

**FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR PINE DOVE ESTATES**

Upon recording, return to:
Bryan Duke, Esq.

Cross-Reference: Declaration: Book 3973

Messer, Caparello & Self, P.A.
2618 Centennial Place
Tallahassee, Florida

Page 589

**FIRST AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
PINE DOVE ESTATES**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR PINE DOVE ESTATES ("First Amended Declaration") is made this 2nd day of August, 2012, by Premier Bank, a Florida banking corporation, successor in interest to Pine Dove Estates, L.P. ("Declarant").

W I T N E S S E T H

WHEREAS, Pine Dove Estates, L.P. recorded that certain Declaration of Covenants, Conditions, and Restrictions ("Declaration") on April 17, 2009, in O.R. Book 3973, Page 589 of the public records of Leon County, Florida with respect to the property legally described therein; and

WHEREAS, Declarant obtained all of Pine Dove Estates, L.P.'s rights and interest in the property legally described in that certain Certificate of Title dated June 22, 2012 and recorded at Official Records Book 4385, Page 931 of the public records of Leon County, (the "Property") by virtue of that certain Amended Final Judgment of Foreclosure dated May 10, 2012 (O.R. Book 4370, Page 931), the Certificate of Title referenced above and the loan documents referenced therein; and

WHEREAS, Declarant owns all of the Property; and

WHEREAS, in accordance with Article X of the Declaration, Declarant has the right to amend this Declaration.



NOW, THEREFORE, pursuant to Declarant's authority under the Declaration, Declarant hereby subjects Property to the following First Amendment:

1. The definitions set out in Article I of the Declaration are incorporated herein by this reference and any such capitalized terms as defined in the Declaration shall have the same meaning in this First Amendment, except as amended by this First Amendment.

2. Article 1, Section 1, subsection (a) is amended by deleting therein all references to "Pine Dove Estates Homeowners Association, Inc." and substituting therein "PD Property Owners Association, Inc.".

3. Article 1, Section 1, subsection (b) is amended by striking the language contained therein and substituting it with the following:

"Articles" shall mean and refer to the Articles of Incorporation of the Association, as amended from time to time. The Articles attached as Exhibit "A-1" to the First Amendment to Declaration of Covenants, Conditions, and Restrictions for Pine Dove Estates, dated July 30, 2012 are the Articles of Incorporation of the Association."

4. Article 1, Section 1, subsection (c) is amended by striking the language contained therein and substituting it with the following:

"Association" shall mean and refer to PD Property Owners Association, Inc., a Florida corporation not for profit, and its successors and assigns.

5. Article 1, Section 1, subsection (l) is amended by striking the language contained therein and substituting it with the following:

"Lot" shall mean and refer to each residential building site within the subdivision, as they are numbered and identified in Exhibit "F" of this Declaration, including any Dwelling from time to time located on such building site.

6. It being one of the purposes of this First Amendment to modify and clarify the property affected and encumbered by the Declaration, Article 1, Section 1, subsection (o) is amended by striking the language contained therein and substituting it with the following:

"Property" shall mean and refer to the lands described on Exhibit "A-2" to the First Amendment to Declaration of Covenants, Conditions, and Restrictions for Pine Dove Estates, dated August 2, 2012.



7. Article VII, Section 16, subsection (a) is amended by striking the language contained therein and substituting it with the following:

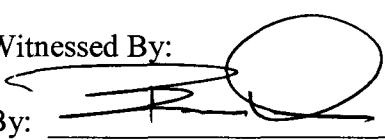
No Dwellings shall contain less than one thousand five hundred (1,500) square feet of air conditioned floor area under roof, exclusive of screened area, terraces, patios and garage. Garages may be detached provided they are connected by a breezeway.

In Witness Whereof, Declarant executed this First Amendment on the day and year first above written.

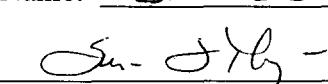
DECLARANT:

PREMIER BANK

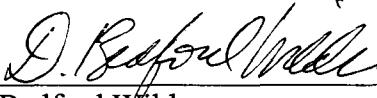
Witnessed By:

By: 

Print Name: Brian Duke

By: 

Print Name: Susan S. Thompson

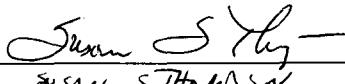
By: 

Name: D. Bedford Wilder

Its: Vice President

State of Florida)
County of Leon)

The foregoing instrument was acknowledged before me this 2nd day of August, 2012, by D. Bedford Wilder, Vice President of Premier Bank on behalf of the bank. He is personally known to me and did (did not) take an oath.

By: 
Name: Susan S. Thompson
Title: Notary Public [NOTARIAL SEAL]

Serial Number, if any: _____
My Commission Expires: _____

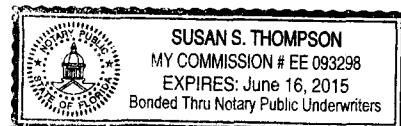


Exhibit A - 1

ARTICLES OF INCORPORATION

of

PD PROPERTY OWNERS ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation

THE UNDERSIGNED hereby associate themselves together for the Purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
NAMES AND ADDRESSES

§ 1.1 Corporation. The name of the corporation shall be PD PROPERTY OWNERS ASSOCIATION, INC. For convenience this corporation shall be referred to herein as the "Association".

§ 1.2 Incorporator. The name and address of the incorporator of these Articles of Incorporation is as follows: Premier Bank, a Florida banking corporation.

§ 1.3 Principal Office. The address of the principal office of the Association is as follows: 1639 Village Square Boulevard, Tallahassee, Florida 32309. The principal office mailing address shall be: P.O. Box 3606, Tallahassee, Florida 32315.

§ 1.4 Registered Agent. The association hereby appoints Monica M. Freeland, Esq. as its Registered Agent to accept service of process within this state, with the Registered Office located at 2618 Centennial Blvd., Tallahassee, Florida 32308.

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ARTICLE II
DEFINITIONS & PURPOSES

§ 2.1 Terms. Unless otherwise defined herein, terms shall have the same meaning given such terms in the Declaration (as defined below).

§ 2.2 Purpose. The purposes for which the Association is organized is to manage, operate and maintain Pine Dove Estates, hereinafter referred to as the "Property", in accordance with the DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR PINE DOVE ESTATES, and any amendments thereto (hereinafter the "Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

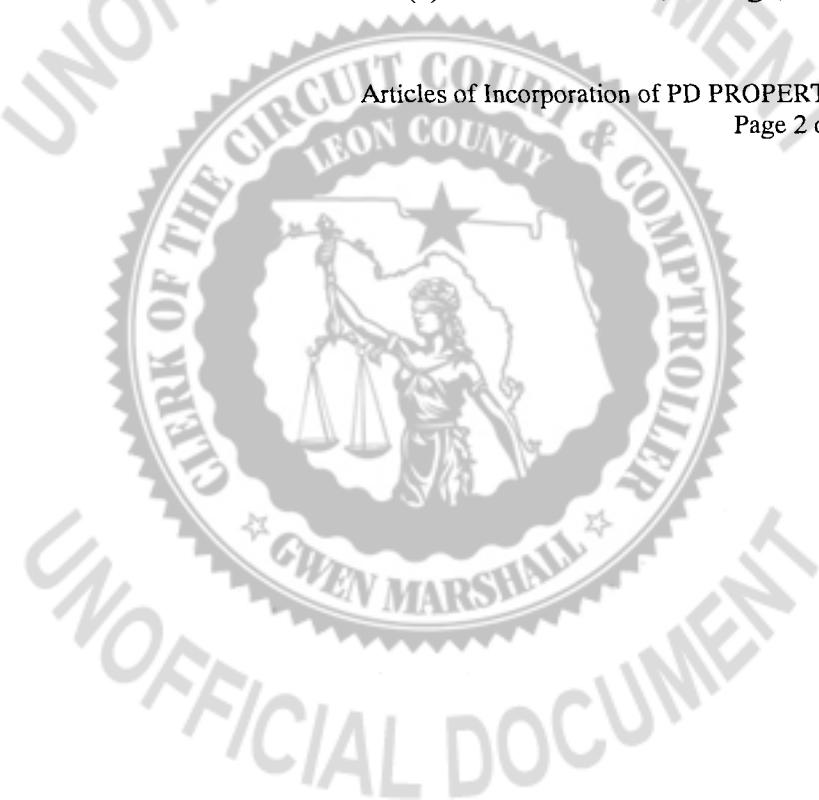
§ 2.3 Stock and Profits. The Association shall have no capital stock and shall make no distribution of income or profit to its Members, directors or officers.

ARTICLE III
POWERS

§ 3.1 Common Law & Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

§ 3.2 Other Powers. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

- (a) To adopt a budget and make and collect assessments against Members to defray the costs of maintaining the Property.
- (b) To use the Proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, manage, repair, replace and operate the Property.



- (d) To reconstruct improvements after casualty and construct further improvements to the Property.
- (e) To promulgate and amend the Declaration.
- (f) To enforce by legal means the provisions of the various Association Documents, these Articles, the Bylaws of the Association and the Declaration.

§ 3.3 Funds & Titles to Property. All funds and the titles to all Property acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

§ 3.4 Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERS and MEMBERSHIP

The qualifications of Members, the manner of their admission, and voting by Members shall be as follows:

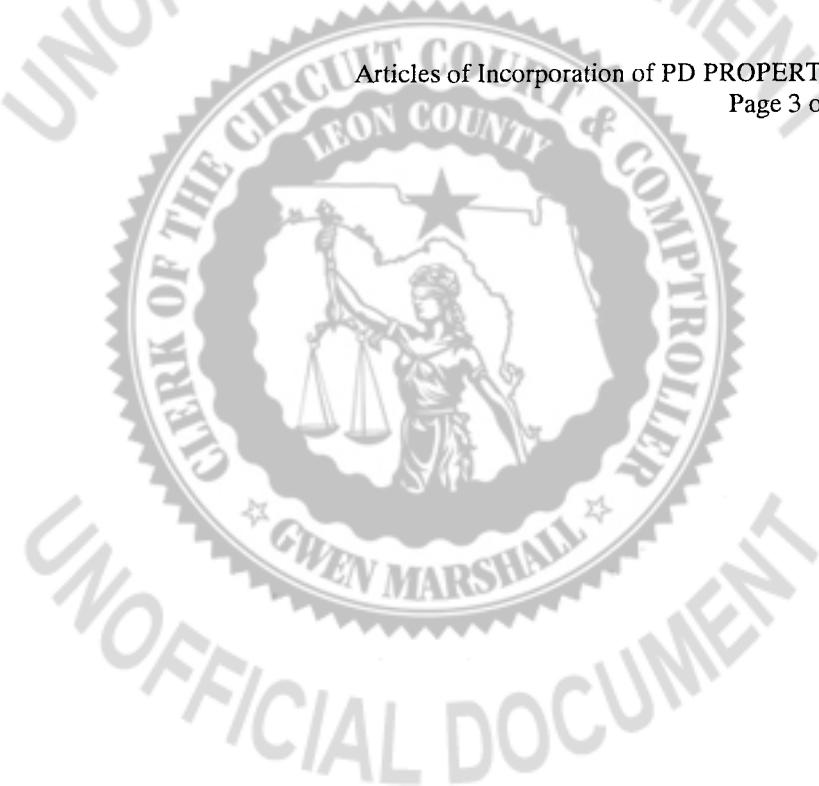
§ 4.1 Owners. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership.

§ 4.2 Changes. Changes in membership in the Association shall be established by the recording in the Public Records of Leon County a Deed or other instrument establishing a change of record title and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a Member of the Association. The membership of the prior Owner shall thereby terminate.

§ 4.3 Assignment & Transfer. The share of a Member in the funds and assets of the Association can **not** be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

§ 4.4 Classes. The Association shall have two classes of voting membership:

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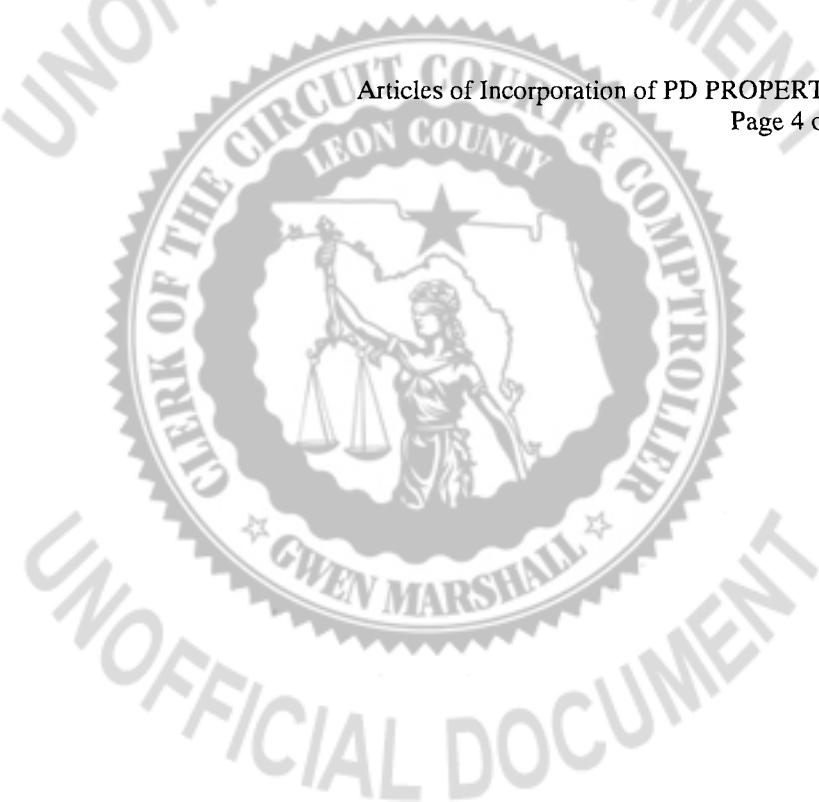
- (a) Class "A". Class "A" Members shall be all Owners of Lots with the exception of Declarant for so long as Declarant retains Class "B" voting rights. Each Class "A" Member shall have one vote for each Lot owned by that Member.
- (b) Class "B". The Class "B" Members shall be Declarant. Declarant shall be entitled to three votes for each Lot in the Property owned by Declarant.
- (c) Termination of Class "B" Membership. As each Lot in the Property is conveyed by Declarant to a Class "A" Member, Declarant's Class "B" votes for that Lot shall lapse. The Class "B" membership shall terminate and become converted to Class "A" membership upon the earlier of the following:
 - (i) When the total outstanding Class "A" votes in the Association equals or exceeds the total outstanding Class "B" votes; or
 - (ii) Ten years from the date of recording the Declaration; or
 - (iii) At such earlier time as the Declarant, in its discretion, may so elect.

Upon the happening of any one of these events, Declarant shall call a special meeting of the Members to advise of the termination of Class "B" membership.

§4.4 Veto Power. Declarant shall have veto power over all actions of the Association and the Board of Directors of the Association. This power shall expire when the Declarant no longer owns any land within the Property or ten years from the date of recording the Declaration, whichever occurs first. The veto shall be exercised as follows:

- (a) The Declarant must exercise its veto at or prior to the meeting discussing the prospective action, policy or program the Board is entertaining. This veto power shall not include the authority to require any affirmative action on behalf of the Board or the Association.
- (b) If any action, policy or program is to be implemented by prior consent without the formality of a meeting, then Declarant shall be provided a written notice and description of the proposed action, policy or program at least ten days in advance of such implementation, and Declarant shall then have ten days to exercise its veto.

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§4.5 Multiple Owners. Each vote in the Association must be cast as a single vote. Fractional votes shall not be allowed. If more than one Class "A" vote is cast for any particular Lot, none of said votes shall be counted, but shall be deemed void.

ARTICLE V
DIRECTORS

§ 5.1 Number of Board Members. The affairs of the Association will be managed by a board of directors as set by the Bylaws, and in the absence of such determination shall consist of a minimum of two (2) directors.

§ 5.2 Appointment or Election. Directors of the Association shall be appointed or elected at the annual meeting of the Members in the manner determined by the Bylaws.

§ 5.3 Initial Board. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

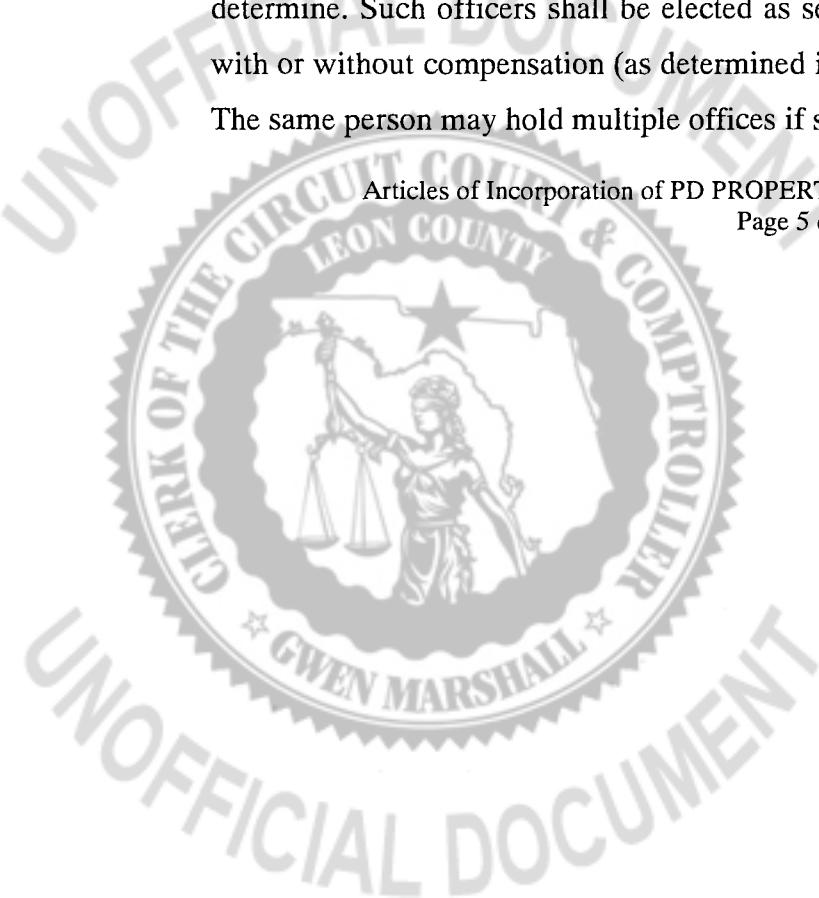
NAMES: Bedford Wilder and G. Matthew Brown

ADDRESS: P.O. Box 3606, Tallahassee, Florida 32315

ARTICLE VI
OFFICERS

§ 6.1 Offices. The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the Board shall from time to time determine. Such officers shall be elected as set forth in the Bylaws. Officers shall serve with or without compensation (as determined in the Bylaws) at the pleasure of the Board. The same person may hold multiple offices if so elected.

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UNOFFICIAL DOCUMENT

ARTICLE VII INDEMNIFICATION

§ 7.1 Director & Officer Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney and paralegal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

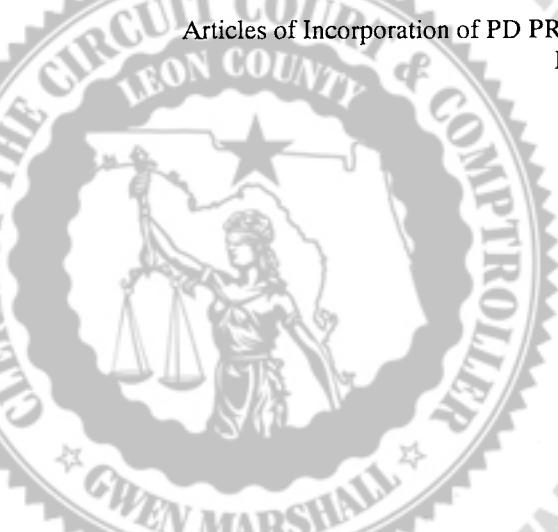
ARTICLE VIII BYLAWS

§ 8.1 Adoption. The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

§ 9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.



§ 9.2 Proposal and Adoption. An amendment may be proposed by either the board of directors or by the membership of the Association. Except as otherwise provided herein, a resolution adopting a proposed amendment must receive approval of not less than two-thirds (2/3) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Articles may be amended by not less than two-thirds (2/3) of all the directors and by not less than a two-thirds (2/3) vote of the Members of the Association at a duly called meeting of the Association. Directors and Members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting; provided however, this agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.

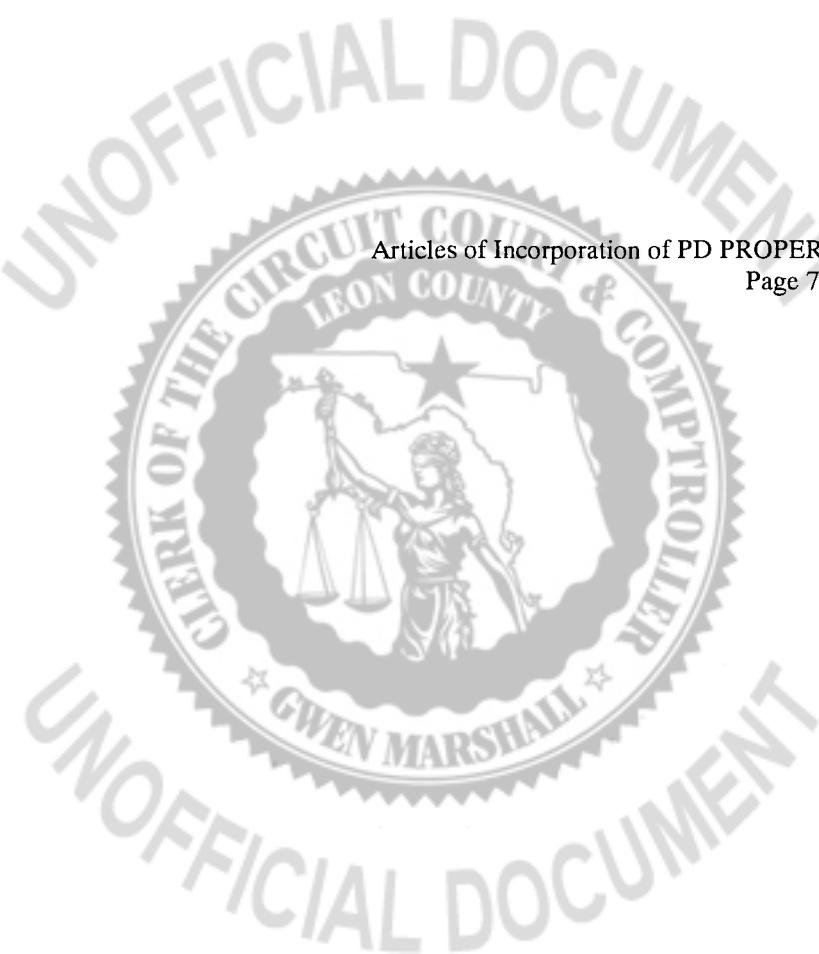
§ 9.3 Effective Date of Amendments. An amendment shall be effective when filed with the Secretary of State of the State of Florida.

§ 9.4 Developer Amendments. Developer amendments to these Articles may be made in the same manner as stated in the Declaration.

§ 9.5 Accord. Any amendments to these Articles shall be in accord with the terms and provisions of the Declaration.

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EXECUTION

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature this
15th day of August, 2012.

WITNESSES:

M. Freeland
 Signature

Monica M. Freeland
 Printed Name

INCORPORATOR SIGNATURE:

PREMIER BANK, A FLORIDA BANKING
 CORPORATION, a Florida corporation

By: D. Bedford Wilder
 D. Bedford Wilder, Vice President

Tanya Weiss
 Signature

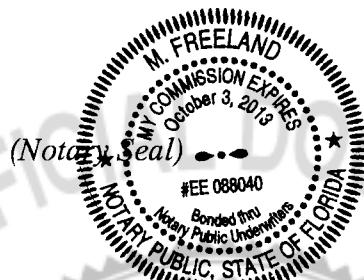
Tanya Weiss
 Printed Name

NOTARY

STATE OF FLORIDA
 COUNTY OF LEON

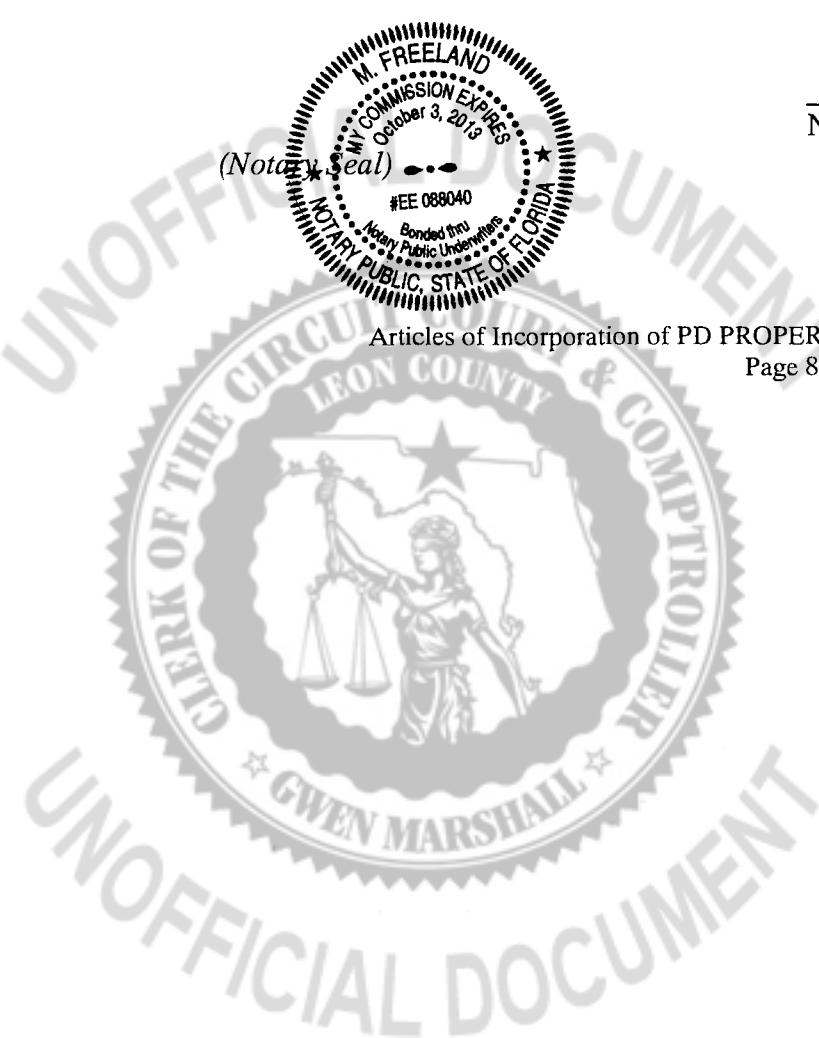
BEFORE ME, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared D. Bedford Wilder as Vice President on behalf of Premier Bank, a Florida banking corporation. He acknowledged that he executed the foregoing instrument on behalf of the company pursuant to due authority therefrom. He is personally known to me.

WITNESS my hand and seal this 15th day of August, 2012.



M. Freeland
 Notary Signature

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PD PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation in the City of Tallahassee, County of Leon, State of Florida, has appointed Monica M. Freeland, Esq., as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.

Monica M. Freeland
Monica M. Freeland

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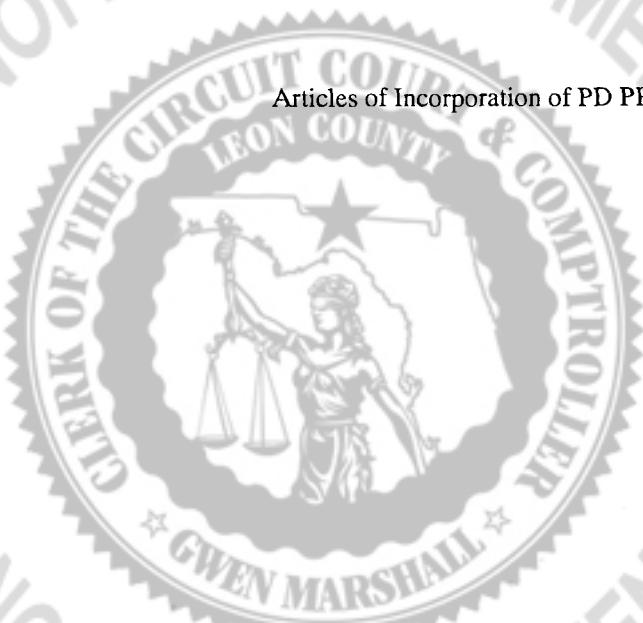


EXHIBIT "A-2"

PROPERTY

[TO BE ATTACHED MANUALLY]



BEGIN at a concrete monument marking the Northeast Corner of the Southeast Quarter of the Northwest Quarter of Section 20, T-1-S, R-2-E, Leon County, Florida, thence run North 89 degrees 59 minutes 16 seconds East a distance of 3958.78 feet to a concrete monument (plain top), thence run North 88 degrees 56 minutes 51 seconds East a distance of 1324.54 feet to a concrete monument (plain top), thence run South 00 degrees 08 minutes 27 seconds East a distance of 1390.90 feet to a concrete monument (plain top), thence run North 89 degrees 10 minutes 36 seconds West a distance of 1372.84 feet to a concrete monument (plain top), thence run North 89 degrees 41 minutes 49 seconds West a distance of 1128.98 feet to a concrete monument (#1266), thence run North 89 degrees 43 minutes 18 seconds West a distance of 1130.84 feet to a concrete monument (#3193), thence run North 89 degrees 57 minutes 50 seconds East 440.00 feet, thence run North 87 degrees 57 minutes 49 seconds East 395.00 feet to a concrete monument (#3193), thence run South 89 degrees 58 minutes 26 seconds West a distance of 816.72 feet, thence run North 89 degrees 58 minutes 01 seconds West a distance of 1304.43 feet to a concrete monument (X-top), thence run North 00 degrees 10 minutes 56 seconds East a distance of 1334.97 feet, thence run South 89 degrees 59 minutes 15 seconds East a distance of 1297.89 feet to the POINT OF BEGINNING, containing 8,850,148 square feet, 203.17 acres more or less.

