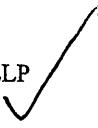




9

Recording fee \$ _____
Prepared by and return to:
David L. Cook, Esquire
Windels Marx Lane & Mittendorf, LLP
9990 Coconut Road., Suite 101
Bonita Springs, FL 34135



INSTR # 6241374
OR BK 04271 Pgs 4575 - 4583; (9pgs)
RECORDED 04/27/2004 10:35:32 AM
CHARLIE GREEN, CLERK OF COURT
LEE COUNTY, FLORIDA
RECORDING FEE 42.00
DEPUTY CLERK D Schaefer

**AMENDMENT TO DECLARATION
OF COVENANTS CONDITIONS
AND RESTRICTIONS FOR SANDOVAL COMMUNITY**

This Amendment to the Declaration of General Protective Covenants and Restrictions for Sandoval Community is made this 2d day of APRIL, 2004 by Cape Coral Development Associates, LLC, hereinafter called "DECLARANT".

WITNESSETH:

WHEREAS, DECLARANT is the developer of a community development in Lee County, Florida known as SANDOVAL and previously recorded a Declaration of Covenants, Conditions and Restrictions for Sandoval Community (the "Declaration") in Official Record Book 4149, Page 3797, public records of Lee County, Florida; and

WHEREAS, the Declaration imposed Protective Covenants and Restrictions on the property described in said Declaration (the "Properties"); and

WHEREAS, Section 9.1 of the Declaration allows the DECLARANT to unilaterally add property to Exhibit "B" of the Declaration, thereby increasing the property which may become part of the Sandoval community and be made subject to the Declaration. Such addition of property to Exhibit "B" can be accomplished by recording an instrument adding such additional property to Exhibit "B"; and

WHEREAS, Section 9.1 of the Declaration also allows the DECLARANT to unilaterally add any property described in Exhibit "B" of the Declaration to the Sandoval Community. Such addition of property to the Sandoval Community can be accomplished by recording an instrument adding such property; and

WHEREAS, Section 9.3 of the Declaration allows the DECLARANT to subject any portion of the Properties to additional covenants and easements and to create exceptions to or otherwise modify the terms of the Declaration as it applies to such property added to the Sandoval Community; and

WHEREAS, the DECLARANT desires to so amend the Declaration to (i) add land to Exhibit "B", (ii) add property described in Exhibit "B", as amended hereby, to the Sandoval Community, and (iii) create exceptions to the Declaration as it applies to the property added to the Sandoval Community and create additional covenants and easements as to such property.

NOW THEREFORE, DECLARANT declares as follows:

1. All the real property described on Exhibit "A" attached hereto and made a part hereof is hereby added to Exhibit "B" to the Declaration.

2. All the real property described on Exhibit "B" attached hereto and made a part hereof is hereby added to the Sandoval Community, and made subject to the Declaration, as such Declaration is amended hereby as to such property.

3. The only sections of the Declaration which shall apply to the property described in Exhibit "A" attached hereto, are:

A. Section 11.4, and only for the purpose of granting to the Association an easement over the Properties as necessary to enable the Association to fulfill its surface water management system maintenance responsibilities under Section 7.2 (a) (iii);

B. Section 12.1(d), which states that water management for any Unit shall be provided in accordance with the overall Surface Water Management System for the Properties. As used in section 12.1(d), the term "Unit" shall be deemed to include the three parcels of property described in Exhibit "A" hereto, which may be subjected to the Declaration, meaning that the Association will provide water management for such parcels of property through the Surface Water Management System, all in accordance with the terms of the Surface Water Management Permit issued by the South Florida Water Management District, provided, however, no approval of Declarant shall be required as to the property described on attached Exhibit "B"; and

C. Section 7.2(a) (iii), except that the Association's maintenance responsibilities under Section 7.2(a) (iii), as it applies to the property described in Exhibit "A" to this Amendment, shall be limited to those portions of such property which connect to the Surface Water Management System, and the Association's maintenance responsibility shall be limited to maintaining such connections to insure that any drainage from the property described in Exhibit "A" to this Amendment is not impeded in a manner which would violate the terms of the South Florida Water Management District surface water management permit. The costs of such maintenance shall be at the Association's sole expense.

4. It shall be the obligation of the owner(s) of the property described in Exhibit "A" to this Amendment to install and select the location of the drainage facilities on the property described in Exhibit "A" to this Declaration. The Easement granted in paragraph 3.A. above shall initially apply to all of the property described in Exhibit "A". When the drainage facilities are installed by an owner of a parcel described in Exhibit "A", such owner may deliver to Declarant a specific metes and bounds legal description of the drainage facilities, which legal description shall include an area of land around the facilities to enable the Association to sufficiently access the facilities to perform the Association's maintenance responsibilities. Upon receipt of such legal description by the Declarant, the Declarant shall record an Amendment to the Declaration, limiting the easement granted in paragraph 3.A. above to the legal description supplied by the owner. The owner agrees to join in such Amendment.

5. This Amendment shall in no way be deemed to affect that certain Covenant to Share Costs recorded in Official Records Book 4149, Page 3776, Public Records of Lee County, Florida.

SIGNATURES ON FOLLOWING PAGES

IN WITNESS WHEREOF, CAPE CORAL DEVELOPMENT ASSOCIATES, LLC, a Florida limited liability company does hereby execute this Amendment to the Declaration of Covenants, Conditions and Restrictions in its name by its undersigned authorized officer and affixes its corporate seal thereto this 3rd day of February, 2004.

CAPE CORAL DEVELOPMENT
ASSOCIATES, LLC

By: Resource Conservation Properties, Inc.
Its: Managing Member

Sandy Nagorski
Witness Signature

SANDY Nagorski
Printed Name

Joanne Janes
Witness Signature

Joanne Janes

Printed Name

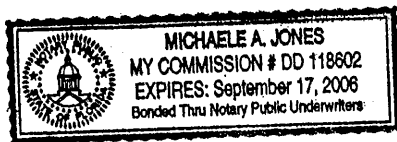
By: Katherine C. Green
Katherine C. Green, Vice President

Address: 9990 Coconut Road, Suite 200
Bonita Springs, FL 34135

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 3rd day of February, 2004, by KATHERINE C. GREEN, as Vice President of Resource Conservation Properties, Inc., a Florida corporation, Managing Member of Cape Coral Development Associates, LLC, on behalf of the corporation and the company, who is personally known to me.

(Seal)



Michael A. Jones
Notary Public
Printed Name: MICHAEL A. JONES
My Commission Expires: 9-17-06

(CORPORATE SEAL)

JOINDER AND CONSENT

SUNTRUST BANK, f/k/a Suntrust Bank, Central Florida, N.A., the owner and holder of that certain Amended and Restated First Mortgage and Security Agreement and Spreader Agreement (Lee County) from BONITA BAY PROPERTIES, INC., a Florida corporation ("BBPI"), LONG BAY PARTNERS LLC, a Florida limited liability company ("Long Bay"), BONITA BAY LIMITED PARTNERSHIP, A Florida limited partnership ("BBLP"), and RESOURCE CONSERVATION SYSTEMS, INC., a Florida corporation ("RCSI"), to SUNTRUST BANK, CENTRAL FLORIDA, N.A., a national banking association, encumbering the property described therein, said mortgage having been dated April 14, 1998 and recorded April 20, 1998 in the office of the Clerk of the Circuit Court of Lee County, Florida in Official Records Book 2948, Page 3949, as amended by that certain Amendment to amended and Restated Mortgage and Security Agreement dated effective August 16, 1999 and recorded August 25, 1999 in Official Records Book 3160, Page 3988, Public Records of Lee County, Florida, and as further amended by that certain Second Amendment dated effective February 28, 2001 and recorded April 26, 2001 in Official Records Book 3401, Page 4102, Public Records of Lee County, Florida ("Mortgage"); Assignment of Leases and Revenues from BBPI, Long Bay, BBLP and RCSI to Lender dated April 14, 1998 and recorded April 20, 1998 in the office of the Clerk of the Circuit Court of Lee County, Florida, in Official Records Book 2948, Page 4046, as amended by that certain Amendment to Assignment of Leases and revenues dated effective August 16, 1999 and recorded August 25, 1999 in Official Records Book 3160, Page 3394, Public Records of Lee County, Florida, and as further amended by that certain Second Amendment dated effective February 28, 2001 and recorded April 26, 2001 in Official Records Book 3401, Page 4117, Public Records of Lee County, Florida ("Assignment"); and UCC-1 Financing Statement from BBPI, Long Bay, BBLP and RCSI as "Debtors" to Mortgagee as "Secured Party" dated April 14, 1998 and recorded April 21, 1998 in the office of the Clerk of the Circuit Court of Lee County, Florida in Official Records Book 2949, Page 743, and UCC-1 Financing Statement from BBPI, LONG BAY, BBLP, BONITA BAY REALTY, INC., BROOKS REALTY, INC., RCSI, AND MEDITERRA REALTY, INC. as Debtors, to Mortgagee as "Secured Party", recorded October 19, 1999 in Official Records Book 3179, Page 2732, Public Records of Lee County, Florida, all referring to original Financing Statement File No. 980000088346, filed with the Florida Secretary of State on April 21, 1998 ("Financing Statement"), hereby consents to the execution of this Amendment to the Declaration of General Protective Covenants and Restrictions for Sandoval Community and, by said Consent, agrees to subject itself, its successors and assigns, to the provisions of such Amendment.

Dated this 23rd day of JANUARY, 2004.

Witnesses:

SUNTRUST BANK,

Fadwa Davis

Signature

FADWA DAVIS

Printed Name

[Signature]

By: [Signature]

Printed Name: Alan Wartenbarger

Its: Vice President

Post Office Address:

300 S. ORANGE AVE. 5th FLOOR

ORLANDO, FLORIDA 32801

Signature

ZOSALONDA DELA PARRA

Printed Name

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23RD day of JANUARY, 2004 by ALAN WESTENBARGER as VICE PRESIDENT o f SUNTRUST BANK, on behalf of the Bank, who is personally known to me.

Fadwa M. Davis

NOTARY PUBLIC

Printed Name: FADWA M. DAVIS

My Commission Expires: 5/11/2007

(Seal)



Fadwa M Davis
My Commission DD211229
Expires May 11, 2007

JOINDER AND CONSENT

VETERANS INVESTMENT, L.L.C., a Florida limited liability company, the owner of a portion of the property described in Exhibit "A" to this Amendment, hereby consents to this Amendment to the Declaration of General Protective Covenants and Restrictions for Sandoval Community and, by said Consent, agrees to subject itself, its successors and assigns, to the provisions of such Amendment.

Dated this 1 day of April, 2004.

Witnesses

Gregory Morris

Signature

Gregory Morris

Printed Name

Michelle A. Preiss

Signature

Michelle A. Preiss

Printed Name

VETERANS INVESTMENT, L.L.C.

[Signature]

By:

Printed Name: OJ Buigas

Its: Manager

STATE OF FLORIDA
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 1 day of April, 2004 by OJ Buigas, as Manager of VETERANS INVESTMENT, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me or produced n/a as identification.

(Seal)



Michelle A. Preiss
NOTARY PUBLIC
Printed Name: Michelle A. Preiss
My Commission Expires: 12-5-05

A PARCEL OF LAND LYING IN THE SOUTHEAST QUARTER (SE 1/4) SECTION 29, TOWNSHIP 44 SOUTH, RANGE 23 EAST, CITY OF CAPE CORAL LEE COUNTY, FLORIDA. BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF SURFSIDE BOULEVARD AND THE NORTHERLY RIGHT-OF-WAY LINE OF VETERANS PARKWAY RUN ALONG SAID NORTHERLY RIGHT-OF-WAY LINE S89°35'38"W, 1280.00 FEET; THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE RUN N00°13'25"E, 249.59 FEET TO A NON-TANGENT POINT OF CURVATURE OF A 50.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 11°32'13", A CHORD AND CHORD BEARING OF N84°27'18"E, 10.05 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 10.07 FEET TO THE POINT OF TANGENCY; THENCE RUN S89°48'35"E, 94.96 FEET TO THE POINT OF CURVATURE OF A 230.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST, SAID CURVE HAVING A CENTRAL ANGLE OF 90°00'00", A CHORD AND CHORD BEARING OF N45°13'25"E, 325.27 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 361.28 FEET TO THE POINT OF TANGENCY; THENCE RUN N00°13'25"E, 183.79 FEET TO THE POINT OF CURVATURE OF A 140.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 89°22'13", A CHORD AND CHORD BEARING OF N44°54'32"E, 196.90 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 218.37 FEET TO THE POINT OF TANGENCY; THENCE RUN N89°35'38"E, 148.43 FEET TO THE POINT OF CURVATURE OF A 260.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST, SAID CURVE HAVING A CENTRAL ANGLE OF 69°47'59", A CHORD AND CHORD BEARING OF N54°41'38"E, 297.52 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 316.74 FEET TO A POINT OF REVERSE CURVATURE OF A 370.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 70°43'28", A CHORD AND CHORD BEARING OF N55°09'23"E, 428.27, RUN ALONG THE ARC OF SAID CURVE FOR 456.72 FEET TO THE POINT OF TANGENCY; THENCE RUN S89°46'35"E, 65.43 FEET TO AN INTERSECTION WITH THE WESTERLY RIGHT-OF-WAY LINE OF SURFSIDE BOULEVARD; THENCE RUN ALONG SAID WESTERLY RIGHT-OF-WAY LINE S00°13'25"W, 1210.45 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 1005314.29 SQ. FT. (23.08 ACRES), MORE OR LESS.

AND

A PARCEL OF LAND LYING IN THE NORTHEAST QUARTER (NE 1/4) SECTION 20, TOWNSHIP 44 SOUTH, RANGE 23 EAST, CITY OF CAPE CORAL LEE COUNTY, FLORIDA. BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST QUARTER OF THE NORTHEAST CORNER OF SAID SECTION 20 RUN S00°22'18"W, 32.38 FEET TO AN INTERSECTION WITH THE SOUTHERLY RIGHT OF WAY LINE OF PINE ISLAND ROAD (S.R. 78); THENCE RUN ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE S 89°37'42" E, 120.04 FEET TO THE POINT O BEGINNING.

FROM SAID POINT OF BEGINNING RUN ALONG SAID SOUTH RIGHT-OF-WAY LINE S89°37'42"E, 716.14 FEET; THENCE LEAVING SAID SOUTH RIGHT-OF-WAY LINE RUN S01°06'44"E, 621.03 FEET; THENCE RUN S88°53'16"W, 695.90 FEET TO THE POINT OF CURVATURE OF A 40.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 90°00'00", A CHORD AND CHORD BEARING OF N46°06'44"W, 56.57 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 62.83 FEET; THENCE RUN N01°06'44"W, 222.61 FEET TO THE POINT OF CURVATURE OF A 90.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 25°50'31", A CHORD AND CHORD BEARING OF N11°48'31"E, 40.25 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 40.59 FEET TO THE POINT OF REVERSE CURVATURE OF A 110.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST, SAID CURVE HAVING A CENTRAL ANGLE OF 25°50'31", A CHORD AND CHORD BEARING OF N11°48'31"E, 49.19 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 49.61 FEET; THENCE RUN N01°06'44"W, 289.79 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 456,986 sq.ft. (10.49 Ac.±), MORE OR LESS.

AND

A TRACT OR PARCEL OF LAND LYING IN SECTION 29, TOWNSHIP 44 SOUTH, RANGE 23 EAST, CITY OF CAPE CORAL, LEE COUNTY, FLORIDA, WHICH TRACT O PARCEL IS DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF SURFSIDE BOULEVARD AND THE NORTHERLY RIGHT-OF-WAY LINE OF VETERANS PARKWAY RUN ALONG SAID NORTHERLY RIGHT-OF-WAY LINE S89°35'38"W, 1280.00 FEET; THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE RUN N00°13'10"E, 311.79 FEET TO THE POINT OF BEGINNING.

FROM SAID POINT OF BEGINNING RUN N00°13'25"E, 73.46 FEET TO THE POINT OF CURVATURE OF A 1100.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHWEST, SAID CURVE HAVING A CENTRAL ANGLE OF 10°07'49", A CHORD AND CHORD BEARING OF N04°50'29"W, 194.23 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 194.49 FEET; THENCE RUN N89°35'38"E, 292.12 FEET; THENCE RUN S00°13'25"W, 101.15 FEET TO THE POINT OF CURVATURE OF A 170.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST, SAID CURVE HAVING A CENTRAL ANGLE OF 90°00'00", A CHORD AND CHORD BEARING OF S45°13'25"W 240.42 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 267.04 FEET; THENCE RUN N89°48'35"W, 94.96 FEET TO THE POINT OF CURVATURE OF A 50.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 11°32'13", A CHORD AND CHORD BEARING OF N84°00'28"W, 10.05 FEET, RUN ALONG THE ARC OF SAID CURVE FOR 10.07 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 69,037 SQ. FT., 1.58 ACRES.

BEARINGS HEREIN ABOVE MENTIONED ARE PLANE COORDINATE FOR THE FLORIDA WEST ZONE (NAD 1983, 1990 ADJUSTMENT).

EXHIBIT A

LEGAL DESCRIPTION TO ACCOMPANY SKETCH
COMMERCIAL PARCEL 1 &
TRACT C-101 & COMMERCIAL PARCEL 2
NOT A SURVEY
BAL TIC PROPERTY

STOUTEN AND ASSOCIATES, INC.
SURVEYING AND MAPPING CONSULTANTS

4423 S.E. 16th PLACE, NO.18
CAPE CORAL, FL. 33904
TELEPHONE (941) 542-7499



DONALD D. STOUTEN, P.S.
CERTIFICATE # 3839

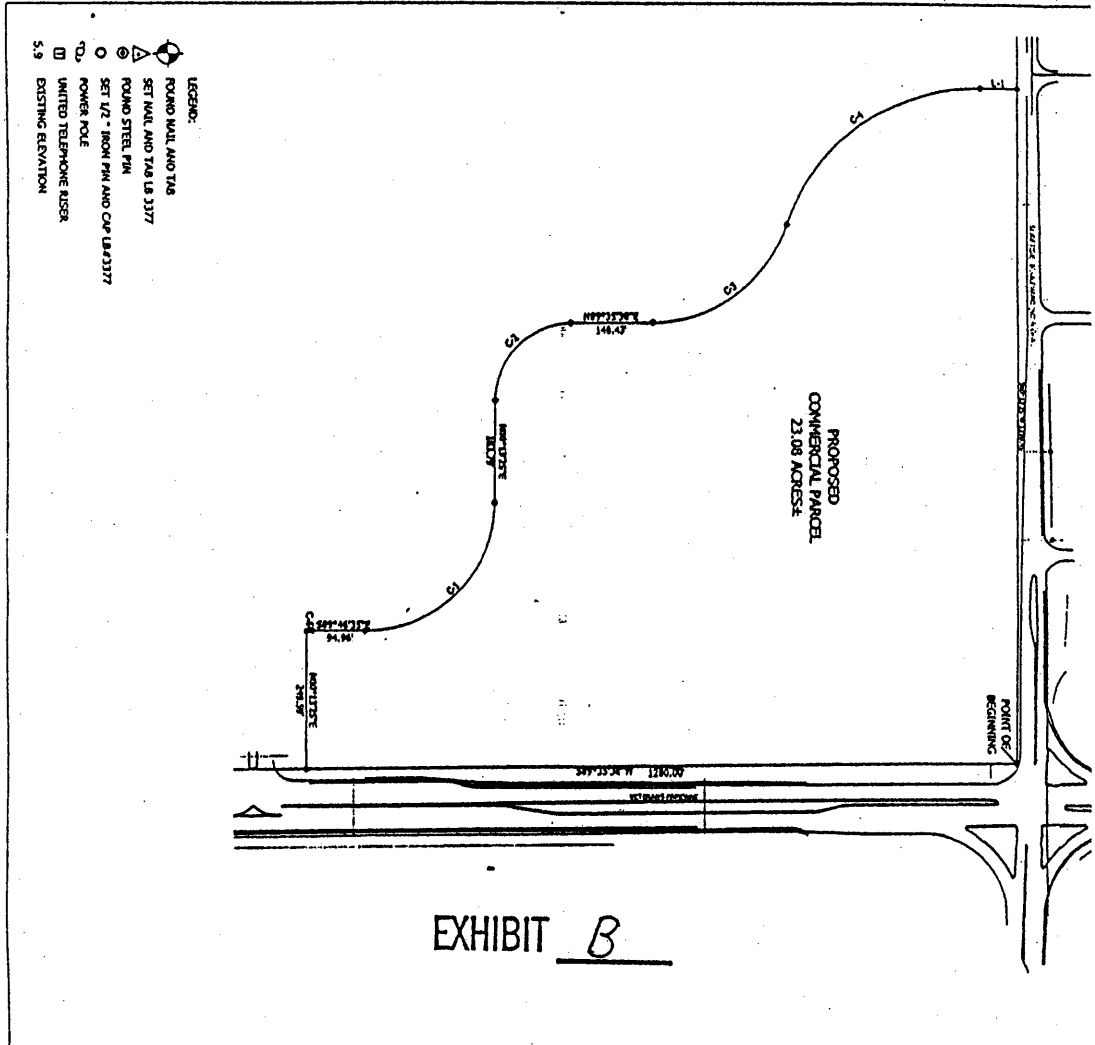


EXHIBIT B

A TRACT OR PARCEL OF LAND LYING IN SECTION 29, TOWNSHIP 44 SOUTH, RANGE 23 EAST, CITY OF CAPE CORAL, LEE COUNTY, FLORIDA, WHICH TRACT OR PARCEL IS DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF SURFSIDE BOULEVARD AND THE NORTHERLY RIGHT-OF-WAY LINE OF VETERANS PARKWAY RUN ALONG SAID NORTHERLY RIGHT-OF-WAY LINE S89°35'38"W, 1280.00 FEET; THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE RUN N00°13'25"E, 249.59 FEET TO A NON-TANGENT POINT OF CURVATURE OF A 50.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 11°32'13" CHORD AND CHORD BEARING OF N84°27'18"E, 10.05 FEET; RUN ALONG THE ARC OF SAID CURVE FOR 10.07 FEET TO THE POINT OF TANGENCY; THENCE RUN S89°46'35"E, 94.96 FEET TO THE POINT OF CURVATURE OF A 230.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST, SAID CURVE HAVING A CENTRAL ANGLE OF 90°00'00", A CHORD AND CHORD BEARING OF N45°13'25"E, 325.27 FEET; RUN ALONG THE ARC OF SAID CURVE FOR 361.28 FEET TO THE POINT OF TANGENCY; THENCE RUN N00°13'25"E, 183.79 FEET TO THE POINT OF CURVATURE OF A 140.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 89°22'13", A CHORD AND CHORD BEARING OF N44°54'32"E, 196.90 FEET; RUN ALONG THE ARC OF SAID CURVE FOR 218.37 FEET TO THE POINT OF TANGENCY; THENCE RUN N89°35'38"E, 148.43 FEET TO THE POINT OF CURVATURE OF A 260.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST, SAID CURVE HAVING A CENTRAL ANGLE OF 69°47'59", A CHORD AND CHORD BEARING OF N54°41'38"E, 297.52 FEET; RUN ALONG THE ARC OF SAID CURVE FOR 316.74 FEET TO A POINT OF REVERSE CURVATURE OF A 370.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST, SAID CURVE HAVING A CENTRAL ANGLE OF 70°43'28", A CHORD AND CHORD BEARING OF N55°09'23"E, 428.27; RUN ALONG THE ARC OF SAID CURVE FOR 456.72 FEET TO THE POINT OF TANGENCY; THENCE RUN S89°46'35"E, 65.43 FEET TO AN INTERSECTION WITH THE WESTERLY RIGHT-OF-WAY LINE OF SURFSIDE BOULEVARD; THENCE RUN ALONG SAID WESTERLY RIGHT-OF-WAY LINE S00°13'25"W, 1210.45 FEET TO THE POINT OF BEGINNING.