

**AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION**

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION ("Amendment") is made this ____ day of _____, 1999, by ST. LUCIE WEST DEVELOPMENT CORP., a Delaware corporation authorized to transact business in the State of Florida, ("Declarant"), 1740 S. W. St. Lucie West Boulevard, Port St. Lucie, Florida 34986, and ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida corporation not for profit ("Association"), whose principal office is located at 1740 S. W. St. Lucie Boulevard, Port St. Lucie, Florida 34986, as follows:

WITNESSETH

PURSUANT to the provisions of Article XIII Section 2 of the Declaration of Covenants, Conditions and Restrictions (herein the "Declaration") for St. Lucie West Industrial Association, which Declaration is recorded at Official Records Book 572, Page 1493, of the public records of St. Lucie County, Florida, the undersigned hereby certify and affirmatively find that the following Amendment to the said Declaration has no adverse effect upon any right of any Owner and further that this Amendment was approved by a unanimous vote of the Association's Board of Directors at its meeting on _____, 1999, which Amendment follows:

1. Article I, Section 22, Page 4 is amended to add the following Definition:

Section 22: Adult entertainment establishment shall mean an adult theater, an adult book store, an adult performance establishment, a commercial physical contact parlor or an escort service or as otherwise may be defined and proscribed by Chapter 113 of the Port St. Lucie City Code, as it may be amended from time to time (herein "Ordinance"). An establishment which has a occupational or use permit issued through any governmental agency for use as any of the above uses or is actually used for such purposes, or engages in any of the following activities, whether or not such permit is issued, or engages in proscribed activities as defined by the Ordinance, shall be presumed to be an adult entertainment establishment.

Adult performance establishment shall mean:

(a) An establishment where any worker:

(i) Engages in a private performance, acts as a private model, or displays or exposes any anatomical areas proscribed by the Ordinance to a customer,

regardless of whether the worker engages in dancing or any particular activity as may be proscribed by the Ordinance;

- (ii) Displays to a customer any covering, tape, pasty or other device which simulates or otherwise gives the appearance of the display or exposure of any anatomical areas, regardless of whether the worker actually engages in performing or dancing as may be proscribed by the Ordinance;
 - (iii) Offers, solicits or contracts to dance or perform with a customer and accepts any consideration, tip, or compensation from or on behalf of that customer; or
 - (iv) Dances or performs with or within three (3) feet of a customer and accepts any consideration, tip, or compensation from or on behalf of that customer.
- (2) An adult performance establishment shall not be deemed a place provided or set apart for the purpose of exposing or exhibiting a person's sexual organs in a manner contrary to the first sentence of Florida Statutes, section 800.03, the state's indecent exposure statute as set forth in the decision of the Supreme Court of Florida in the case of Hoffman v. Carson, 250 So.2d 891, 893 (Fla. 1971), app. disrn. 404 U.S. 981 (1971).

(b) Adult theater shall mean any establishment which has adult booths, where adult materials may be viewed or any establishment which has an auditorium, rooms, or an open air area where persons may view films, motion pictures, video cassettes, slides, or other photograph reproductions which have as their primary or dominant theme matters depicting, illustrating or relating to sexual activities or anatomical areas as may be specified by the Ordinance. Adult motels and adult booth or peep show arcades are considered to be adult theaters;

(c) Adult book store, adult novelty store, or adult video store means an establishment which, as one of its principal purposes, offers for sale or rental of any form or consideration any one or more of the following:

- (i) Books, magazines, periodicals or other printed matter, or photographs, films, motion pictures, video cassettes or video reproductions, slides, or other visual representatives which are categorized by the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance or;
- (ii) Instruments, devices, or paraphernalia which are designed for use in connection with sexual activities as may be proscribed by the Ordinance."
- (iii) A commercial establishment may have other principal business purposes that do not involve the offering for sale or rental of material depicting or describing sexual activities or sexually oriented anatomical areas and still be categorized as adult book store, adult novelty store or adult video store. Such other business purposes will not serve to exempt such commercial establishments from being so categorized as long as one of the business purposes remains the offering for sale or rental for consideration the specified materials which are categorized by

the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance.

(d) Adult material shall mean any one or more of the following regardless of whether it is new or used:

- (i) Books, magazines, periodicals, other printed matter, photographs, - films, motion pictures, video tapes, slides, computer digital graphic recordings, visual representations, tape recordings or other audio matter which have as their primary or dominant theme matter depicting, illustrating, describing or relating to sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance; or
- (ii) Instruments, novelties, devices or paraphernalia which are designed or used in connection with sexual activities, excluding bona fide birth control devices.

2. Article XII, Page 20 is amended to add the following new Section 14. New Article XII Section 14, follows:

Section 14: Adult entertainment establishment as herein defined are prohibited within the Properties, whether or not such activities may be permitted by the City of Port St. Lucie, or by any other governmental agency. It shall be presumed that such use of any portion of the Properties shall cause the immediate and irreparable monetary and other noncompensable harm to another person, which may not be cured or remedied solely by the payment of monetary damages, but which will additionally require the immediate removal of such use. Any member utilizing any of the Properties as an adult entertainment establishment shall entitle the association to both temporary and permanent injunctive relief, as such use will engender immediate and irreparable harm.

This Amendment is made and adopted this ____ day of _____, 1999.

ST. LUCIE WEST DEVELOPMENT CORP.
a Delaware corporation authorized
to transact business in the State of Florida

BY: Paul J. Hegener
PRESIDENT

(CORPORATE SEAL)

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.
a Florida corporation not for profit

BY: David C. Page
PRESIDENT

(CORPORATE SEAL)

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Paul J. Hegener the President of ST. LUCIE WEST DEVELOPMENT CORP. a Delaware corporation authorized to transact business in the State of Florida, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me.

WITNESS my hand and official seal in the County and State last aforesaid this ____ day of _____, 19 ____.

Notary Public

Typed, printed or stamped name of Notary Public

My Commission Expires:

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David C. Page the President of ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC. a Florida corporation not for profit, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me.

WITNESS my hand and official seal in the County and State last aforesaid this ____ day of _____, 19 ____.

Notary Public

Typed, printed or stamped name of Notary Public

My Commission Expires:

THIS INSTRUMENT PREPARED BY:
Dorothy A. Hudson, Esquire
DOROTHY A. HUDSON, CHARTERED
2919 Cardinal Drive
Vero Beach, Florida 32963

Nov 88

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FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
ST. LUCIE WEST INDUSTRIAL ASSOCIATION

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, made and executed this 16th day of November, 1988 by THEO. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation (the "Declarant"),

W I T N E S S E T S:

WHEREAS, Declarant executed a certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, dated January 22, 1988 and recorded in Official Record Book 572, Page 1498, Public Records of St. Lucie County, Florida (the "Declaration"), which Declaration encumbers the property described therein and all property subsequently subjected thereto; and

WHEREAS, Declarant is the owner of that real property ("Additional Property") lying and being in St. Lucie County, Florida, and legally described as follows:

Plat Number 4 of St. Lucie West, according to the Plat thereof as recorded in Plat Book 19, Pages 19, 19A through 19E of the Public Records of St. Lucie County, Florida;

and

WHEREAS, Declarant wishes to subject the Additional Property to all terms and provisions of the Declaration, in accordance therewith.

NOW THEREFORE, be it known that the Declaration is hereby amended as follows:

1. In accordance with Article VIII, Section 1 of the Declaration, Declarant does hereby subject the Additional Property to all covenants, restrictions, easements, reservations, assessments, charges, liens and other terms and provisions of the Declaration, which shall hereafter constitute a covenant running with the Additional Property. From and after the date of

Approved By: [Signature]
Witness: R. [Signature] - Esq.
2400 SE Ridgeland Rd., SE-200
Post # 3981

BOOK 611 PAGE 2277

recording of this instrument, the property subject to the Declaration and all of the covenants and restrictions contained therein, shall include that real property legally described in Exhibit A to the Declaration, and all property added thereto subsequent to the filing of the Declaration, including without limitation, the Additional Property.

2. The Additional Property shall be governed by the St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation, as well as by the St. Lucie West Master Association, Inc., a Florida not-for-profit corporation.

Except as expressly amended hereby, the Declaration, and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed in its name, the day and year first above written.

Signed, sealed and delivered in the presence of:

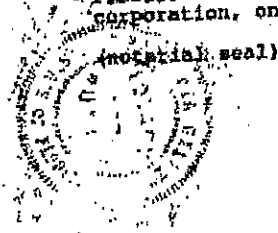
James M. Roberts
James Sudler

THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation

By: James P. Brown
James P. Brown, President
(corporate seal)

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 11th day of November, 1988, by James P. Brown, the President of THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the Corporation.



Patricia Walker
Notary Public

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION END. JUNE 15, 1992
DONOR: TFLA GENERAL REG. FUND.

**JOINER OF ST. LUCIE WEST
MASTER ASSOCIATION**

ST. LUCIE WEST MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, hereby joins in the Amendment to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, for the sole purpose of agreeing to perform its obligations as contained in the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, as same is now or hereafter amended.

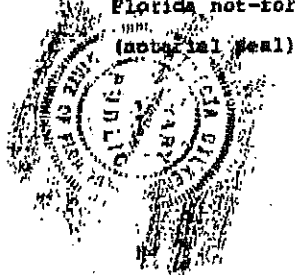
Signed, sealed and delivered
in the presence of:

James M. Roberts
Spacy Andrews

ST. LUCIE WEST MASTER
ASSOCIATION, INC., a Florida
not-for-profit corporation
By: *James P. Brown*
James P. Brown, President

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this
16th day of November, 1988 by James P. Brown,
the President of ST. LUCIE WEST MASTER ASSOCIATION, INC., a
Florida not-for-profit corporation, on behalf of the corporation.



Patricia Walker
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 15, 1992
DOMESTIC TRAVEL GENERAL REG. UND.

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SECOND AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
ST. LUCIE WEST INDUSTRIAL ASSOCIATION

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, made and executed this 27th day of January, 1988 by THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation (the "Declarant"),

W I T N E S S E T H:

WHEREAS, Declarant executed a certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, dated January 22, 1986 and recorded in Official Record Book 572, Page 1498, Public Records of St. Lucie County, Florida (the "Declaration"), which Declaration encumbers the property described therein and all property subsequently subjected thereto; and

WHEREAS, Declarant is the owner of that real property ("Additional Property") lying and being in St. Lucie County, Florida, and legally described as follows:

Plat Number 11 of St. Lucie West (first replat in Commerce Park), according to the Plat thereof as recorded in Plat Book 27, Pages 10, 10A through 10E of the Public Records of St. Lucie County, Florida;

and

WHEREAS, Declarant wishes to subject the Additional Property to all terms and provisions of the Declaration, in accordance therewith.

NOW WHEREFORE, be it known that the Declaration is hereby amended as follows:

1. In accordance with Article VIII, Section 1 of the Declaration, Declarant does hereby subject the Additional Property to all covenants, restrictions, easements, reservations, assessments, charges, liens and other terms and provisions of the Declaration, which shall hereafter constitute a covenant running with the Additional Property. From and after the date of

OFF 621 PAGE 2279

recording of this instrument, the property subject to the Declaration and all of the covenants and restrictions contained therein, shall include that real property legally described in Exhibit A to the Declaration, and all property added thereto subsequent to the filing of the Declaration, including without limitation, the Additional Property.

2. The Additional Property shall be governed by the St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation, as well as by the St. Lucie West Master Association, Inc., a Florida not-for-profit corporation.

Except as expressly amended hereby, the Declaration, and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed in its name, the day and year first above written.

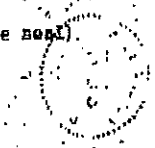
Signed, sealed and delivered in the presence of:

Carolynn Gray
Mary Beth Rappaport

THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation

[Signature]

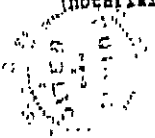
By: James P. Brown, President
(corporate seal)



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 20th day of November, 1989, by James P. Brown, the President of THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the Corporation.

(Notarial seal)



Patricia Walker
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES JUNE 15, 1992
BONDED THREE THOUSAND DOLLARS

JOINDER OF ST. LUCIE WEST
MASTER ASSOCIATION

ST. LUCIE WEST MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, hereby joins in the Second Amendment to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, for the sole purpose of agreeing to perform its obligations as contained in the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, as same is now or hereafter amended.

Signed, sealed and delivered
in the presence of:

Carolyn Shagan
Mary Lou Cooper

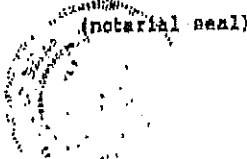
ST. LUCIE WEST MASTER
ASSOCIATION, INC., a Florida
not-for-profit corporation

By: *James P. Brown*
James P. Brown, President



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this
27th day of November, 1909 by James P. Brown,
the President of ST. LUCIE WEST MASTER ASSOCIATION, INC., a
Florida not-for-profit corporation, on behalf of the corporation.



Patricia Wilkes
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DATE 10, 1992
RENUNCIATED THROUGH ORIGINAL DEED AND.

Prepared by and return to:
Wesley R. Harvin, P.A.
2400 SE Midport Rd., #200
Port St. Lucie, FL 34952

943536

BOOK 621 PAGE 2281

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Prepared by and return to:
Wesley R. Harvin, P.A.
2400 SE Midport Rd. #200
Port St. Lucie, FL 34952

THIRD AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
ST. LUCIE WEST INDUSTRIAL ASSOCIATION

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association is made and executed this 1st day of March, 1989 by THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation (the "Declarant"),

WITNESSETH:

WHEREAS, Declarant executed a certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, dated January 22, 1989 and recorded in O.R. Book 572, page 1493, as amended in O.R. Book 611, page 2277 and O.R. Book 621, page 2279, public records of St. Lucie County, Florida (the "Declaration"), which Declaration encumbers the property described therein and all property subsequently subject thereto; and

WHEREAS, Declarant wishes to amend the Declaration as hereinafter set forth; and

WHEREAS, pursuant to Article XIII, Section 2 of the Declaration, this Declaration may be amended so long as Developer still owns property described in Exhibit "A" and Exhibit "B" and so long as the amendment has no material, adverse effect upon any right of any owner; and

WHEREAS, the Declarant still owns property described in Exhibit "A" and Exhibit "B" and this amendment has no material adverse effect upon any right of any owner,

NOW THEREFORE, pursuant to Article XIII, Section 2 of the Declaration, the Declarant hereby amends the Declaration as follows:

1. Section 6 of Article X is hereby deleted in its entirety and replaced with the following:

BOOK 628 PAGE 1991

Section 6. Date of Commencement of Annual Assessments. The annual assessments provided for herein shall commence as to each Unit on the date of conveyance of the unit by Declarant. The first annual assessment shall be adjusted according to the number of days remaining in the fiscal year at the time assessments commence on the Unit.

2. Section 9 or Article X is amended to add Section 9:

Section 9: Capitalization of Association. Upon acquisition of record title to a Unit by the first purchaser thereof, a contribution shall be made by or on behalf of the purchaser to the working capital of the Association in an amount equal to one-sixth (1/6) of the amount of the annual Base Assessment per Unit for that year as determined by the Board. This amount shall be deposited into the purchase and sales escrow and disbursed therefrom to the Association for use in meeting unforeseen expenditures, purchasing equipment deemed necessary or desirable, or otherwise, or otherwise to cover operating expenses properly incurred by the Association. Such contributions shall not be considered an advance payment of regular assessments.

Except as expressly amended hereby and by prior amendments, the Declaration, and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

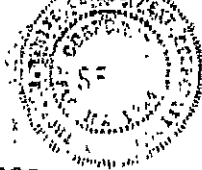
IN WITNESS WHEREOF, Declarant has caused this instrument to be executed in its name, the day and year first above written.

Signed, sealed and delivered in the presence of:

Cassidy
Thompson Douglas

THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation
 By: *[Signature]*
 James P. Brown, Pres.

(Corporate Seal)




STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this
1st day of March, 1989, by James P. Brown, the
President of THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida
corporation, on behalf of the corporation.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JUNE 15, 1992
BONDED THRU GENERAL INV. UND.

Patricia W. [Signature]
Notary Public
(notarial seal)


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FOURTH AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
ST. LUCIE WEST INDUSTRIAL ASSOCIATION

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, made and executed this 25TH day of April, 1988 by THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation (the "Declarant"),

W I T N E S S E T H:

WHEREAS, Declarant executed a certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, dated January 22, 1988 and recorded in Official Record Book 572, Page 1498; as amended in O.R. Book 511, page 2277; O.R. Book 621, page 2279; and O.R. Book 628, page 1991, all of Public Records of St. Lucie County, Florida (the "Declaration"), which Declaration encumbers the property described therein and all property subsequently subjected thereto; and

WHEREAS, Declarant is the owner of that real property ("Additional Property") lying and being in St. Lucie County, Florida, and legally described as follows:

Plat Number 14 of St. Lucie West, COMMERCE PARK - PHASE TWO, according to the Plat thereof as recorded in Plat Book 27, Pages 17, 17A through 17F of the Public Records of St. Lucie County, Florida;

and

WHEREAS, Declarant wishes to subject the Additional Property to all terms and provisions of the Declaration, in accordance therewith.

NOW THEREFORE, be it known that the Declaration is hereby amended as follows:

1. In accordance with Article VII, Section 1 of the Declaration, Declarant does hereby subject the Additional Property to all covenants, restrictions, encumbrances, reservations, assessments, charges, liens and other terms and provisions of the Declaration, which shall hereafter constitute a covenant running with the Additional Property. From and after the date of

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recording of this instrument, the property subject to the Declaration and all of the covenants and restrictions contained therein, shall include that real property legally described in Exhibit A to the Declaration, and all property added thereto subsequent to the filing of the Declaration, including without limitation, the Additional Property.

2. The Additional Property shall be governed by the St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation, as well as by the St. Lucie West Master Association, Inc., a Florida not-for-profit corporation.

Except as expressly amended hereby, the Declaration, and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed in its name, the day and year first above written.

Signed, sealed and delivered in the presence of:

Carolyn Gray
Juan Suber

THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation

By: *James P. Brown*
James P. Brown, President
(corporate seal)



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 25th day of April, 1989, by James P. Brown, the President of THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the Corporation.

(Notarial seal)

Patricia Wickens
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 03/31/2008
ELECTRONIC REGISTRATION UNIT

JOINDER OF ST. LUCIE WEST
MASTER ASSOCIATION

ST. LUCIE WEST MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, hereby joins in the Fourth Amendment to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, for the sole purpose of agreeing to perform its obligations as contained in the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, as same is now or hereafter amended.

Signed, sealed and delivered
in the presence of:

[Handwritten signatures]

ST. LUCIE WEST MASTER
ASSOCIATION, INC., a Florida
not-for-profit corporation
By: *[Signature]*
James P. Brown, President

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this
25th day of April, 1989 by James P. Brown,
the President of ST. LUCIE WEST MASTER ASSOCIATION, INC., a
Florida not-for-profit corporation, on behalf of the corporation.

(notarial seal)

[Signature]
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 15, 1992
DOCS# 1982 GENRAL US. AND.

Prepared by and return to:
Walter R. Harvin, P.A.
2400 BE Midport Rd., #200
Port St. Lucie, FL 34952

963088

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FILED AND RECORDED
DOUGLAS D. JORDAN
ST. LUCIE COUNTY, FL

634 PAGE 1105

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Fee Per \$ 15.00 DOUGLAS HARVIN
 Add Fee \$ _____ St. Lucie County
 Doc Tax \$ _____ Clerk of Circuit Court
 Int Tax \$ _____ by _____
 Total \$ 15.00 Deputy Clerk

Prepared by and return to:
 Wesley R. Harvin, P.A.
 590 NW Peacock Loop, #10
 Port St. Lucie, FL 34986

**FOURTH AMENDMENT TO DECLARATION OF COVENANTS,
 CONDITIONS AND RESTRICTIONS FOR
 ST. LUCIE WEST INDUSTRIAL ASSOCIATION**

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, made and executed this 16th day of February, 1990 by THOS A. WHITE DEVELOPMENT CORPORATION, a Florida corporation (the "Declarant").

W I T N E S S E T H :

WHEREAS, Declarant executed a certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Commercial Association, dated January 22, 1988, and recorded in O.R. Book 572, page 1493 as amended in O.R. Book 611, page 2277; O.R. Book 621, page 2279; O.R. Book 626, page 1991; and O.R. Book 634, page 1103, all of the Public Records of St. Lucie County, Florida, which Declaration encumbers the property described therein and all property subsequently subjected thereto; and

WHEREAS, Declarant wishes to amend the Declaration as hereinafter set forth; and

WHEREAS, pursuant to Article VIII, Section 1, Declarant may annex additional property to this Declaration, without the approval of Class "A" membership, until January 1, 2017, and

WHEREAS, Declarant is the owner of that real property ("Additional Property") lying and being in St. Lucie County, Florida and legally described as follows:

Plat Number 16 of St. Lucie West, COMMERCE PARK - PHASE THREE, according to the plat thereof as recorded in Plat Book 28, pages 6, 6A through 6D, Public Records of St. Lucie County, Florida.

and

WHEREAS, Declarant wishes to subject the Additional Property to all terms and provisions of the Declaration, in accordance therewith.

NOW THEREFORE, Be it known that the Declaration is hereby amended as follows:

1. In accordance with Article VIII, Section 1 of the Declaration, Declarant does hereby subject the Additional Property to all covenants, restrictions, easements, reservations, assessments, charges, liens and other terms and provisions of the Declaration, which shall hereafter constitute a covenant running with the Additional Property. From and after the date of recording of this instrument, the property subject to the Declaration and all of the covenants and restrictions contained therein, shall include that real property legally described Exhibit "A" to the Declaration, and all property added thereto subsequent to the filing of the Declaration, including without limitation, the Additional Property.

2. The Additional Property described in Plat No. 16 shall be governed by the St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation, as well as by the St. Lucie West Master Association, Inc., a Florida not-for-profit corporation.

3. The address of the St. Lucie West Industrial Association, Inc. for purposes of notice under Article I, Section 2 of the By-Laws shall be as follows:

St. Lucie West Industrial Association, Inc.
1171 N.W. Prima Vista Boulevard
Fort St. Lucie, FL 34986

Except as expressly amended hereby and by prior amendments, the Declaration, and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed in its name, the day and year first above written.

Signed, sealed and delivered in the presence of:

John J. Bunch
James A. Freese

THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation

By: *Thomas J. White, Jr.*
Thomas J. White, Jr.
President

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 16th day of February, 1990, by Thomas J. White, Jr., the President of THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the Corporation.

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION END: JUNE 15, 1992
CENTRAL REG. DIV.

Patricia W. [Signature]
Notary Public
NOTARY PUBLIC
(Notarial seal)
PUBLIC
STATE OF FLORIDA

JOINDER OF ST. LUCIE WEST MASTER ASSOCIATION

ST. LUCIE WEST MASTER ASSOCIATION, a Florida not-for-profit corporation, hereby joins in the Fourth Amendment to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, for the sole purpose of agreeing to perform its obligations as contained in the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, as same is now or hereafter amended.

Signed, sealed and delivered in the presence of:

ST. LUCIE WEST MASTER ASSOCIATION, INC., a Florida not-for profit corporation

[Handwritten signatures]

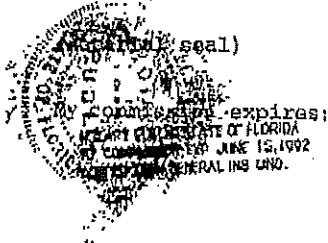
By: *[Signature]*
W. Byron Traynor, President



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 16th day of February, 1980, by W. Byron Traynor, the President of ST. LUCIE WEST MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation.

[Signature]
Notary Public



1026837
90 FEB 20 09:47
FILED AND RECORDED
DOUGLAS DIXON
ST. LUCIE COUNTY, FL

1041030

Rec Per \$ 19.50 DONALD R. BIXON
 A/T: _____
 Rec: _____ \$
 Total 20.00 Deputy Clerk

ASSIGNMENT OF DEDICATIONS

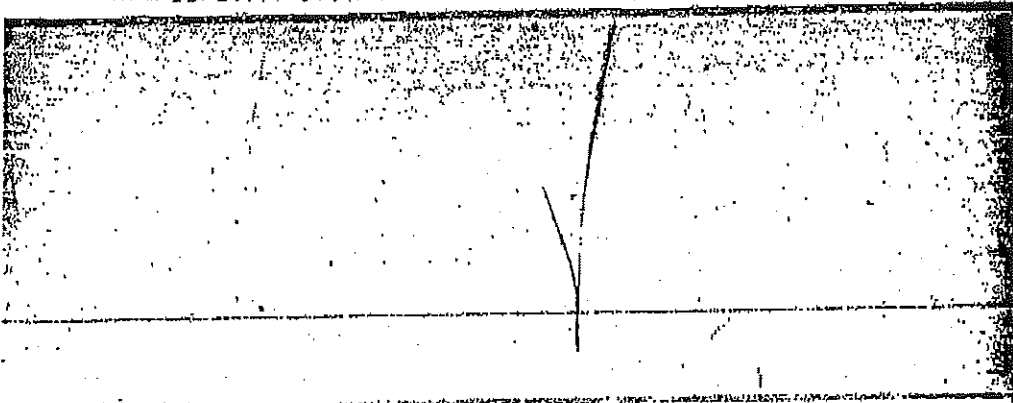
THIS INDENTURE is made on this 24TH day of April, 1990, between ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida not for profit corporation, and TNOB. J. WHITE DEVELOPMENT CORPORATION (WHITE).

WITNESSETH

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., in consideration of \$10.00 and other good and valuable consideration to it paid by WHITE, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, convey, assign, transfer, and set over unto WHITE, its legal representatives, successors, and assigns, for the purpose of providing drainage and surface water management, all rights and privileges that ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., has or may have under the laws of the State of Florida or otherwise, and all right, title, and interest of ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., in, to, and under, each of the dedications of subgrade, base (but specifically excluding asphalt, curbs, and gutters), and other drainage structures and improvements lying within those roadways or rights-of-way specified and set forth in the attached Exhibit A, all of which in turn are identified on certain plats in St. Lucie County, State of Florida (the Dedications).

TO HAVE AND TO HOLD said Dedications unto WHITE, its legal representatives, successors, and assigns, to and for its or their uses forever with the right of substitution and subrogation of WHITE in and to all covenants and warranties heretofore given or made in respect of said Dedications or any part thereof, to the extent said covenants and

D. R. 688 PAGE 1394



warranties are assignable or can be enforced, at WHITE's expense, for WHITE's benefit.

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., does for itself and its legal representatives, successors, and assigns, covenant to and with WHITE, its legal representatives, successors, and assigns, that it is the lawful owner of the Dedications; that the Dedications are free from all encumbrances except as specified on the plats referred to in Exhibit A; that it has good right to assign the Dedications, and that it will warrant and defend the assignment of the Dedications unto WHITE, its legal representatives, successors, and assigns, against the lawful claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., has caused this instrument to be executed by its duly authorize agents, and its corporate seal affixed hereto.

Signed, sealed, and delivered in the presence of:

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.

[Handwritten signature]

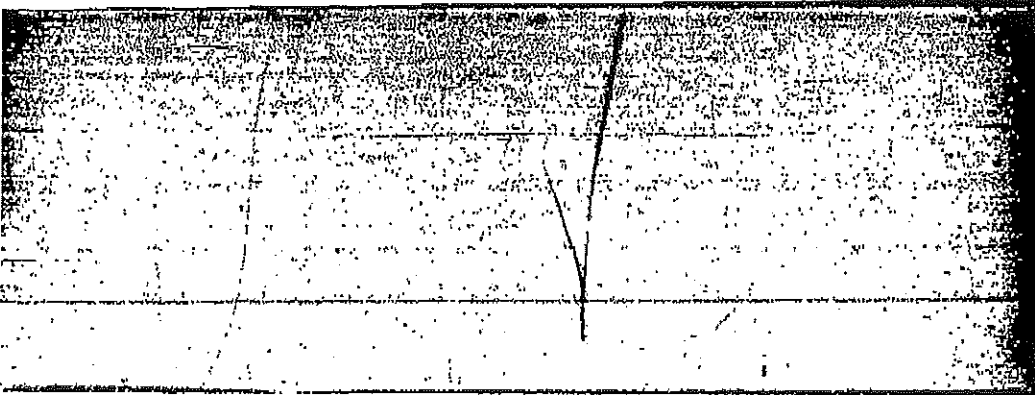
By: *[Handwritten signature]*
W. BYRON TRAYNOR, President

[Handwritten signature]

[Handwritten signature]
CHARLES E. CUNNINGHAM, Secretary



BOOK 688 PAGE 1395

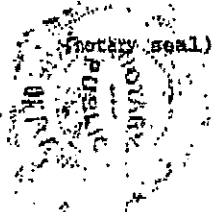


STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared W. BYRON TRAYNOR and CHARLES B. CUNNINGHAM as the President and Secretary, respectively, of ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida not for profit corporation and they acknowledged before me that they executed the foregoing instrument on behalf of the corporation for the purpose therein contained.

WITNESS my hand and seal in the County and State last aforesaid, this 24th day of April, 1990:

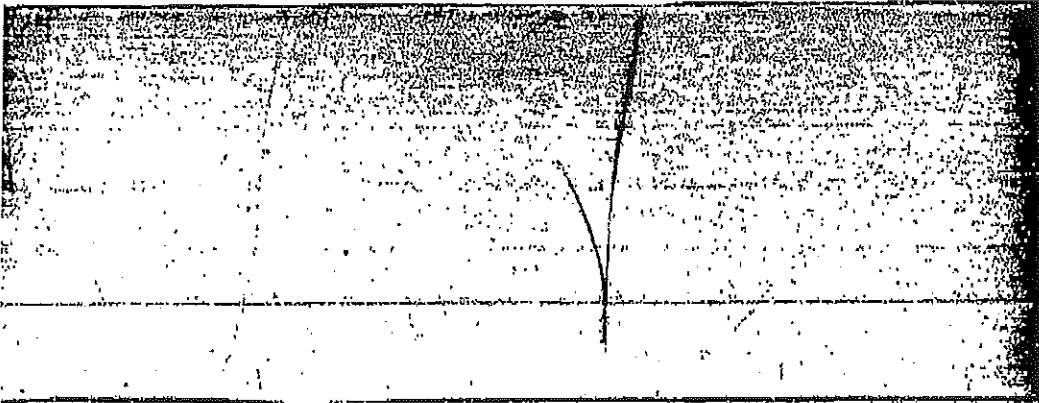


John V. Buzza
Notary Public
My Commission Expires:

Notary Public, State of Florida At Large
My Commission Expires Sept. 7, 1991
Bonded thru Huckleberry & Associates

Prepared by
James A. Freese
590 N.W. Peacock Loop
Suite #10
Port St. Lucie FL 34984

D.R. 688 PAGE 1396



ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.

EXHIBIT "A"

N.W. Enterprise Blvd. (1778.71 L.F.) (sta. 0+75.00 to 7+43.54 and sta. 12+76.39 to 23+85.56), St. Lucie West Plat. No. 1 - Prima Vista Boulevard, Plat Book 26, Pages 8, 8A through 8G, Public Records of St. Lucie County, Florida.

N.W. Stadium Drive (600 L.F.) (sta. 0+60 to 6+60.00), St. Lucie West Plat No. 1 - Prima Vista Boulevard, Plat Book 26, Pages 8, 8A through 8G, Public Records of St. Lucie County, Florida.

N.W. Enterprise Boulevard (532.85 L.F.) (sta. 7+43.54 to 12+76.39), St. Lucie West Plat No. 4, Commerce Park - Phase One, Plat Book 26, pages 19, 19A through 19E, Public Records of St. Lucie County, Florida.

90 APR 26 AB:24
1041030
FILED AND RECORDED
DOUGLAS DIXON CL
ST. LUCIE COUNTY

BOOK 688 PAGE 1397

1094734

Rec Fee \$ 13.50 DOUGLAS DIXON
Add Fee \$ _____ St. Lucie County
Doc Tax \$ _____ Clerk of Circuit Court
Int Tax \$ _____ By JK
Deputy Clerk

Total \$ 14.50
Prepared by and return to:
Wesley R. Harvin, Esq.
HARVIN & GEARY
590 NW Peacock Loop, #10
Port St. Lucie, FL 34986

**SIXTH AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.**

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, Inc. is made and executed this 13th day of February, 1991, by THOMAS J. WHITE DEVELOPMENT CORPORATION, a Florida corporation (the "Declarant").

W I T N E S S E T H :

WHEREAS, Declarant executed a certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, dated January 22, 1988, and recorded in O.R. Book 572, page 1493, as amended in O.R. Book 611, page 2277; O.R. Book 621, page 2279; and O.R. Book 628, page 1991; O.R. Book 634, page 1103; and O.R. Book 678, page 1387, as re-recorded in O.R. Book 679, page 2199, all of the Public Records of St. Lucie County, Florida, which Declaration encumbers the property described therein and all property subsequently subjected thereto; and

WHEREAS, Declarant wishes to amend the Declaration as hereinafter set forth; and

WHEREAS, Pursuant to Article VIII, Section 1, Declarant may annex additional property to this Declaration, without approval of Class "A" membership, until January 1, 2017; and

WHEREAS, Declarant is the owner of that real property (Additional Property) lying and being in St. Lucie County, Florida and legally described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND BY REFERENCE MADE A PART HEREOF.

and

WHEREAS, Declarant wishes to subject the Additional Property to all terms and provisions of the Declaration, in accordance therewith.

0726 02555

NOW THEREFORE, be it known that the Declaration is hereby amended as follows:

1. In accordance with Article VIII, Section 1 of the Declaration, Declarant does hereby subject the Additional Property to all covenants, restrictions, easements, reservations, assessments, charges, liens and other terms and provisions of the Declaration which shall hereafter constitute a covenant running with the Additional Property. From and after the date of recording of this instrument, the property subject to the Declaration and all of the covenants and restrictions contained therein, shall include that real property legally described in Exhibit "A" to the Declaration, and all property added thereto subsequent to the filing of the Declaration, and all property added thereto subsequent to the filing of the Declaration, including without limitation, the Additional Property.

2. The Additional Property described herein shall be governed by the St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation.

3. The address of the St. Lucie West Industrial Association, Inc. for purposes of notice under Article I, Section 2 of the By-Laws shall be as follows:

St. Lucie West Industrial Association, Inc.
1171 N.W. Prima Vista Boulevard
Port St. Lucie, FL 34986

Except as expressly amended hereby and by prior amendments, the Declaration, and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed in its name, the day and year first above written.

Signed, sealed and delivered in the presence of:

[Handwritten signatures]

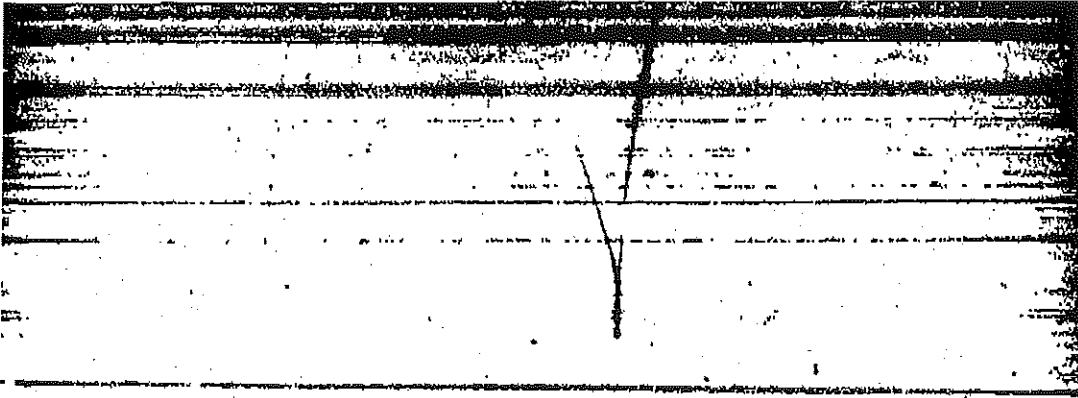
THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation

By: *[Signature]*
W. Byron [Name]
Executive Vice President



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 18th



day of February, 1991, by W. Byron Traynor, the Executive Vice President of TROM. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the Corporation.

My Commission Expires:

01/01/2008 12:00:00 AM
EX. COMMISSION (00) 0000 15 1999
POWER OF ATT. AND L.S. 000

Patricia White

Notary Public

(notarial)



80726 8E2557

EXHIBIT "A"

A PARCEL OF LAND LYING IN SECTION 23, TOWNSHIP 36 SOUTH, RANGE 29 EAST, ST. LUCIE COUNTY, FLORIDA, BEING A PORTION OF TRACT "A", BLOCK 2, AS SHOWN ON ST. LUCIE WEST PLAT NUMBER 4, PLAT BOOK 26, PAGES 19, 19A THROUGH 19E, PUBLIC RECORDS OF ST. LUCIE COUNTY, FLORIDA, PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SAID TRACT "A"; THENCE RUN SOUTH 0 DEGREES 00 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SAID TRACT "A" A DISTANCE OF 535.92 FEET TO A POINT OF CURVATURE; THENCE RUN SOUTHERLY ALONG THE ARC OF A CURVE, CONCAVE TO THE EAST, WITH RADIUS OF 10,985.16 FEET AND A CENTRAL ANGLE OF 0 DEGREE 20 MINUTES 04 SECONDS A DISTANCE OF 64.11 FEET TO THE POINT OF BEGINNING; THENCE RUN NORTH 89 DEGREES 22 MINUTES 57 SECONDS EAST A DISTANCE OF 1079.00 FEET; THENCE RUN SOUTH 0 DEGREES 37 MINUTES 03 SECONDS EAST A DISTANCE OF 480.15 FEET; THENCE RUN SOUTH 45 DEGREES 00 MINUTES 00 SECONDS EAST A DISTANCE OF 49.92 FEET TO AN INTERSECTION WITH THE ARC OF A CURVE; THENCE RUN SOUTHERLY ALONG THE ARC OF A CURVE, CONCAVE TO THE EAST, WHOSE CENTER BEARS SOUTH 45 DEGREES 00 MINUTES 00 SECONDS EAST FROM SAID POINT OF INTERSECTION, WITH RADIUS OF 50.00 FEET AND A CENTRAL ANGLE OF 151 DEGREES 09 MINUTES 54 SECONDS A DISTANCE OF 131.92 FEET; SOUTH 30 DEGREES 09 MINUTES 00 SECONDS WEST A DISTANCE OF 269.71 FEET; THENCE RUN THENCE RUN SOUTH 11 DEGREES 37 MINUTES 01 SECONDS WEST A DISTANCE OF 123.42 FEET; THENCE RUN SOUTH 89 DEGREES 22 MINUTES 57 SECONDS WEST A DISTANCE OF 961.54 FEET TO AN INTERSECTION WITH THE WEST LINE OF SAID TRACT "A"; THENCE RUN NORTHERLY ALONG THE ARC OF A CURVE, CONCAVE TO THE EAST, WHOSE CENTER BEARS NORTH 84 DEGREES 41 MINUTES 40 SECONDS EAST FROM SAID POINT OF INTERSECTION, WITH RADIUS OF 10,985.16 FEET AND A CENTRAL ANGLE OF 4 DEGREES 58 MINUTES 16 SECONDS A DISTANCE OF 953.12 FEET TO THE POINT OF BEGINNING; CONTAINING 23.290 ACRES.

(SYS.CO.LEG)

77 FEB 15 11 57 AM
1092734
FILED AND REC'D
DOUGLAS COUNTY
ST. LUCIE COUNTY

80726 HF255A

JoAnne Holman, Clerk of the Circuit Court - St. Lucie County
File Number: 1723110 OR BOOK 1225 PAGE 1722
Recorded: 05-27-99 09:24 A.M.

**AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION**

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION ("Amendment") is made this 29th day of April, 1999, by ST. LUCIE WEST DEVELOPMENT CORP., a Delaware corporation authorized to transact business in the State of Florida, ("Declarant"), 1740 S. W. St. Lucie West Boulevard, Port St. Lucie, Florida 34986, and ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida corporation not for profit ("Association"), whose principal office is located at 1740 S. W. St. Lucie Boulevard, Port St. Lucie, Florida 34986, as follows:

WITNESSETH

PURSUANT to the provisions of Article XIII Section 2 of the Declaration of Covenants, Conditions and Restrictions (herein the "Declaration") for St. Lucie West Industrial Association, which Declaration is recorded at Official Records Book 572, Page 1493, of the public records of St. Lucie County, Florida, the undersigned hereby certify and affirmatively find that the following Amendment to the said Declaration has no adverse effect upon any right of any Owner and further that this Amendment was approved by a unanimous vote of the Association's Board of Directors at its meeting on April 29, 1999, which Amendment follows:

1. Article I, Section 22, Page 4 is amended to add the following Definition:

Section 22: Adult entertainment establishment shall mean an adult theater, an adult book store, an adult performance establishment, a commercial physical contact parlor or an escort service or as otherwise may be defined and proscribed by Chapter 143 of the Port St. Lucie City Code, as it may be amended from time to time (herein "Ordinance"). An establishment which has a occupational or use permit issued through any governmental agency for use as any of the above uses or is actually used for such purposes, or engages in any of the following activities, whether or not such permit is issued, or engages in proscribed activities as defined by the Ordinance, shall be presumed to be an adult entertainment establishment.

Adult performance establishment shall mean:

- (a) An establishment where any worker:
 - (i) Engages in a private performance, acts as a private model, or displays or exposes any anatomical areas proscribed by the Ordinance to a customer.

Rep. Kenneth A. Hudson, Atty.
29170 Combswood Dr.
2 - Vero Beach, Fl. 32903

DR BOOK 1225 PAGE 1723

regardless of whether the worker engages in dancing or any particular activity as may be proscribed by the Ordinance:

- (i) Displays to a customer any covering, tape, panty or other device which simulates or otherwise gives the appearance of the display or exposure of any anatomical areas, regardless of whether the worker actually engages in performing or dancing as may be proscribed by the Ordinance;
 - (ii) Offers, solicits or contracts to dance or perform with a customer and accepts any consideration, tip, or compensation from or on behalf of that customer; or
 - (iv) Dances or performs with or within three (3) feet of a customer and accepts any consideration, tip, or compensation from or on behalf of that customer.
- (2) An adult performance establishment shall not be deemed a place provided or set apart for the purpose of exposing or exhibiting a person's sexual organs in a manner contrary to the first sentence of Florida Statutes, section 800.03, the state's indecent exposure statute as set forth in the decision of the Supreme Court of Florida in the case of Hoffman v. Carson, 250 So.2d 891, 893 (Fla. 1971), app. dem. 404 U.S. 981 (1971).

(b) Adult theater shall mean any establishment which has adult booths, where adult materials may be viewed or any establishment which has an auditorium, rooms, or an open air area where persons may view films, motion pictures, video cassettes, slides, or other photograph reproductions which have as their primary or dominant theme matters depicting, illustrating or relating to sexual activities or anatomical areas as may be specified by the Ordinance. Adult motels and adult booth or peep show arcades are considered to be adult theaters;

(c) Adult book store, adult novelty store, or adult video store means an establishment which, as one of its principal purposes, offers for sale or rental of any form or consideration any one or more of the following.

- (i) Books, magazines, periodicals or other printed matter, or photographs, films, motion pictures, video cassettes or video reproductions, slides, or other visual representatives which are categorized by the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance or;
- (ii) Instruments, devices, or paraphernalia which are designed for use in connection with sexual activities as may be proscribed by the Ordinance;
- (iii) A commercial establishment may have other principal business purposes that do not involve the offering for sale or rental of material depicting or describing sexual activities or sexually oriented anatomical areas and still be categorized as adult book store, adult novelty store or adult video store. Such other business purposes will not serve to exempt such commercial establishments from being so categorized as long as one of the business purposes remains the offering for sale or rental for consideration the specified materials which are categorized by

QR BOOK 1225 PAGE 1724

the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance.

(d) Adult material shall mean any one or more of the following regardless of whether it is new or used:

- (i) Books, magazines, periodicals, other printed matter, photographs, - films, motion pictures, video tapes, slides, computer digital graphic recordings, visual representations, tape recordings or other audio matter which have as their primary or dominant theme matter depicting, illustrating, describing or relating to sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance; or
- (ii) Instruments, novelties, devices or paraphernalia which are designed or used in connection with sexual activities, excluding bona fide birth control devices.

2 Article XII, Page 20 is amended to add the following new Section 14. New Article XII Section 14. follows:

Section 14: Adult entertainment establishment as herein defined are prohibited within the Properties, whether or not such activities may be permitted by the City of Port St. Lucie, or by any other governmental agency. It shall be presumed that such use of any portion of the Properties shall cause the immediate and irreparable monetary and other noncompensable harm to another person, which may not be cured or remedied solely by the payment of monetary damages, but which will additionally require the immediate removal of such use. Any member utilizing any of the Properties as an adult entertainment establishment shall entitle the association to both temporary and permanent injunctive relief, as such use will engender immediate and irreparable harm.

This Amendment is made and adopted this 29th day of April 1999.



(CORPORATE SEAL)

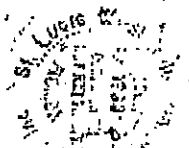
ST. LUCIE WEST DEVELOPMENT CORP.
a Delaware corporation authorized
to transact business in the State of Florida

Paul J. Hegener
BY: Paul J. Hegener
PRESIDENT

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.
a Florida corporation not for profit

David C. Page

BY: David C. Page
PRESIDENT



(CORPORATE SEAL)

OR BOOK 1225 PAGE 1725

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Paul J. Hegener the President of ST. LUCIE WEST DEVELOPMENT CORP. a Delaware corporation authorized to transact business in the State of Florida, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, 1999.

Shirley E. Smith
Notary Public

Shirley E. Smith
Typed, printed or stamped name of Notary Public

My Commission Expires

STATE OF
COUNTY OF



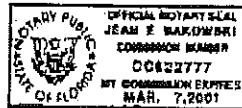
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David C. Page the President of ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC. a Florida corporation not for profit, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, 1999.

Jean E. Bakowski
Notary Public

Jean E. Bakowski
Typed, printed or stamped name of Notary Public

My Commission Expires,



THIS INSTRUMENT PREPARED BY
Dorothy A. Hudson, Esquire
DOROTHY A. HUDSON, CHARTERED
2819 Cardinal Drive
Vero Beach, Florida 32963

JoAnne Holman, Clerk of the Circuit Court - St. Lucie County
File Number: 1322583 OR BOOK 0898 PAGE 1779
Recorded: 05-04-94 01:07 P.M.

PREPARED BY, RECORD AND RETURN TO:

LAURIE L. GILDAN, ESQ.
GREENBERG, TRAUIG, HOFFMAN,
LIPOFF, ROSEN & QUENTEL, P.A.
777 South Flagler Drive
Suite 310-East
West Palm Beach, FL 33401

ASSIGNMENT OF DECLARANT'S RIGHTS
(St. Lucie West Industrial Association)

THIS ASSIGNMENT is made as of the 22nd day of April, 1994, by and between THOS. J. WHITE DEVELOPMENT CORP., a Florida corporation ("Assignor") and BALFOUR HOLDINGS (FLORIDA) LIMITED PARTNERSHIP, a Florida limited partnership ("Assignee").

WHEREAS Assignor is the Declarant, as defined in that certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, dated January 22, 1988 and recorded January 22, 1988 in Official Record Book 572, Page 1493, Public Records of St. Lucie County, Florida, as amended by amendments recorded in Official Record Book 611, Page 2277; Official Record Book 621, Page 2279; Official Record Book 628, Page 1991; Official Record Book 634, Page 1103; Official Record Book 678, Page 1387 as re-recorded in Official Record Book 679, Page 2199; and Official Record Book 726, Page 2555; all of the Public Records of St. Lucie County, Florida, as the same may have been further amended from time to time (collectively, the "Declaration"); and

WHEREAS simultaneously with the delivery hereof, Assignor has conveyed to Assignee all of the lands owned by Assignor which are subject to the Declaration, pursuant to a Purchase and Sale Agreement dated December 29, 1993, as amended (the "Agreement"), which Agreement requires Assignor to assign to Assignee all of the rights, privileges, benefits and protections of the Declarant under the Declaration.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, including the consideration described in the Agreement, Assignor and Assignee hereby agree as follows:

I. To the extent permitted by the Declaration and by applicable law, all rights, privileges, benefits, and protections of the Declarant in, under and with respect to the Declaration are hereby assigned by Assignor to Assignee and to such of Assignee's

RETURN TO:
COMMONWEALTH LAND TITLE
COURTHOUSE BOX #1

successors and assigns as Assignee may further assign any of the rights, privileges, benefits and protections herein assigned.

2. The foregoing assignment shall also be deemed to include the assignment of: (a) all of Assignor's rights, privileges, benefits and protections under all Articles of Incorporation, Bylaws, Rules and Regulations and similar instruments creating, governing or pertaining to any association established to administer and/or enforce the Declaration, including, without limitation, St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation; and (b) all of Assignor's rights, standings, benefits and privileges in, to and under all filings, registrations, acceptances, exemptions, approvals and authorizations made with or given by all federal, state and local real estate, land sales, securities and similar offices, departments, bureaus, agencies and authorities as the same pertain to the Declaration.

3. Assignee hereby indemnifies, defends and holds Assignor harmless from and against any and all losses, damages, claims and demands with respect to the Declaration, and reasonable attorney's fees and costs whether suit is instituted or not, and Assignee agrees to pay all costs and expenses (including reasonable attorney's fees and costs whether suit is instituted or not) incurred by Assignor in enforcing this indemnity provision; provided, however, and notwithstanding the generality of the foregoing, said indemnity shall be only for matters arising subsequent to the date hereof.

4. This Assignment is made without recourse or warranty of any kind or nature whatsoever, except and to the extent set forth in the Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have executed and delivered this Agreement on the day and year first above written.

Signed, sealed and delivered in the presence of:

Laurie L. Gilson
Print Name: LAURIE L. GILSON

Carmen M. Zopf
Print Name: Carmen M. Zopf

ASSIGNOR:

THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation

By: *Thomas J. White, Jr.*
Thomas J. White, Jr., Vice President

Assignee: _____

DB BOOK 0898 PAGE 1780

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of August, 1994, by Michael Henneson, as Treasurer of Balfour Holdings (Florida), Inc., a Florida corporation, general partner of BALFOUR HOLDINGS (FLORIDA) LIMITED PARTNERSHIP, a Florida limited partnership, on behalf of said partnership.

[Handwritten Signature]

Notary Public, State of Florida

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

Personally Known OR Produced Identification
Type of Identification Produced _____

OR BOOK 0998 PAGE 1782



Laurie L. Gilman
NOTARY COMMISSION # 12877 EXPIRES
April 28, 1999
Sarasota County, Florida

mail

PREPARED BY, RECORDS AND RETURN TO:

Barry E. Sommerstein, Esq.
Rudca, McClosky, Smith, Schmitter & Russell, P.A.
200 East Broward Boulevard
Fort Lauderdale, Fl. 33301

ASSIGNMENT OF DECLARANT'S RIGHTS
(St. Lucie West Industrial Association)

THIS ASSIGNMENT is made as of the 17th day of May, 1996, by and between BALFOUR HOLDINGS (FLORIDA) LIMITED PARTNERSHIP, a Florida limited partnership ("Assignor") and ST. LUCIE WEST DEVELOPMENT CORP., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the Declarant, as defined in that certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, dated January 22, 1988 and recorded January 22, 1988 in Official Record Book 572, Page 1493, Public Records of St. Lucie County, Florida, as amended by amendments recorded in Official Record Book 611, Page 2277; Official Record Book 621, Page 2279; Official Record Book 628, Page 1991; Official Record Book 634, Page 1103; Official Record Book 678, Page 1387 as re-recorded in Official Record Book 679, Page 2199; and Official Record Book 726, Page 2555; all of the Public Records of St. Lucie County, Florida, as the same may have been further amended from time to time (collectively, the "Declaration"); and

WHEREAS, simultaneously with the delivery hereof, Assignor has conveyed to Assignee all of the lands owned by Assignor which are subject to the Declaration, pursuant to a Settlement Agreement dated May 17, 1996 (the "Agreement"), which Agreement requires Assignor to assign to Assignee all of the rights, privileges, benefits and protections of the Declarant under the Declaration.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, including the consideration described in the Agreement, Assignor and Assignee hereby agree as follows:

1. To the extent permitted by the Declaration and by applicable law, all rights, privileges, benefits, and protections of the Declarant in, under and with respect to the Declaration are hereby assigned by Assignor to Assignee and to such of Assignee's successors and assigns as Assignee may further assign any of the rights, privileges, benefits and protections herein assigned.
2. The foregoing assignment shall also be deemed to include the assignment of: (a) all of the Assignor's rights, privileges, benefits and protections under all Articles of Incorporation,

Johanna Holman, Clerk of the Circuit Court - St. Lucie County
File Number: 1475251 OR BOOK 1016 PAGE 2247
Recorded: 05-24-96 03:03 P.M.

FTL:146884.1

Bylaws, Rules and Regulations and similar instruments creating, governing or pertaining to any association established to administer and/or enforce the Declaration, including, without limitation, St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation; and (b) all of Assignor's rights, standings, benefits, membership interests and privileges in, to and under all filings, registrations, acceptances, exemptions, approvals and authorizations made with or given by all federal, state and local real estate, land sales, securities and similar offices, departments, bureaus, agencies and authorities as the same pertain to the Declaration.

3. Assignee hereby assumes the obligations of Declarant under the Declaration.

4. This Assignment is made without recourse or warranty of any kind or nature whatsoever, except and to the extent set forth in the Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have executed and delivered this Agreement on the day and year first above written.

Signed, sealed and delivered in the presence of

ASSIGNOR:

BALFOUR HOLDINGS (FLORIDA) LIMITED PARTNERSHIP, a Florida limited partnership

By: BALFOUR HOLDINGS (FLORIDA), INC., a Florida corporation, general partner

Joseph M. Greaves
Signature of Witness
JOSEPH M. GREAVES
Print Name

Paul L. Pariser
By: _____
Name: PAUL L. PARISER
Title: _____

Signature of Witness

590 N.W. PEACOCK BLVD
PORT ST. LUCIE, FL 34986

Print Name BARRY E. SOMMERSTEIN

OR BOOK 1016 PAGE 224B

ASSIGNEE:

ST. LUCIE WEST DEVELOPMENT CORP., a Delaware corporation

[Signature]
 Signature of Witness
Walter Collins III
 Print Name
Walter Collins
 Signature of Witness
M.T. COLLINS
 Print Name

By: [Signature]
 Name: John A. Ericson
 Title: SECRETARY
 c/o MORGENS, WATERFALL
 10 E. 50th ST
 N.Y., N.Y. 10022

STATE OF NEW YORK)
) SS:
 COUNTY OF NEW YORK)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by PAUL E. PARKER the VIC PRESIDENT of BALFOUR HOLDINGS (FLORIDA), INC., a Florida corporation, as the general partner of BALFOUR HOLDINGS (FLORIDA) LIMITED PARTNERSHIP, a Florida limited partnership, freely and voluntarily under authority duly vested in him/her by said corporation on behalf of the limited partnership, and that the seal affixed thereto is the true corporate seal of said corporation. He/She is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of MAY, 1996.

[Signature]
 Notary Public

Typed, printed or stamped name of Notary Public

My Commission Expires:

MATTHEW T. COLLINS
 Notary Public, State of New York
 No. 81-4571823
 Qualified in New York County
 Commission Expires Sept. 18, 96

OR BOOK 1016 PAGE 7249

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by DAVID A. EDISON the SECRETARY of ST. LUCIE WEST DEVELOPMENT CORPORATION, a Delaware corporation, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He/She is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of May, 1996.

Matthew T. Collins

Notary Public

Typed, printed or stamped name of Notary Public

My Commission Expires:

MATTHEW T. COLLINS
Notary Public, State of New York
No. 81-6971883
Qualified in West York County
Commission Expires Sept. 10, 1996

OF BOOK 1016 PAGE 2250

FTL10160012

1026837

1028645

Rec Fee \$ 15.00 *rec'd*
 Add Fee \$ _____ DOUGLAS DEPTO
 Adm Fee \$ _____ St. Lucie County
 Doc Tax \$ _____ Clerk of Circuit Court
 Lat Tax \$ _____ By [Signature]
 Total \$ 15.00 Deputy Clerk

Prepared by and return to:
 Wesley R. Harvin, P.A.
 590 NW Peacock Loop, #10
 Port St. Lucie, FL 34986

FIFTH** CORRECTED
 FOURTH AMENDMENT TO DECLARATION OF COVENANTS,
 CONDITIONS AND RESTRICTIONS FOR
 ST. LUCIE WEST INDUSTRIAL ASSOCIATION

THIS AMENDMENT to the Declaration of Covenants, Conditions and
 Restrictions for St. Lucie West Industrial Association, made and
 executed this 16th day of February, 1990 by THOS J. WHITE DEVELOPMENT
 CORPORATION, a Florida corporation (the "Declarant"),

W I T N E S S E T H :

WHEREAS, Declarant executed a certain Declaration of Covenants,
 Conditions and Restrictions for St. Lucie West Commercial Association,
 dated January 22, 1988, and recorded in O.R. Book 372, page 1493 as
 amended in O.R. Book 611, page 2277; O.R. Book 621, page 2279; O.R.
 Book 628, page 1991; and O.R. Book 634, page 1183, all of the Public
 Records of St. Lucie County, Florida, which Declaration encumbers the
 property described therein and all property subsequently subjected
 thereto; and

WHEREAS, Declarant wishes to amend the Declaration as hereinafter
 set forth; and

WHEREAS, pursuant to Article VIII, Section 1, Declarant may annex
 additional property to this Declaration, without the approval of Class
 "A" membership, until January 1, 2017, and

WHEREAS, Declarant is the owner of that real property
 ("Additional Property") lying and being in St. Lucie County, Florida
 and legally described as follows:

Plat Number 16 of St. Lucie West, COMMERCE PARK - PHASE
 THREE, according to the plat thereof as recorded in Plat
 Book 28, pages 6, 6A through 6D, Public Records of St.
 Lucie County, Florida,

and

WHEREAS, Declarant wishes to subject the Additional Property to
 all terms and provisions of the Declaration, in accordance therewith.

NOW THEREFORE, be it known that the Declaration is hereby amended
 as follows:

(**THIS DOCUMENTS IS BEING RE-RECORDED FOR THE PURPOSE OF AMENDING ANY
 AND ALL REFERENCES TO THIS FOURTH AMENDMENT TO DECLARATION TO NOW
 BE THE FIFTH AMENDMENT)

BOOK 678 PAGE 1387

BOOK 679 PAGE 2199

1. In accordance with Article VIII, Section 1 of the Declaration, Declarant does hereby subject the Additional Property to all covenants, restrictions, easements, reservations, assessments, charges, liens and other terms and provisions of the Declaration, which shall hereafter constitute a covenant running with the Additional Property. From and after the date of recording of this instrument, the property subject to the Declaration and all of the covenants and restrictions contained therein, shall include that real property legally described Exhibit "A" to the Declaration, and all property added thereto subsequent to the filing of the Declaration, including without limitation, the Additional Property.

2. The Additional Property described in Plat No. 16 shall be governed by the St. Lucie West Industrial Association, Inc., a Florida not-for-profit corporation, as well as by the St. Lucie West Master Association, Inc., a Florida not-for-profit corporation.

3. The address of the St. Lucie West Industrial Association, Inc. for purposes of notice under Article I, Section 2 of the By-Laws shall be as follows:

St. Lucie West Industrial Association, Inc.
1171 N.W. Prima Vista Boulevard
Port St. Lucie, FL 34986

Except as expressly amended hereby and by prior amendments, the Declaration, and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, Declarant has caused this instrument to be executed in its name, the day and year first above written.

Signed, sealed and delivered in the presence of:

Handwritten signatures of witnesses

THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation

By: *Thomas J. White, Jr.*
Thomas J. White, Jr.
President

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 16 day of February, 1990, by Thomas J. White, Jr., the President of THOS. J. WHITE DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the Corporation.

MY COMMISSION EXPIRES: JANUARY 15, 1992

Patricia A. Coker
Notary Public
State of Florida

JOINDER OF ST. LUCIE WEST MASTER ASSOCIATION

ST. LUCIE WEST MASTER ASSOCIATION, a Florida not-for-profit corporation, hereby joins in the Fourth Amendment to the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, for the sole purpose of agreeing to perform its obligations as contained in the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, as same is now or hereafter amended.

Signed, sealed and delivered in the presence of:

[Handwritten signatures]
James A. Freese

ST. LUCIE WEST MASTER ASSOCIATION, INC., a Florida not-for profit corporation

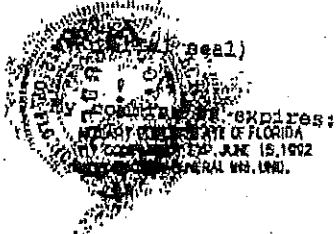
By: *[Handwritten signature]*
W. Byron Traynor

90 FEB 28 10:38
1028645 AH
FILED AND RECORDED
DOUGLAS DIXON CL
ST. LUCIE COUNTY, FL

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 16 day of February, 1990, by W. Byron Traynor, the President of ST. LUCIE WEST MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation.

[Handwritten signature]
Patricia Whitton
Notary Public



1026837

90 FEB 20 19:47
ma

FILED AND RECORDED
DOUGLAS DIXON CL
ST. LUCIE COUNTY, FL

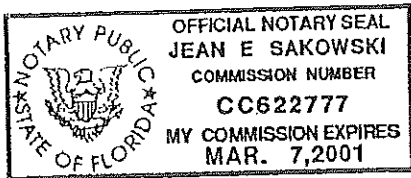
BOOK 678 PAGE 1389

BOOK 678 PAGE 2201

STATE OF FLORIDA)
) SS:
COUNTY OF ST. LUCIE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Paul J. Hegener the President of St. Lucie West Development Corp., a Delaware corporation authorized to transact business in the State of Florida, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He/She is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of December, 1998.



Jean E. Sakowski
Notary Public

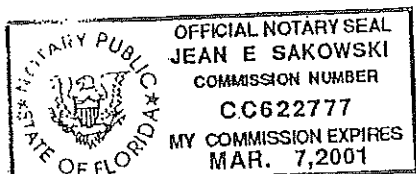
Jean E. Sakowski
Typed, printed or stamped name of Notary Public

My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF ST. LUCIE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David C. Page the President of St. Lucie West ^{Industrial} Commercial Association, Inc., a Florida not-for-profit corporation, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He/She is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of December, 1998.



Jean E. Sakowski
Notary Public

Jean E. Sakowski
Typed, printed or stamped name of Notary Public

My Commission Expires:

JOINED BY:

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida not-for-profit corporation,

Jean E. Sakowski

Signature

Jean E. Sakowski

Printed Name

Susan E. Berg

Signature

SUSAN E. BERG

Printed Name

By: [Signature]

Printed Name: DAWN C. PAGE

Title: PROSIDENT

JOINED BY:

OUTDOOR RESORTS OF AMERICA, INC., a Delaware corporation,

Signature

Printed Name

Signature

Printed Name

By: _____

Printed Name: _____

Title: _____

EXHIBIT "A"

Parcel 28H-A of ST. LUCIE WEST PLAT NO. 113, according to the Plat thereof recorded in Plat Book 37, Pages 27 and 27A of the Public Records of St. Lucie County, Florida.

AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION ("Amendment") is made this 29th day of April, 1999, by ST. LUCIE WEST DEVELOPMENT CORP., a Delaware corporation authorized to transact business in the State of Florida, ("Declarant"), 1740 S. W. St. Lucie West Boulevard, Port St. Lucie, Florida 34986, and ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida corporation not for profit ("Association"), whose principal office is located at 1740 S. W. St. Lucie Boulevard, Port St. Lucie, Florida 34986, as follows:

WITNESSETH

PURSUANT to the provisions of Article XIII Section 2 of the Declaration of Covenants, Conditions and Restrictions (herein the "Declaration") for St. Lucie West Industrial Association, which Declaration is recorded at Official Records Book 572, Page 1493, of the public records of St. Lucie County, Florida, the undersigned hereby certify and affirmatively find that the following Amendment to the said Declaration has no adverse effect upon any right of any Owner and further that this Amendment was approved by a unanimous vote of the Association's Board of Directors at its meeting on April 29, 1999, which Amendment follows:

1. Article I, Section 22, Page 4 is amended to add the following Definition:

Section 22: Adult entertainment establishment shall mean an adult theater, an adult book store, an adult performance establishment, a commercial physical contact parlor or an escort service or as otherwise may be defined and proscribed by Chapter 113 of the Port St. Lucie City Code, as it may be amended from time to time (herein "Ordinance"). An establishment which has a occupational or use permit issued through any governmental agency for use as any of the above uses or is actually used for such purposes, or engages in any of the following activities, whether or not such permit is issued, or engages in proscribed activities as defined by the Ordinance, shall be presumed to be an adult entertainment establishment.

Adult performance establishment shall mean:

(a) An establishment where any worker:

(i) Engages in a private performance, acts as a private model, or displays or exposes any anatomical areas proscribed by the Ordinance to a customer,

Let. Dorothy A. Hudson, Atty.
29190 Cardinal Dr.
5-11 L.I. FD 32963

regardless of whether the worker engages in dancing or any particular activity as may be proscribed by the Ordinance;

- (ii) Displays to a customer any covering, tape, pasty or other device which simulates or otherwise gives the appearance of the display or exposure of any anatomical areas, regardless of whether the worker actually engages in performing or dancing as may be proscribed by the Ordinance;
 - (iii) Offers, solicits or contracts to dance or perform with a customer and accepts any consideration, tip, or compensation from or on behalf of that customer; or
 - (iv) Dances or performs with or within three (3) feet of a customer and accepts any consideration, tip, or compensation from or on behalf of that customer.
- (2) An adult performance establishment shall not be deemed a place provided or set apart for the purpose of exposing or exhibiting a person's sexual organs in a manner contrary to the first sentence of Florida Statutes, section 800.03, the state's indecent exposure statute as set forth in the decision of the Supreme Court of Florida in the case of Hoffman v. Carson, 250 So.2d 891, 893 (Fla. 1971), app. dism. 404 U.S. 981 (1971).

(b) Adult theater shall mean any establishment which has adult booths, where adult materials may be viewed or any establishment which has an auditorium, rooms, or an open air area where persons may view films, motion pictures, video cassettes, slides, or other photograph reproductions which have as their primary or dominant theme matters depicting, illustrating or relating to sexual activities or anatomical areas as may be specified by the Ordinance. Adult motels and adult booth or peep show arcades are considered to be adult theaters;

(c) Adult book store, adult novelty store, or adult video store means an establishment which, as one of its principal purposes, offers for sale or rental of any form or consideration any one or more of the following:

- (i) Books, magazines, periodicals or other printed matter, or photographs, films, motion pictures, video cassettes or video reproductions, slides, or other visual representatives which are categorized by the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance or;
- (ii) Instruments, devices, or paraphernalia which are designed for use in connection with sexual activities as may be proscribed by the Ordinance."
- (iii) A commercial establishment may have other principal business purposes that do not involve the offering for sale or rental of material depicting or describing sexual activities or sexually oriented anatomical areas and still be categorized as adult book store, adult novelty store or adult video store. Such other business purposes will not serve to exempt such commercial establishments from being so categorized as long as one of the business purposes remains the offering for sale or rental for consideration the specified materials which are categorized by

the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance.

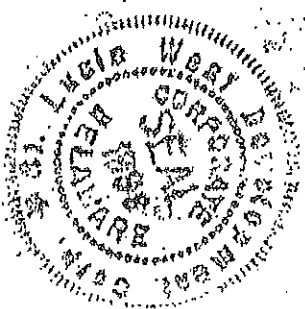
(d) Adult material shall mean any one or more of the following regardless of whether it is new or used:

- (i) Books, magazines, periodicals, other printed matter, photographs, - films, motion pictures, video tapes, slides, computer digital graphic recordings; visual representations, tape recordings or other audio matter which have as their primary or dominant theme matter depicting, illustrating, describing or relating to sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance; or
- (ii) Instruments, novelties, devices or paraphernalia which are designed or used in connection with sexual activities, excluding bona fide birth control devices.

2. Article XII, Page 20 is amended to add the following new Section 14. New Article XII Section 14, follows:

Section 14: Adult entertainment establishment as herein defined are prohibited within the Properties, whether or not such activities may be permitted by the City of Port St. Lucie, or by any other governmental agency. It shall be presumed that such use of any portion of the Properties shall cause the immediate and irreparable monetary and other noncompensable harm to another person, which may not be cured or remedied solely by the payment of monetary damages, but which will additionally require the immediate removal of such use. Any member utilizing any of the Properties as an adult entertainment establishment shall entitle the association to both temporary and permanent injunctive relief, as such use will engender immediate and irreparable harm.

This Amendment is made and adopted this 29th day of April, 1999.



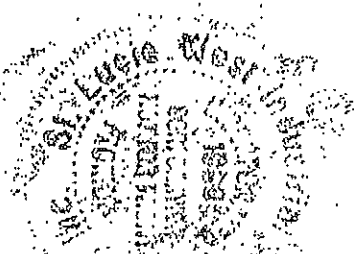
(CORPORATE SEAL)

ST. LUCIE WEST DEVELOPMENT CORP.
a Delaware corporation authorized
to transact business in the State of Florida

BY: Paul J. Hegener
PRESIDENT

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.
a Florida corporation not for profit

BY: David C. Page
PRESIDENT



(CORPORATE SEAL)

STATE OF
COUNTY OF

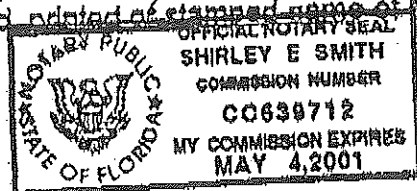
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Paul J. Hegener the President of ST. LUCIE WEST DEVELOPMENT CORP. a Delaware corporation authorized to transact business in the State of Florida, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, 19 99.

Shirley E. Smith
Notary Public

Shirley E. Smith
Typed, printed or stamped name of Notary Public

My Commission Expires:



STATE OF
COUNTY OF

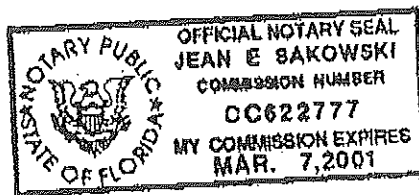
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David C. Page the President of ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC. a Florida corporation not for profit, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, 19 99.

Jean E. Sakowski
Notary Public

Jean E. SAKOWSKI
Typed, printed or stamped name of Notary Public

My Commission Expires:



THIS INSTRUMENT PREPARED BY:
Dorothy A. Hudson, Esquire
DOROTHY A. HUDSON, CHARTERED
2919 Cardinal Drive
Vero Beach, Florida 32963.

Jan. 1999

JoAnne Holman, Clerk of the Circuit Court - St. Lucie County
File Number: 1688760 OR BOOK 1195 PAGE 1639
Recorded: 01-06-99 12:30 P.M.

Prepared by:
Barry E. Somerstein, Esq.
Ruden, McClosky, Smith,
Schuster & Russell, P.A.
P.O. Box 1900
Fort Lauderdale, FL 33302

* Doc Assump: \$ 0.00
* Doc Tax : \$ 0.70
* Int Tax : \$ 0.00

AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
ST. LUCIE WEST INDUSTRIAL ASSOCIATION.

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION ("Amendment") is made as of the 5th day of JANUARY 1999 by ST. LUCIE WEST DEVELOPMENT CORP., a Delaware corporation authorized to transact business in the State of Florida, ("Declarant"), 1740 S. W. St. Lucie West Boulevard, Port St. Lucie, Florida 34986, joined by OUTDOOR RESORTS OF AMERICA, INC., a Delaware corporation ("Outdoor"), 2400 Crestmoor Road, Nashville, TN 37215 and ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida not-for-profit corporation ("Association"), 1740 S.W. St. Lucie West Boulevard, Port St. Lucie, Florida 34986

WITNESSETH:

WHEREAS, on January 22, 1988, Thos. J. White Development Corp., a Florida corporation ("Original Declarant") executed that certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association and caused same to be recorded in Official Records Book 572, Page 1498; as amended in Official Records Book 611 Page 2277; Official Records Book 621, Page 2279; Official Records Book 628, Page 1991; Official Records Book 634, Page 1103; Official Records Book 678, Page 1387 as re-recorded in Official Records Book 679, Page 2199 and Official Records Book 726, Page 2555, all of the Public Records of St. Lucie County, Florida (collectively the "Declaration") which Declaration encumbers the property described therein and all property subsequently subjected thereto; and

WHEREAS, Original Declarant assigned its rights under the Declaration to Balfour Holdings (Florida) Limited Partnership ("Balfour") by Assignment of Declarant's Rights recorded May 4, 1994 in Official Records Book 898, Page 1779 of the Public Records of St. Lucie County, Florida; and

WHEREAS, Balfour assigned its rights under the Declaration to Declarant by Assignment of Declarant's Rights recorded May 24, 1996 in Official Records Book 1016, Page 2247 of the Public Records of St. Lucie County, Florida; and

WHEREAS, pursuant to Article II of the Declaration, Declarant may remove any portion of the Properties (as defined in the Declaration) owned by the Declarant from the provisions of this Declaration; and

WHEREAS, Declarant is the owner of all of the real estate ("Subject Property") described in Exhibit "A" attached hereto and made a part hereof; and

WHEREAS, simultaneously herewith Declarant is conveying the Subject Property to Outdoor; and

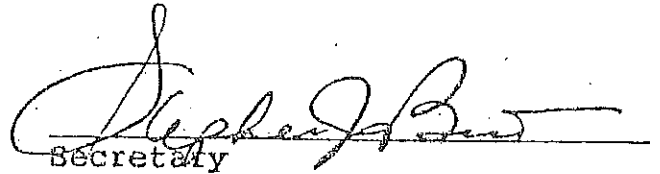
CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of St. Lucie West Industrial Association, Inc., a Florida corporation;

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the 22nd day of JANUARY, 1988.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 22nd day of JANUARY, 1988.


Secretary

(SEAL)

869924

1624g

'88 JAN 22 P1:06

FILED IN
DOUGLAS
ST. LUCIE

ps
ST. LUCIE
FL

April 1999

**AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION**

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION ("Amendment") is made this 29th day of April, 1999, by ST. LUCIE WEST DEVELOPMENT CORP., a Delaware corporation authorized to transact business in the State of Florida, ("Declarant"), 1740 S. W. St. Lucie West Boulevard, Port St. Lucie, Florida 34986, and ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida corporation not for profit ("Association"), whose principal office is located at 1740 S. W. St. Lucie Boulevard, Port St. Lucie, Florida 34986, as follows:

WITNESSETH

PURSUANT to the provisions of Article XIII Section 2 of the Declaration of Covenants, Conditions and Restrictions (herein the "Declaration") for St. Lucie West Industrial Association, which Declaration is recorded at Official Records Book 572, Page 1493, of the public records of St. Lucie County, Florida, the undersigned hereby certify and affirmatively find that the following Amendment to the said Declaration has no adverse effect upon any right of any Owner and further that this Amendment was approved by a unanimous vote of the Association's Board of Directors at its meeting on April 29, 1999, which Amendment follows:

1. Article I, Section 22, Page 4 is amended to add the following Definition:

Section 22: Adult entertainment establishment shall mean an adult theater, an adult book store, an adult performance establishment, a commercial physical contact parlor or an escort service or as otherwise may be defined and proscribed by Chapter 113 of the Port St. Lucie City Code, as it may be amended from time to time (herein "Ordinance"). An establishment which has a occupational or use permit issued through any governmental agency for use as any of the above uses or is actually used for such purposes, or engages in any of the following activities, whether or not such permit is issued, or engages in proscribed activities as defined by the Ordinance, shall be presumed to be an adult entertainment establishment.

Adult performance establishment shall mean:

(a) An establishment where any worker:

(i) Engages in a private performance, acts as a private model, or displays or exposes any anatomical areas proscribed by the Ordinance to a customer,

regardless of whether the worker engages in dancing or any particular activity as may be proscribed by the Ordinance;

- (ii) Displays to a customer any covering, tape, pasty or other device which simulates or otherwise gives the appearance of the display or exposure of any anatomical areas, regardless of whether the worker actually engages in performing or dancing as may be proscribed by the Ordinance;
 - (iii) Offers, solicits or contracts to dance or perform with a customer and accepts any consideration, tip, or compensation from or on behalf of that customer; or
 - (iv) Dances or performs with or within three (3) feet of a customer and accepts any consideration, tip, or compensation from or on behalf of that customer.
- (2) An adult performance establishment shall not be deemed a place provided or set apart for the purpose of exposing or exhibiting a person's sexual organs in a manner contrary to the first sentence of Florida Statutes, section 800.03, the state's indecent exposure statute as set forth in the decision of the Supreme Court of Florida in the case of Hoffman v. Carson, 250 So.2d 891, 893 (Fla. 1971), app. disrn. 404 U.S. 981 (1971).

(b) Adult theater shall mean any establishment which has adult booths, where adult materials may be viewed or any establishment which has an auditorium, rooms, or an open air area where persons may view films, motion pictures, video cassettes, slides, or other photograph reproductions which have as their primary or dominant theme matters depicting, illustrating or relating to sexual activities or anatomical areas as may be specified by the Ordinance. Adult motels and adult booth or peep show arcades are considered to be adult theaters;

(c) Adult book store, adult novelty store, or adult video store means an establishment which, as one of its principal purposes, offers for sale or rental of any form or consideration any one or more of the following:

- (i) Books, magazines, periodicals or other printed matter, or photographs, films, motion pictures, video cassettes or video reproductions, slides, or other visual representatives which are categorized by the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance or;
- (ii) Instruments, devices, or paraphernalia which are designed for use in connection with sexual activities as may be proscribed by the Ordinance."
- (iii) A commercial establishment may have other principal business purposes that do not involve the offering for sale or rental of material depicting or describing sexual activities or sexually oriented anatomical areas and still be categorized as adult book store, adult novelty store or adult video store. Such other business purposes will not serve to exempt such commercial establishments from being so categorized as long as one of the business purposes remains the offering for sale or rental for consideration the specified materials which are categorized by

the depiction or description of sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance.

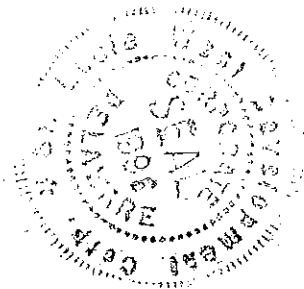
(d) Adult material shall mean any one or more of the following regardless of whether it is new or used:

- (i) Books, magazines, periodicals, other printed matter, photographs, - films, motion pictures, video tapes, slides, computer digital graphic recordings; visual representations, tape recordings or other audio matter which have as their primary or dominant theme matter depicting, illustrating, describing or relating to sexual activities or sexually oriented anatomical areas as may be specified by the Ordinance; or
- (ii) Instruments, novelties, devices or paraphernalia which are designed or used in connection with sexual activities, excluding bona fide birth control devices.

2. Article XII, Page 20 is amended to add the following new Section 14. New Article XII Section 14, follows:

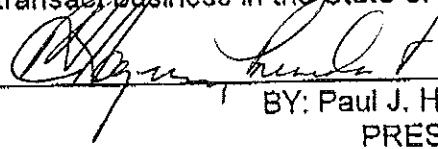
Section 14: Adult entertainment establishment as herein defined are prohibited within the Properties, whether or not such activities may be permitted by the City of Port St. Lucie, or by any other governmental agency. It shall be presumed that such use of any portion of the Properties shall cause the immediate and irreparable monetary and other noncompensable harm to another person, which may not be cured or remedied solely by the payment of monetary damages, but which will additionally require the immediate removal of such use. Any member utilizing any of the Properties as an adult entertainment establishment shall entitle the association to both temporary and permanent injunctive relief, as such use will engender immediate and irreparable harm.

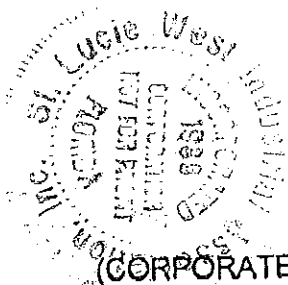
This Amendment is made and adopted this 29th day of April, 1999.



(CORPORATE SEAL)


ST. LUCIE WEST DEVELOPMENT CORP.
a Delaware corporation authorized
to transact business in the State of Florida


BY: Paul J. Hegener
PRESIDENT



(CORPORATE SEAL)

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.
a Florida corporation not for profit


BY: David C. Page
PRESIDENT

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Paul J. Hegener the President of ST. LUCIE WEST DEVELOPMENT CORP. a Delaware corporation authorized to transact business in the State of Florida, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me.

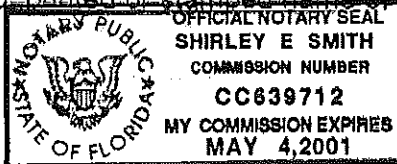
WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, 19 99.

Shirley E. Smith
Notary Public

Shirley E. Smith
Typed, printed or stamped name of Notary Public

My Commission Expires:

STATE OF
COUNTY OF



I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David C. Page the President of ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC. a Florida corporation not for profit, freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. He is personally know to me.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, 19 99.

Jean E. Sakowski
Notary Public

Jean E. SAKOWSKI
Typed, printed or stamped name of Notary Public

My Commission Expires:

THIS INSTRUMENT PREPARED BY:
Dorothy A. Hudson, Esquire
DOROTHY A. HUDSON, CHARTERED
2919 Cardinal Drive
Vero Beach, Florida 32963



CONSENT TO AMENDMENTS OF DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS FOR OUTDOOR
RESORTS AT ST. LUCIE WEST RV RESORT

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida not for profit corporation, whose address is 1850 Fountainview Blvd., Suite 201, Port St. Lucie, Florida 34986, pursuant to Section 12.2.8 of the Declaration of Covenants, Conditions, Restrictions and Easements For Outdoor Resorts at St. Lucie West RV Resort ("Declarations"), by and through its undersigned authorized officer, hereby consents to the following amendments to the Declarations:

1. FIRST AMENDMENT to Declarations recorded on September 2, 1999 at Official Record Book 1247, Pages 2307 through 2311, public records of St. Lucie County, Florida; and
2. SECOND AMENDMENT to Declarations recorded on August 3, 2000 at Official Record Book 1318, Pages 716 through 719 public records of St. Lucie County, Florida; and
3. THIRD AMENDMENT to Declarations recorded on December 6, 2000 at Official Record Book 1347, Pages 238 through 243, public records of St. Lucie County, Florida.

IN WITNESS WHEREOF, the ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC. has caused it duly authorized officer to execute this Consent on this 7th day of MARCH, 2001.

WITNESSES:

Phyllis Landry
Phyllis Landry
(Print or Type Name)

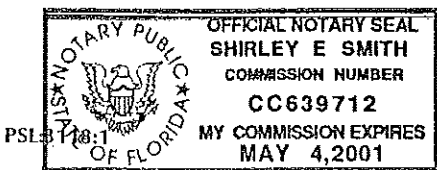
Susan E. Berg
SUSAN E. BERG
(Print or Type Name)

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.

By: [Signature]
David C. Page, Pres.
(Print Name and Title)

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was sworn to and subscribed before me this 7th day of March, 2001 by David C. Page, as President of the ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC. Said officer is personally known to me or produced a Florida Drivers License as proof of identification.



Shirley E. Smith
Notary Public, State of Florida

Return to: Ruden McClosky
145 NW Central Bank Plaza #200
Port St Lucie FL 34986
N. DREYER

JOHANNE HOLMAN, CLERK OF THE CIRCUIT COURT - SAINT LUCIE COUNTY
File Number: 1892401 OR BOOK 1372 PAGE 1798
Recorded: 03/16/01 13:14

2007

Return to: (enclose self-addressed stamped envelope)

Name: Jeffrey A. Rembaum, Esq.
Address: Ruden, McClosky, Smith, Schuster & Russell, P.A. 222 Lakeview Ave., Suite 800 West Palm Beach, FL 33401

EDWIN M. FRY, Jr., CLERK OF THE CIRCUIT COURT SAINT LUCIE COUNTY FILE # 3093684 08/10/2007 at 08:37 AM OR BOOK 2864 PAGE 415 - 418 Doc Type: BYLAWS RECORDING: \$35.50

This Instrument Prepared by: Jeffrey A. Rembaum, Esq. Ruden, McClosky, Smith, Schuster & Russell, P.A. 222 Lakeview Ave., Suite 800 West Palm Beach, FL 33401

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SPACE ABOVE THIS LINE FOR PROCESSING DATA

AMENDMENT TO THE BYLAWS OF ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC.

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR ST. LUCIE WEST INDUSTRIAL ASSOCIATION ("Amendment") is made as of the 6th day of August, 2007 by ST. LUCIE WEST DEVELOPMENT COMPANY, LLC, a Florida limited liability company, successor by merger with St. Lucie West Development Corp., ("Declarant"), whose address is Tradition Station, 10521 SW Village Center Drive, Suite 201, Port St. Lucie, FL 34987, joined by ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida not-for-profit corporation ("Association"), whose address is Tradition Station, 10521 SW Village Center Drive, Suite 201, Port St. Lucie, FL 34987.

WHEREAS, on January 22, 1988, Thos. J. White Development Corp., a Florida corporation ("Original Declarant") executed that certain Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association which included the Bylaws of the Association as an exhibit thereto and caused same to be recorded in Official Records Book 572, Page 1498, as amended; and

WHEREAS, due to a scrivener's error, the Association's Bylaws were recorded without Page 1; and

WHEREAS, Declarant reasonably believes it located a copy of unrecorded page one (1) of the Bylaw; and

WHEREAS, Section six (6) of the Association's Bylaws authorizes the Declarant to amend, modify, adopt and repeal any Bylaws without the requirement of any consent, approval or vote of the members; and

JOINED BY:

ST. LUCIE WEST INDUSTRIAL ASSOCIATION, INC., a Florida not-for-profit corporation

J. Paul Fanning
Signature
J. Paul Fanning
Printed Name

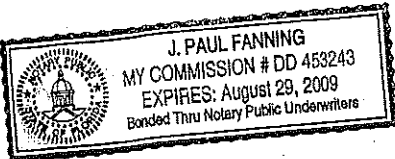
By: [Signature]
Printed Name: John P. Gallagher
Title: PRESIDENT

Mary Christine Moore
Signature
Mary Christine Moore
Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF ST. LUCIE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by John Gallagher the President of St. Lucie West Development Company, LLC, a Florida Industrial Association, Inc. ~~limited liability company~~, a Florida ~~not for profit corporation~~. He/She is personally known to me or who has produced as identification.

62 WITNESS my hand and official seal in the County and State last aforesaid this day of August, 2007.



J. Paul Fanning
Notary Public

J. Paul Fanning
Typed, printed or stamped name of Notary Public

My Commission Expires:

OCT 01 2010

SACHS SAX CAPLAN
ATTORNEYS AT LAW

SLW Industrial

2010

SUITE 207
1850 SW FOUNTAINVIEW BLVD.
PORT ST. LUCIE, FLORIDA 34986

TELEPHONE (772) 871-8020
DIRECT LINE (772) 408-5612
FACSIMILE (772) 871-8060

STEPHANIE W. ADAMS, Legal Asst.
sadams@ssclawfirm.com

September 29, 2010

St. Lucie West Industrial Association, Inc.
c/o Ms. Linda Moutogiannis
Bayshore Association Management
P.O. Box 880038
Port St. Lucie, FL 34988

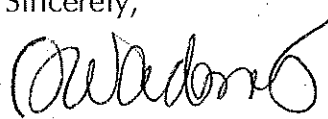
Re: St. Lucie West Industrial Association, Inc.;
Declaration of Covenants, Conditions and
Restrictions for St. Lucie West Industrial Association

Dear Linda:

Enclosed please find a recorded copy of the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association which has been recorded at OR Book 3232, Page 1852, of the Public Records of Saint Lucie County.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Stephanie W. Adams,
Legal Assistant to Larry Z. Glickman

Enclosure

EXHIBIT "A"

**SUBSEQUENT AMENDMENT
to the
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS for
ST. LUCIE WEST INDUSTRIAL ASSOCIATION**

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association was recorded in the Public Records of St. Lucie County, Florida, at Official Records Book 572, Page 1493 *et seq.* together with all amendments thereto ("Industrial Declaration"); and

WHEREAS, an Amendment to the Industrial Declaration was recorded on January 6, 1999, in the Public Records of St. Lucie County, Florida, at Official Records Book 1195, Page 1639 *et seq.* ("1999 Amendment"), which 1999 Amendment deleted certain property described therein ("Subject Property", now known as "Outdoor Resorts") from the Industrial Declaration yet purported to require the commercial owner of the Subject Property to pay certain assessments under the Industrial Declaration; and

WHEREAS, subsequently to the 1999 Amendment, the Subject Property has been developed as residential property, and both the St. Lucie West Industrial Association, Inc. ("Industrial Association") and the RV Resort at St. Lucie West Owners Association, Inc. ("Outdoor Association") are uncertain as to the meaning and enforce-ability of the 1999 Amendment; and

WHEREAS, Article VIII, Section 2 of the Industrial Declaration authorizes the annexation of property under the Industrial Declaration, subject to an approving vote of a majority of the Members of the Industrial Association; and

WHEREAS, Section 9.7.1(b) of the Declaration of Covenants, Conditions, Restrictions and Easements for Outdoor Resorts at St. Lucie West RV Resort ("Resorts Declaration") authorizes the submission of the Common Areas thereof, to the Industrial Declaration, subject to an approving vote of sixty seven (67%) percent of the Members of the Outdoor Association; and

WHEREAS, Industrial Association and Outdoor Association wish to resolve any ambiguity respecting the 1999 Amendment, through the submission of appropriate corrective documents for an approving vote of their respective Members, of which this Amendment is an integral part;

NOW THEREFORE, in furtherance thereof, the following Amendment is adopted:

1. In accordance with Article VIII, Section 2 of the Declaration of Covenants, Conditions and Restrictions for St. Lucie West Industrial Association, the real property described on Schedule "1" attached hereto and made a part hereof ("Outdoor Resorts Common Property") shall be annexed hereunder and subject to the provisions of this Declaration, including without limitation the provisions of Article X respecting assessments and liens, and Exhibit "C" respecting assessment and voting formulas.

2. Pursuant to Article III, Section 1 of this Declaration, the Owner of the Outdoor Resorts Common Property, RV Resort at St. Lucie West Owners Association, Inc. ("Outdoor Association"), shall be deemed to have designated its President, *ex officio*, as the individual authorized to exercise the rights and privileges of the membership of Outdoor Association, including but not limited to receipt of notice and casting of membership votes; provided, however, in the event a member of Outdoor Association desires to be a candidate for the Board of Directors of this Association, said member of Outdoor Association shall be eligible to do so, and if so elected said member of Outdoor Association may serve as a Director and be entitled to cast one vote as a Director pursuant to Article III, Paragraph A, Section 1 of the Bylaws.

3. In the event of any conflict between this Amendment and the Amendment to the Industrial Declaration recorded on January 6, 1999, in the Public Records of St. Lucie County, Florida, at Official Records Book 1195, Page 1639 et seq., this Amendment shall control.

M:\Association\St. Lucie West Industrial Assoc\Documents\SUBSEQUENT AMENDMENT.recorded version.wpd

SCHEDULE I		
TRACT	PLAT	Average/Common Areas
OST-1	SLW#118 PB 38 PG 38-38I	2.720
OST-2	SLW#118 PB 38 PG 38-38I	1.456
OST-3	SLW#118 PB 38 PG 38-38I	2.165
OST-4	SLW#118 PB 38 PG 38-38I	2.444
OST-5	SLW#118 PB 38 PG 38-38I	0.430
OST-6	SLW#118 PB 38 PG 38-38I	3.541
OST-7	SLW#180 PB 57 PG 35-38	4.792
OST-8	SLW#180 PB 57 PG 35-38	1.763
OST-9	SLW#180 PB 57 PG 35-38	0.108
PHASE III	UNPLATTED	5.327
ROADWAY TRACT R1	SLW#180 PB 57 PG 35-38/SLW#118 PB 38 PG 38-38I	7.093
TRACT M-1	SLW#118 PB 38 PG 38-38I	0.166
ULT-5	SLW#118 PB 38 PG 38-38I	0.156
ULT-6	SLW#118 PB 38 PG 38-38I	0.056
ULT-7	SLW#118 PB 38 PG 38-38I	0.146
ULT-8	SLW#118 PB 38 PG 38-38I	0.144
ULT-9	SLW#118 PB 38 PG 38-38I	0.264
ULT-10	SLW#118 PB 38 PG 38-38I	0.063
ULT-11	SLW#118 PB 38 PG 38-38I	0.067
ULT-12	SLW#118 PB 38 PG 38-38I	0.061
ULT-13	SLW#118 PB 38 PG 38-38I	0.067
ULT-14	SLW#118 PB 38 PG 38-38I	0.113
ULT-15	SLW#118 PB 38 PG 38-38I	0.148
ULT-16	SLW#118 PB 38 PG 38-38I	0.089
RECREATIONAL TRACT	SLW#118 PB 38 PG 38-38I	3.255
TOTAL		36.654

NOTES: 1) OST-2 Owned by ORA but Dedicated for Common Use

2) Phase III is a Tentative Plat; Proposed Tracts OST-5A,10,11,12 and Roadway Tract; Subject to Final Platting



CULPEPPER & TERPENING, INC
CONSULTING ENGINEERS LAND SURVEYORS

Sender's email: mkolo@ct-eng.com
VLA: E-Mail/US Mail
Project: 08-333-WA-02
December 8, 2009

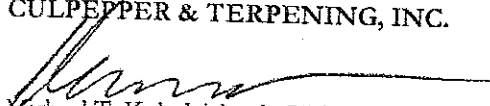
RV Resorts @ St. Lucie West
c/o Mr. Larry Z. Glickman, Esq.
SACHS SAX CAPLAN
1850 SW Fountainview Blvd. Suite 207
St Lucie West, Florida 34986

**RE: Outdoor Resorts at St. Lucie West
Common Area Calculation**

Dear Mr. Glickman ,

As requested we have amended the Common Area Calculations for Outdoor Resorts at St Lucie West to more accurately reflect the future common areas in the future Phase III Plat and the Schedule I is attached.

CULPEPPER & TERPENING, INC.


Michael T. Kolodziejczyk, PLS
Senior Project Manager