION 36, TOWNSHIP 35 S., RANGE 18 E.,  
 MANATEE COUNTY, FLORIDA

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WILSON MILLER BARTON & PERKINS, INC.  
 130 South Harbour Blvd., Sarasota, Florida 34236-1500 Phone (941) 571-2000 Fax (941) 577-0044  
 Web Site: www.wilsonmiller.com E-mail: sarasota@wilsonmiller.com

TASK CODE: SSALT	DRAWN BY: JWD	CHECKED BY: RRC	CAD FILE: 2670EFS2	PROJECT NO: 2670-305-000	SHEET 2 OF 2	DRAWING INDEX NO: 82670-305-016*	REV: A
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BK 1525 PG 3903 FILED AND RECORDED 08/01/97 8:46AM 6 of 6  
 R.B. SHORE CLERK OF CIRCUIT COURT MANATEE COUNTY FL