

This instrument was prepared
by and should be returned to:
Nancy M. Wallace, Esq.
Akerman Senterfitt
106 E. College Avenue, Suite 1200
Tallahassee, Florida 32301

STATE OF FLORIDA
COUNTY OF LEON

**FIRST AMENDMENT
TO THE DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR THE RIDGE AT VELDA DAIRY**

This First Amendment to the Declaration of Covenants, Conditions and Restrictions for The Ridge at Velda Dairy is made and entered into this 26th day of May, 2005, by Booth Holdings Booth Trust, LLC, a Florida limited liability company ("Declarant"), and joined by The Ridge at Velda Dairy Homeowners' Association, a Florida not-for-profit corporation ("Association").

STATEMENT OF PURPOSE AND INTENT

On December 23, 2004, Declarant recorded the Declaration of Covenants, Conditions and Restrictions for the Ridge at Velda Dairy (the "Declaration") in Official Records Book 3211, Page 291 of the Public Records of Leon County, Florida. Article XXIX, Section 10 of the Declaration provides that the Declarant may amend the Declaration in its sole discretion until such time as the "Community Completion Date," as that term is defined in the Declaration, has been reached. The Community Completion Date has not been reached as of the date of this Amendment. The Declarant desires to amend the Declaration in certain respects and to evidence such amendments by this writing.

STATEMENT OF AMENDMENTS

In accordance with the authority granted to Declarant under Article XXIX, Section 10 of the Declaration, the Declarant amends the Declaration as follows:

1. Adding Section 3 to Article II as follows:

Section 3. Public Dedication of Roads. The Association shall dedicate to public use any street or road in the Subdivision whenever two-thirds (2/3) of the Owners of two-thirds (2/3) of the Lots abutting such street or road present

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a signed petition proposing such dedication to Leon County or a successor local government and such local government agrees to accept for maintenance the subject street or road as a public right-of way. Further, the Association shall not dedicate to public use any street or road in the Subdivision unless two-thirds (2/3) of the Owners of two-thirds (2/3) of the Lots abutting such street or road agree in a signed petition proposing such dedication to Leon County or a successor local government and such local government agrees to accept such dedication.

2. Deleting Article III, Sections 3 and 4, paragraph (i), and inserting in lieu thereof the following:

Section 3. Membership. Upon acceptance of title to a Lot and as more fully provided in the Articles and By-Laws, each Owner becomes a member of the Association. In addition to those rights granted herein, membership rights also are governed by the provisions of the Articles and By-Laws. Membership is an appurtenance to, and may not be separated from, the ownership of a Lot.

Section 4. Voting Rights. Voting rights in the Association are governed by the provisions of the Articles and By-Laws. The Declarant shall have the right to control the Association until such time as fifty (50) percent of the Lots have been conveyed to Owners. Owners and the Declarant shall be allowed to elect all directors of the Association on a one-vote-per-lot basis. The first election of directors of the Association must be held before more than fifty (50) percent of the Lots have been sold by Declarant.

3. Deleting Article IV, Section 11, and inserting in lieu thereof the following:

Section 11. Conveyance. Within sixty (60) days after the date that Declarant has conveyed seventy (70) percent of the Lots to Owners, or earlier as determined by the Declarant in its sole discretion, all or portions of the Common Area may be dedicated or conveyed by Plat, or by written instrument recorded in the Public Records, or by Quit Claim Deed from Declarant to the Association. The dedication or conveyance shall be subject to easements, restrictions, reservations, conditions, limitations and declarations of record, real estate taxes for the year of conveyance, zoning, land use regulations and survey matters. The Association shall be deemed to have assumed and agreed to pay all continuing obligations and service and similar contracts relating to the ownership, operation, maintenance and administration of the dedicated or conveyed portions of Common Area and other obligations relating to the Common Area imposed herein. The

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Association shall, and does hereby, indemnify and hold Declarant harmless on account thereof. The Association shall be obligated to accept such dedication(s) or conveyance(s) without setoff, condition, or qualification of any nature. The Common Area, personal property and any equipment thereon and appurtenances thereto shall be dedicated or conveyed in "as is, where is" condition WITHOUT ANY REPRESENTATION OR WARRANTY, EXPRESSED OR IMPLIED, IN FACT OR BY LAW, AS TO THE CONDITION, FITNESS OR MERCHANTABILITY OF THE COMMON AREA BEING CONVEYED. The Association shall pay all costs associated with the dedication or conveyance(s).

4. Deleting Article VIII, Section 11, and inserting in lieu thereof the following:

Section 11. Obligations of Declarant. Notwithstanding anything herein to the contrary, Declarant may, if it so chooses, be exempt from the payment of assessments against Lots owned by Declarant until such time that Declarant no longer controls the Association. Declarant covenants and agrees that, so long as this exemption is in effect, Declarant shall pay on behalf of, or reimburse the Association, all expenses incurred by the Association in the performance of duties hereunder, exclusive of reserves, in excess of the amount of assessments levied against Owners other than Declarant; provided, however that in no event shall Declarant be liable for payment of an obligation in excess of the amount Declarant would be obligated to pay if this exemption from payment of assessments were not in effect.

5. Adding Section 12 to Article VIII as follows and attaching **Exhibit "D"** referenced therein :

Section 12. Estimate of Maintenance Costs. The engineers signed estimate of reasonably expected annual and total maintenance and replacement costs for all streets and other Common Area facilities in the Subdivision as required by Section 10-1560 of the Leon County Code of Ordinances is attached to this Declaration as **Exhibit "D"**.

6. Deleting Article XXIX, Section 10, and inserting in lieu thereof the following:

Section 10. Amendment. The covenants and restrictions of this Declaration shall run with and bind the Property for a term of twenty (20) years from the date this Declaration is recorded in the Public Records, after which time they shall be automatically extended for successive periods of ten (10) years, unless the Owners of all Lots and the holders of all first mortgages encumbering the Lots join in a written instrument recorded in the Public

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Records, agreeing to terminate these covenants and restrictions. Until Declarant sells more than eighty percent (80%) of Lots to Owners, the Declarant shall have the unrestricted right to amend, modify, or otherwise change this Declaration as it, in its sole discretion, deems appropriate. This Declaration may be amended at any time, and from time to time, upon the recordation of an instrument executed by the Association upon vote of those persons or firms entitled to vote eighty percent (80%) of all votes of membership in the Association who are entitled to vote on the matter as set forth in the Articles and By-Laws. No amendment shall affect the rights of Declarant without the prior written consent of the Declarant, which may be withheld in Declarant's sole discretion. No amendment shall alter the subordination provisions of this Declaration without the prior approval of any Lender enjoying the benefit of such provisions.

Notwithstanding anything contained herein to the contrary, if the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to this Declaration, then the prior written consent of such entity or agency must also be obtained. Specifically, no provision of the Declaration which is required by the Section 10-1560, 1.(a) through (m) of the Leon County Code of Ordinances shall be amended except in compliance with the Leon County Code of Ordinances.

7. Adding Section 17 to Article XXIX as follows:

Section 13. Attorneys Fees. The prevailing party shall be entitled to an award of attorneys fees from the non-prevailing party in litigation:

- (a) to require the Declarant to incorporate the Association or to perform any other action or obligation imposed on the Declarant pursuant to this Declaration; or
- (b) to require the Association to perform its obligations in regard to annual assessments and the maintenance or repair of streets and other Common Area facilities.

8. The Articles VI, VII, and XIII of the Articles of Incorporation of the Association, attached as Exhibit "B" to the Declaration, are amended to delete references to Class B membership, to provide that lot owners shall be allowed to elect all directors of the Association on a one-vote-per-lot basis, and to change the voting percentage necessary to amend the Articles to 80%. Such amendments to the Articles of Incorporation are evidenced by the First Amendment to the Articles of Incorporation attached as Exhibit "B" to this Amendment.

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9. Article VIII of the By-Laws of the Association, attached as Exhibit "C" to the Declaration, is amended to delete references to Class B membership, reflect that amendments will be filed in Leon County, Florida, and to change the voting percentage necessary to amend the Bylaws to 80%. Such amendment to the By-Laws is evidenced by the First Amendment to the Bylaws attached as Exhibit "C" to this Amendment.

IN WITNESS WHEREOF, the Declarant has amended the Declaration as of the 20th day of May, 2005.

Witnesses:

Printed Name: GL Morris

Printed Name: R. H. Booth

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, appeared this 20th day of May, 2005, Hurley H. Booth, Jr., Manager of Booth Holdings Booth Trust, LLC, who is personally known to me or who has produced for me personally known as identification, and who acknowledged voluntarily and knowingly executing the foregoing DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE RIDGE AT VELDA DAIRY for the purposes and consideration therein expressed, and who did not take an oath.



Tracy Edwards

Notary Signature
My Commission Expires: 5-10-08

JOINDER:

THE RIDGE AT VELDA DAIRY
HOMEOWNERS' ASSOCIATION, INC.

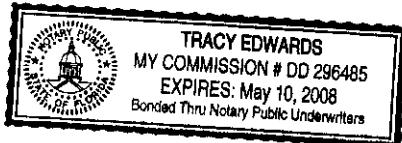
By: Hurley H. Booth, Jr., President

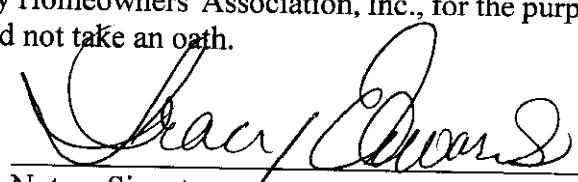
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STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, appeared this 20th day of May, 2005, by Hurley H. Booth, Jr., as President of The Ridge at Velda Dairy Homeowners' Association, Inc., who is personally known to me or who has produced for me personally known as identification, and who acknowledged executing the foregoing DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE RIDGE AT VELDA DAIRY with full authority of and on behalf of The Ridge at Velda Dairy Homeowners' Association, Inc., for the purposes and consideration therein expressed, and who did not take an oath.




Tracy Edwards
Notary Signature
My Commission Expires: 5-10-08

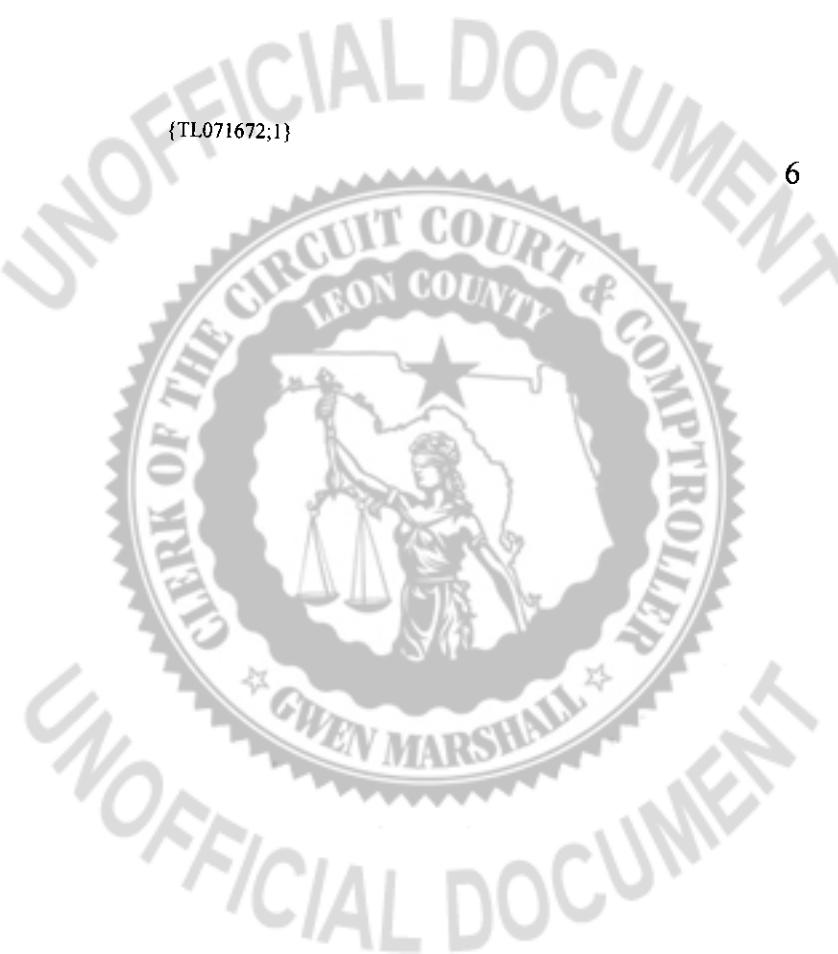


Exhibit "B"

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
THE RIDGE AT VELDA DAIRY HOMEOWNERS' ASSOCIATION, INC.**

(Document Number N04000011858)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

1. Article VI, Article VII, and Article XIII are deleted, and, in lieu thereof, the following is inserted:

**ARTICLE VI
VOTING RIGHTS**

The Association shall have one class of voting membership. All Owners and the Declarant shall be Members and shall be entitled to one vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall be an odd number.

The names and addresses of the persons who are to act in the capacity of Director until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
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Hurley H. Booth, Jr.	1208 Hays Street Tallahassee, Florida 32301
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Britt Hamill

1208 Hays Street
Tallahassee, Florida 32301

George Morris

1208 Hays Street
Tallahassee, Florida 32301

At the first annual meeting after the Declarant no longer holds at least fifty (50) percent of the voting interests in the Association, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and a fifth (5th) director for a term of three (3) years. The candidate receiving the largest number of votes shall serve as director for three (3) years; the two candidates receiving the second and third largest vote shall serve as directors for two (2) years; and the two candidates receiving the fourth and fifth largest vote shall serve as directors for one (1) year. At each annual meeting thereafter the members shall elect the appropriate number of directors for a term of three (3) years.

ARTICLE XIII **AMENDMENTS**

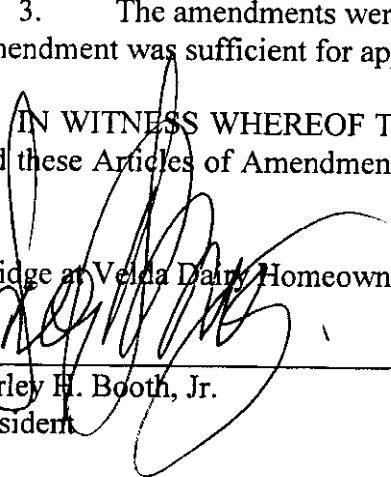
Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than eighty percent (80%) of the total number of votes of the membership, except that the Board of Directors may amend these Articles of Incorporation without the assent of the membership to correct any ambiguities, scriveners errors or conflicts appearing within these Articles of Incorporation.

2. The amendments were adopted on May 20, 2005.

3. The amendments were adopted by the members, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF The Ridge at Velda Dairy Homeowners' Association, Inc. has caused these Articles of Amendment to be executed by their President on this 20th day of May, 2005.

The Ridge at Velda Dairy Homeowners' Association, Inc.

By: 

Hurley H. Booth, Jr.
President

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UNOFFICIAL DOCUMENT

Exhibit "C"

FIRST AMENDMENT TO THE

**BY-LAWS
OF**

THE RIDGE AT VELDA DAIRY HOMEOWNERS' ASSOCIATION, INC.

A Florida corporation Not-for-Profit

This First Amendment to the By-Laws of The Ridge at Velda Dairy Homeowners' Association, Inc. amends the By-Laws adopted by the Board of Directors of said Association on December 20, 2004. The By-Laws of the Association are amended as follows:

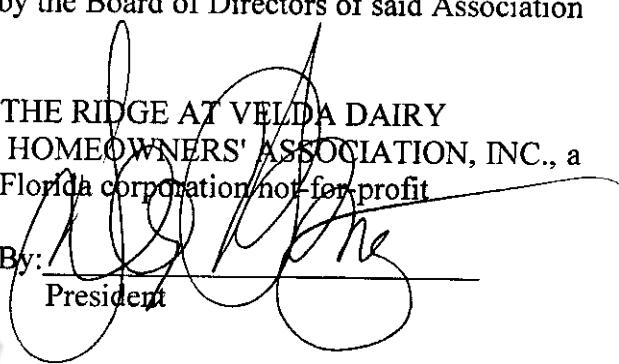
Article VIII is deleted and inserted in lieu thereof is the following:

ARTICLE VIII
Amendments

These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of eighty (80%) percent of the total authorized votes of all Members present in person or by proxy; provided that the notice to the Members of the meeting contains a statement of the proposed Amendment of the By-Laws; and provided that the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or by applicable law; and provided further that any matters stated herein to be or which are in fact covered by the Declaration may not be amended except as provided in such Declaration. No amendment shall be effective which would affect the rights or obligations of the Declarant without the prior written approval of the Declarant. All amendments to these By-Laws shall be recorded in the Public Records of Leon County, Florida. The Federal Housing Administration or the Veterans Administration shall have the right to veto any of the above with either of such entities has an interest.

I HEREBY CERTIFY that the foregoing First Amendment to the By-Laws of the above named Association was duly adopted by the Board of Directors of said Association on the 20th day of May, 2005.

THE RIDGE AT VELDA DAIRY
HOMEOWNERS' ASSOCIATION, INC., a
Florida corporation not-for-profit

By: 
President

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