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KAREN E. RUSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY,FLORIDA
VBROTHER Receipt#118953

FIRST AMENDMENT TO THE DECLARATION

OF COVENANTS, CONDITIONS AND RESTRICTIONS
for
THE WOODLANDS VILLAS AT RIVENDELL

Return to: C. Chambers, 399 Interstate Blvd, Sarasota, FL 34240

THIS FIRST AMENDMENT is made by RIVENDELL JOINT VENTURE, a Florida general partnership (hereinafter the "Declarant"), for itself and its successors, grantees and assigns.

WHEREAS, Declarant has previously executed and placed on record the Declaration of Covenants, Conditions and Restrictions for The Woodlands Villas at Rivendell, dated May 28, 1999, and recorded in Official Records Instrument #1999083949, Public Records of Sarasota County, Florida (the "Declaration"); and

WHEREAS, pursuant to Article 11, Paragraph 11.3 of the Declaration, additional property from the Total Neighborhood Lands may be added to the Committed Neighborhood Lands, as described in Exhibit "C" of the Declaration, by the Declarant's recordation in the Public Records of an Amendment to this Declaration; and

WHEREAS, U.S. Home Corporation, a Delaware corporation, owns the lands described in Exhibit "A" attached hereto, which lands are also within the Total Neighborhood Lands, as described above; and U.S. Home Corporation desires that Declarant subject or commit these lands to the Declaration as Committed Neighborhood Lands; and U.S. Home Corporation will join in and consent to this First Amendment to subject these lands to the Declaration; and

WHEREAS, Rivenhome Corporation, a Florida corporation, is the Managing Partner or Managing Venturer of Rivendell Joint Venture according to the Joint Venture Agreement dated April 30, 1998, between Rivenhome Corporation and Brandywine Land Company, Ltd., a Florida limited partnership; and according to Article 3.1 of said Joint Venture Agreement, Rivenhome Corporation has the right, power and authority to execute this First Amendment on behalf of Rivendell Joint Venture; and

WHEREAS, Rivendell Joint Venture now desires to amend and enlarge the Committed Neighborhood Lands by subjecting and committing to the Declaration the lands described in Exhibit "A" attached hereto.

NOW, THEREFORE, Declarant declares that the real property described in Exhibit "A" attached hereto is hereby made subject to the operation and effect of the Declaration pursuant to Paragraph 11.3 thereof, and that this property shall be held, transferred, sold, conveyed, leased, occupied and used subject to the covenants, restrictions, conditions, easements, charges and liens set forth in said Declaration, as hereby and hereafter amended.

BY THIS FIRST AMENDMENT, the Owners of each Lot within the property described in Exhibit "A", upon the commencement of their obligation to pay the assessments described in the Declaration, shall also thereupon be immediately entitled to one(1) vote for each Lot owned, in all matters of The Woodlands Villas at Rivendell Association, Inc., and also shall be immediately entitled to all rights and subject to all obligations as Owners or Members of The Woodlands Villas at Rivendell Association, Inc.

IN WITNESS WHEREOF, the Declarant has executed these presents this 6 day of JULY, 1999.

WITNESSES:

RIVENDELL JOINT VENTURE,
A Florida General Partnership

By: RIVENHOME CORPORATION,
A Florida Corporation,
As General Partner

By: _____
Connor J. Chambers
President

(CORPORATE SEAL)

_____
(Print name:) TIM L. MARTIN

_____
(Print name:) CHRISTIE D. KELLER

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 6 day of July, 1999, by Connor J. Chambers as President of RIVENHOME CORPORATION, a Florida corporation, as General Partner of RIVENDELL JOINT VENTURE, a Florida General Partnership, on behalf of the Partnership. He is personally known to me or has produced _____ as identification. He did/did not take an oath.

Deanna J Craft
Notary Public

(Print name:) DEANNA J CRAFT

My commission expires: (SEAL)

"OFFICIAL SEAL"
Deanna J. Craft
My Commission Expires 7/20/2001
Commission #CC 665102

JOINDER AND CONSENT

of Lot Owner to
FIRST AMENDMENT TO THE DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
for
THE WOODLANDS VILLAS AT RIVENDELL

U.S. HOME CORPORATION, a Delaware corporation, as the undersigned record title holder of Lots 2, 3, 4, 5 and 6, Parcel "A", RIVENDELL, UNIT 2, as per Plat thereof recorded in Plat Book 39, Pages 11-11G of the Public Records of Sarasota County, Florida, does hereby acknowledge, join in and consent to the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for The Woodlands Villas at Rivendell, and the addition of the above Lots to the Committed Neighborhood Lands of The Woodlands Villas at Rivendell.

IN WITNESS WHEREOF, the undersigned has caused this Joinder and Consent to be executed this 6 day of JULY, 1999.

WITNESSES:

Tin L. Martin
(Print name:) TIN L. MARTIN

Christie D. Keller
(Print name:) CHRISTIE D. KELLER

U.S. HOME CORPORATION,
A Delaware Corporation

By: Connor J. Chambers
Connor J. Chambers
Regional Vice President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 6 day of JULY, 1999, by Connor J. Chambers, Regional Vice President of U.S. HOME CORPORATION, a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification. He did/did not take an oath.

Deanna J. Craft
Notary Public
(Print name:) DEANNA J CRAFT

My commission expires:

(SEAL)

"OFFICIAL SEAL"
Deanna J. Craft
My Commission Expires 7/20/2001
Commission #CC 665102

EXHIBIT "A"

LEGAL DESCRIPTION
of Additional
COMMITTED NEIGHBORHOOD LANDS

Lots 2, 3, 4, 5 and 6, Parcel "A", RIVENDELL, UNIT 2, as per the Plat thereof recorded in Plat Book 39, Pages 11-11G, Public Records of Sarasota County, Florida.