

This Instrument Prepared By:
Katherine G. Jones
Upchurch, Bailey and Upchurch, P.A.
Post Office Drawer 3007
St. Augustine, Florida 32085-3007
FN. 6-99-227

**SECOND AMENDMENT
TO DECLARATION OF COVENANTS AND RESTRICTIONS
FOR SOUTHWOOD**

THIS SECOND AMENDMENT to Declaration of Covenants and Restrictions for Southwood is made this 9th day of March, 2005 by Modern Properties of St. Augustine, Inc. ("Declarant").

PRELIMINARY STATEMENT

A. Declarant is the Declarant described in the Declaration of Covenants and Restrictions for Southwood recorded in Official Records Book 1276, Pages 976 through 1011, as amended by Official Records 1514, page 196, and Official Records 2006, page 1, all of the public records of St. Johns County, Florida (the "Declaration").

B. Declarant is the owner of the lands described on Exhibit A ("the Phase 3 Lands"), which are a part of the Additional Lands described in the Declaration.

C. Pursuant to Article IX, Section 9.1 of the Declaration, the Declarant desires to include the Phase 3 Lands as a part of the Property subject to the Declaration.

NOW, THEREFORE, pursuant to the authority granted by Article IX, Section 9.1 of the Declaration, the Declarant hereby supplements and amends the Declaration as follows:

1. The Phase 3 Lands, being the contiguous real property described on Exhibit A attached hereto, which are a portion of the Additional Lands described in Exhibit B to the Declaration, are hereby subjected to the terms and conditions of the Declaration and shall be held, sold and conveyed, subject to the easements, covenants, terms, conditions and restrictions of the Declaration, all of which are for the purpose of protecting the value and desirability of the Phase 3 Lands, and which shall be covenants and restrictions to run with the Phase 3 Lands and binding on all parties having any right, title or interest in the Phase 3 Lands or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

2. The Owners of Lots located within the Phase 3 Lands shall be members of the Southwood Owners Association, Inc., (the "Association") and shall be subject to all covenants, rules, regulations and by-laws of the Association in the same manner and to the same extent as the Owners of existing Lots in Southwood.

3. Except as supplemented by this Second Amendment, all terms and conditions of the Declaration are and shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has executed this Second Amendment to the Declaration on the date and year first above written.

[SIGNATURE ON FOLLOWING PAGE]

Signed, sealed and delivered in the presence of:

Donna L. Watkins
Witness: Donna L. Watkins

Helene J. Briggs
Witness: HELENE J. BRIGGS

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MODERN PROPERTIES OF ST. AUGUSTINE, INC., a Florida corporation

By: Angela Bunkleman

Angela Bunkleman
Its Vice President
4475 Highway U.S. 1 South, Suite 601
St. Augustine, Florida 32086

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[SEAL]

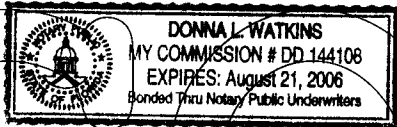
MODERN PROPERTIES OF ST. AUGUSTINE, INC.

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 9 day of March, 2005, by Angela Bunkleman, as vice president of Modern Properties of St. Augustine, Inc., a Florida corporation, on behalf of the corporation, who () is personally known to me or () has produced FL Drivers License as identification.

B524-013-64-808-0

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Donna L. Watkins
Notary Public

(Name of Notary Typed/Printed/Stamped)
My Commission Expires:
My Commission Number:

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EXHIBIT "A"**LEGAL DESCRIPTION**
SOUTHWOOD PHASE 3

A PORTION OF THOSE LANDS AS DESCRIBED IN OFFICIAL RECORDS BOOK 870, PAGE 1244 AS RECORDED IN THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, ALSO BEING A PORTION OF SECTION 18, TOWNSHIP 8 SOUTH, RANGE 30 EAST, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF BEGINNING, COMMENCE AT THE SOUTHERLY CORNER OF SOUTHWOOD PUD, PHASE 1B, PHASE B, AS RECORDED IN MAP BOOK 49, PAGE 98 THROUGH 99 OF THE PUBLIC RECORDS OF SAID COUNTY, SAID CORNER ALSO BEING A POINT ON THE SOUTHWESTERLY RIGHT OF WAY LINE OF SOUTHWOOD LAKE DRIVE (A 60' RIGHT OF WAY AS NOW ESTABLISHED); THENCE NORTH 20°25'38" EAST, ALONG THE SOUTHEASTERLY LINE OF SAID SOUTHWOOD PUD, PHASE 1B, PHASE B, A DISTANCE OF 60.00 FEET TO A POINT ON A CURVE BEING CONCAVE NORTHERLY AND HAVING A RADIUS OF 570.00 FEET; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 10°00'04" AN ARC LENGTH OF 99.49 FEET, SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 74°34'24" EAST, 99.37 FEET; THENCE NORTH 25°09'48" EAST, A DISTANCE OF 329.81 FEET; THENCE NORTH 88°21'12" EAST, A DISTANCE OF 25.00 FEET TO THE WESTERLY LINE OF TRACT "T", REPLAT OF A PORTION OF ST. AUGUSTINE SHORES, UNIT ONE, AS RECORDED IN MAP BOOK 11, PAGES 76 THROUGH 80 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 01°38'48" EAST DEPARTING SAID SOUTHEASTERLY LINE OF SAID SOUTHWOOD PUD, PHASE 1B, PHASE B AND ALONG SAID WESTERLY LINE OF TRACT "T", A DISTANCE OF 160.29 FEET TO THE SOUTHWESTERLY CORNER OF ST. AUGUSTINE SHORES, UNIT ONE; THENCE NORTH 59°05'23" EAST, ALONG THE SOUTHERLY LINE OF SAID TRACT "T", A DISTANCE OF 1,456.32 FEET; THENCE SOUTH 07°27'39" WEST, DEPARTING SAID SOUTHERLY LINE OF TRACT "T", A DISTANCE OF 29.31 FEET; THENCE SOUTH 49°29'53" EAST, A DISTANCE OF 26.37 FEET; THENCE SOUTH 27°53'40" WEST, A DISTANCE OF 23.85 FEET; THENCE SOUTH 24°34'54" WEST, A DISTANCE OF 28.67 FEET; THENCE SOUTH 29°04'43" EAST, A DISTANCE OF 31.29 FEET; THENCE SOUTH 22°00'28" EAST, A DISTANCE OF 26.64 FEET; THENCE SOUTH 06°16'51" EAST, A DISTANCE OF 39.52 FEET; THENCE SOUTH 12°47'09" WEST, A DISTANCE OF 23.37 FEET; THENCE SOUTH 27°22'17" WEST, A DISTANCE OF 16.15 FEET; THENCE SOUTH 43°07'00" WEST, A DISTANCE OF 27.89 FEET; THENCE SOUTH 20°33'10" WEST, A DISTANCE OF 41.02 FEET; THENCE SOUTH 19°16'15" WEST, A DISTANCE OF 29.51 FEET; THENCE SOUTH 41°30'51" EAST, A DISTANCE OF 24.90 FEET; THENCE NORTH 80°46'15" EAST, A DISTANCE OF 40.10 FEET; THENCE SOUTH 44°25'50" EAST, A DISTANCE OF 34.63 FEET; THENCE SOUTH

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11°03'29" EAST, A DISTANCE OF 35.08 FEET; THENCE SOUTH 19°59'07" WEST, A DISTANCE OF 22.47 FEET; THENCE SOUTH 67°07'48" WEST, A DISTANCE OF 33.21 FEET; THENCE SOUTH 79°23'13" WEST, A DISTANCE OF 55.71 FEET; THENCE SOUTH 36°38'55" WEST, A DISTANCE OF 29.50 FEET; THENCE SOUTH 32°44'07" EAST, A DISTANCE OF 35.82 FEET; THENCE SOUTH 19°06'06" EAST, A DISTANCE OF 22.89 FEET; THENCE SOUTH 20°32'00" WEST, A DISTANCE OF 29.43 FEET; THENCE SOUTH 04°14'38" WEST, A DISTANCE OF 34.79 FEET; THENCE SOUTH 41°52'33" EAST, A DISTANCE OF 54.12 FEET; THENCE SOUTH 25°18'49" EAST, A DISTANCE OF 44.81 FEET; THENCE SOUTH 41°06'33" EAST, A DISTANCE OF 64.86 FEET; THENCE SOUTH 59°59'00" EAST, A DISTANCE OF 15.16 FEET; THENCE SOUTH 29°39'53" EAST, A DISTANCE OF 35.56 FEET; THENCE SOUTH 43°33'46" EAST, A DISTANCE OF 35.09 FEET; THENCE SOUTH 01°07'06" EAST, A DISTANCE OF 46.34 FEET; THENCE SOUTH 06°43'36" EAST, A DISTANCE OF 27.12 FEET; THENCE SOUTH 12°52'10" EAST, A DISTANCE OF 51.18 FEET; THENCE SOUTH 19°33'23" EAST, A DISTANCE OF 52.45 FEET; THENCE SOUTH 38°06'26" EAST, A DISTANCE OF 31.57 FEET; THENCE SOUTH 17°41'20" EAST, A DISTANCE OF 45.70 FEET; THENCE SOUTH 20°57'39" EAST, A DISTANCE OF 45.85 FEET; THENCE SOUTH 08°42'20" WEST, A DISTANCE OF 46.46 FEET; THENCE SOUTH 09°42'25" EAST, A DISTANCE OF 47.95 FEET; THENCE SOUTH 19°01'56" EAST, A DISTANCE OF 66.77 FEET; THENCE SOUTH 02°07'23" WEST, A DISTANCE OF 32.26 FEET TO A POINT ON THE SOUTHERLY LINE OF THOSE LANDS DESCRIBED IN SAID OFFICIAL RECORDS BOOK 870, PAGE 1244 SAID POINT ALSO BEING A POINT ON THE NORTHERLY LINE OF THOSE LANDS AS DESCRIBED IN OFFICIAL RECORDS BOOK 261, PAGE 67 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 88°09'17" WEST ALONG SAID SOUTHERLY LINE OF THOSE LANDS AS DESCRIBED IN OFFICIAL RECORDS BOOK 870, PAGE 1244, A DISTANCE OF 1,073.76 FEET; THENCE NORTH 47°49'01" WEST, DEPARTING SAID SOUTHERLY LINE OF THOSE LANDS AS DESCRIBED IN OFFICIAL RECORDS BOOK 870, PAGE 1244, A DISTANCE OF 161.71 FEET; THENCE NORTH 01°50'43" WEST, A DISTANCE OF 134.82 FEET; THENCE NORTH 40°55'45" WEST, A DISTANCE OF 207.48 FEET; THENCE SOUTH 49°30'07" WEST, A DISTANCE OF 60.00 FEET; THENCE SOUTH 59°05'46" WEST, A DISTANCE OF 13.85 FEET TO A POINT OF CURVATURE OF A CURVE BEING CONCAVE NORTHERLY AND HAVING A RADIUS OF 330.00 FEET; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 37°35'41" AN ARC LENGTH OF 216.53 FEET TO THE POINT OF TANGENCY, SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 77°53'37" WEST, 212.67 FEET; THENCE NORTH 83°18'33" WEST, A DISTANCE OF 5.37 FEET TO A POINT OF CURVATURE OF A CURVE BEING CONCAVE NORTHERLY AND HAVING A RADIUS OF 630.00 FEET; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 13°44'11" AN ARC LENGTH OF 151.04 FEET, SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 76°26'27" WEST, 150.69 FEET TO THE POINT OF BEGINNING, CONTAINING 1,129,875 SQUARE FEET OR 25.95 ACRES, MORE OR LESS.

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