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AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF ISLESWORTH

The Declaration of Covenants, Conditions and Restrictions of Islesworth was recorded in the Martin County public records at Official Records Book 1132, page 0700 et.seq., and was amended at Official Records Book 1148, page 1095 et.seq., Official Records Book 1161, page 0577 et.seq., and Official Records Book 1402, Page 1955 et. seq. The same Declaration of Covenants, Conditions and Restrictions was amended by the membership by vote sufficient for approval at a special members' meeting held on September 25, 2000.

1. Article IX, Section 6 is amended as follows:

ARTICLE IX USE RESTRICTIONS

The Property, which shall include all Lots that result from the subdividing and platting of the parcel owned by the Declarant and all common areas or tracts, shall be subject to the following restrictions, reservations and conditions, which shall be binding upon the Declarant and upon each and every Owner who shall acquire hereafter a Lot or any portion of the Property, and shall be binding upon their respective heirs, personal representatives, successors and assigns.

Section 6. Games and Play Structures. All game and play structures shall be located at the side or rear of the improvement, or on the inside portion of the corner Lots within the set back lines with the exception of portable basketball hoops as more particularly explained below. Tree house or platforms of a like kind or nature shall not be constructed on any part of the Lot located in front of the rear line of the improvement constructed thereon.

Record & Return to: Cornett, Googe, Ross & Earle, PA 401 East Osceola Street Stuart, FL 34994 "Portable" basketball hoops, which are defined as basketball hoop structures which are not permanently affixed or cemented to the ground in any way, are permitted to be located at the front of the improvements located on the Lots subject to the following conditions:

- a) Only one (1) basketball hoop may be kept on each lot;
 - b) All basketball hoops shall have a net affixed at all times;
 - c) All basketball hoops shall be rust free at all times;
 - d) All basketball hoops shall be kept at the approximate mid-point of the driveway, on the garage side, when not in use;
 - e) Basketball hoops shall not be left on or at the edge of the driveways or in the roads overnight; and
 - f) In the event of a hurricane watch or warning, all basketball hoops shall be stored in a fully enclosed garage or inside the improvement located on the Lot.

(The balance of Article IX remains unchanged)

- 2. The foregoing amendment to the Declaration of Covenants, Conditions and Restrictions of Islesworth was amended by the membership by vote sufficient for approval at a special members' meeting held on September 25, 2000.
- 3. The adoption of this amendment appears upon the minutes of said meeting and is unrevoked.
- 4. All provisions of the Declaration of Covenants, Conditions and Restrictions of Islesworth are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

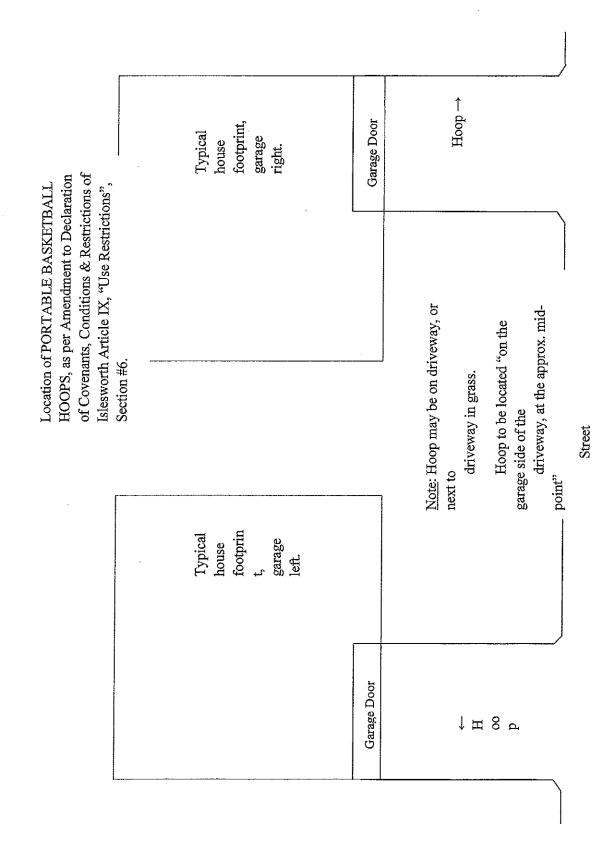


EXHIBIT B