

Upon recording, return to:

Melissa VanSickle
Clark, Partington, Hart, Larry,
Bond & Stackhouse
106 E. College Ave., Ste. 600
Tallahassee, Florida 32301

Cross- Reference: Declaration: Book 3513
Page 561

**THIRD AMENDMENT TO THE AMENDED, RESTATED AND INTEGRATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
AND COMMUNITY COVENANTS FOR THE
SOUTHWOOD RESIDENTIAL COMMUNITY**

This Third Amendment To The Amended, Restated And Integrated Declaration Of Covenants, Conditions And Restrictions And Community Covenants For The SouthWood Residential Community (the "Third Amendment") is made this 18th day of January 2012, by The St. Joe Company, a Florida corporation ("Declarant").

WITNESSETH

WHEREAS, on May 25, 2006 Declarant recorded that Amended, Restated and Integrated Declaration of Covenants, Conditions and Restrictions and Community Covenants for the SouthWood Residential Community in Book 3513, Page 561 et seq., of the public records of Leon County, Florida as amended by that certain First Amendment to the Amended, Restated and Integrated Declaration of Covenants, Conditions, and Restrictions and Community Covenant for the SouthWood Residential Community recorded on May 5, 2009 in Book 3979, Page 994 et seq., of said public records as further amended by that certain Second Amendment to the Amended, Restated and Integrated Declaration of Covenants, Conditions, and Restrictions and Community Covenant for the SouthWood Residential Community recorded on May 27, 2011 in Book 4250, Page 1563 et seq., of said public records (as may be amended and supplemented from time to time, the "Declaration"); and

WHEREAS, in accordance with Section 12.1 of the Declaration, until all property described in Exhibit "B" to the Declaration has been subjected to the Declaration or 25 years after the Declaration is Recorded, whichever is earlier, Declarant may remove any unimproved portion of the Residential Community from the coverage of the Declaration (as such capitalized terms are defined in the Declaration); and

WHEREAS, such removal does not require the consent of any Person other than the Owner of the property to be withdrawn, if not the Declarant; and

WHEREAS, Declarant is the owner of the real property described in Exhibit "A" attached hereto ("Withdrawn Property") which property is unimproved.

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby withdraws the Withdrawn Property from the provisions of the Declaration so that the Withdrawn Property is no longer subject to the terms and conditions of the Declaration.

IN WITNESS WHEREOF, Declarant has executed this Third Amendment the day and year first above written.

DECLARANT:

Signed, sealed and delivered
in the presence of:

Shabrina Gibbons

Print Name: Shabrina Gibbons

John Grueter

Print Name: John Grueter

STATE OF FLORIDA
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 18 day of Jan, 2012, by Patrick Bienvenue, the Executive Vice President of THE ST. JOE COMPANY, a Florida corporation, on behalf of the corporation. Such person did not take an oath and: (notary must check applicable box)

is personally known to me; or
 produced a current _____ driver's license as identification; or
 produced _____ as identification

Erin Chekaoui
 Typed or Printed Name Erin Chekaoui
 Notary Public, State of Florida
 Commission Number EE 018844
 My commission expires: 8/19/14

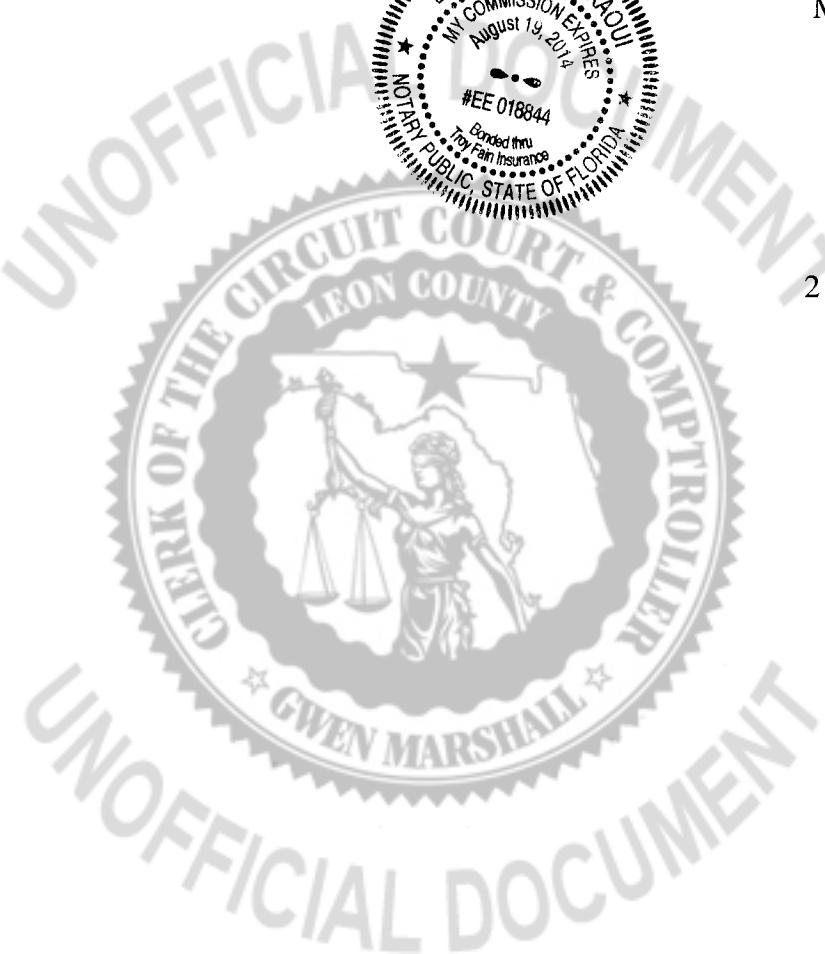
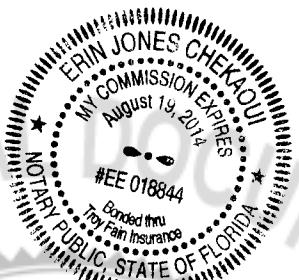


EXHIBIT A
Withdrawn Property

Lot 1, Block A, Southwood Unit 36, according to the map or plat thereof, as recorded in Plat Book 20, Pages 91 through 94, inclusive, of the Public Records of Leon County, Florida.

