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This instrument prepared by
and to be returned to:
Peter Doragh, Esquire
801 Laurel Oak Drive, #500
Naples, FL 33963

3831323

**THIRD AMENDMENT TO
DECLARATION OF RESTRICTIVE COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS FOR
SABAL DUNES**

This THIRD AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR SABAL DUNES ("Third Amendment"), is made this 29 day of August, 1995, by and between Sabal Dunes Neighborhood Association, Inc., a Florida not-for-profit corporation ("Association"), Rottlund Homes of Florida, Inc., a Minnesota corporation ("Rottlund"), and Bay Colony - Gateway, Inc., a Delaware corporation, as successor to Gateway Communities, Inc., a Florida corporation, formerly known as Westinghouse Gateway Communities, Inc., ("Developer").

PREMISES

(a) On November 3, 1989, Developer made and executed that certain Declaration of Protective Covenants and Restrictions for Parcel 20, Unit 4, Area One, Gateway, recorded in Official Records Book 2107, Page 1119, Public Records of Lee County, Florida, and on March 31, 1992, that certain First Amendment to Declaration of Protective Covenants and Restrictions for Parcel 20, Unit 4, Area One, Gateway, was recorded in Official Records Book 2300, Page 4528, Public Records of Lee County, Florida (collectively "Master Declaration"). The Master Declaration remains in full force and effect and is not amended hereby.

(b) On November 12, 1991, that certain Declaration of Restrictive Covenants, Conditions, Restrictions and Easements for Sabal Dunes, was recorded in Official Records Book 2262, Page 2146, Public Records of Lee County, Florida, and on July 2, 1992, that certain First Amendment to Declaration of Restrictive Covenants, Conditions, Restrictions and Easements for Sabal Dunes was recorded in Official Records Book 2311 at Page 3960, Public Records of Lee County, Florida, and on July 2, 1992, that certain Second Amendment to Declaration of Restrictive Covenants, Conditions, Restrictions and Easements for Sabal Dunes was recorded in Official Records Book 2311 at Page 3963, Public Records of Lee County, Florida, (collectively "Declaration").

(c) Article XIII, Section 5 of the Declaration entitled "Amendments - Termination," provides that the Declaration can be amended or terminated by the affirmative vote or written consent of the Owners holding not less than 75% of the voting power of the "A" Membership of the Association together with the affirmative vote of the Class "B" Member, which affirmative votes have been received from both classes of Members.

• RECORDED VERIFIED - CHARLIE GREEN, CLERK •
• BY: SUSAN THOMPSON •

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(d) This Amendment does not have a material adverse effect on those lots that remain subject to the Declaration.

(e) It is in the best interest of Association, Rottlund and Developer that the Amendment described herein be consummated.

IN WITNESS WHEREOF, the Declaration is hereby amended as follows:

Amendment 1: Effective July 1, 1995, the following-described property is excluded from and shall no longer be subject to the Declaration; the lot owners of the following-described property shall not be members of Sabal Dunes Neighborhood Association, Inc. for any purpose; and the common elements within the following-described property shall not be common elements belonging to Sabal Dunes Neighborhood Association, Inc.:

Lot 34, Block A, Gateway Phase 8, according to the plat thereof recorded in Plat Book 47, Page 93, Public Records of Lee County, Florida,

AND

All of Gateway Phase 20, according to the plat thereof recorded in Plat Book 56, Page 47, Public Records of Lee County, Florida.

Exhibit 1 and Exhibit 2 to the Declaration are hereby amended to less out the above-described property.

IN WITNESS WHEREOF, the undersigned hereby consents to the foregoing Amendment to the Declaration.

Robin Martin
Name: Robin Martin

BAY COLONY - GATEWAY, INC., a
Delaware corporation

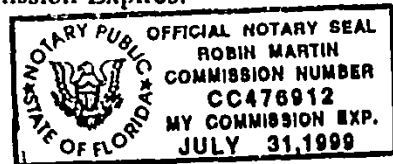
Stacy L. Cunningham
Name: Stacy Cunningham

BY: Janet L. Watermeier
Janet L. Watermeier, Vice President

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 29 day of August, 1995, by Janet L. Watermeier, personally known to me to be a Vice President of Bay Colony - Gateway, Inc., a Delaware corporation, on behalf of the corporation.

Robin Martin
Notary Public
My Commission Expires:



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IN WITNESS WHEREOF, the undersigned being the President of Sabal Dunes Neighborhood Association, Inc., hereby certifies that the appropriate number of Members have approved the foregoing amendment to the Declaration of Restrictive Covenants, Conditions, Restrictions and Easements for Sabal Dunes.

Robin Martin
Name: Robin Martin

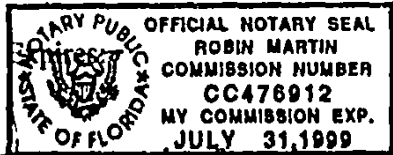
SABAL DUNES NEIGHBORHOOD
ASSOCIATION, INC.

Stacy LaCroix
Name: Stacy LaCroix

BY: John J. LaCroix
John J. LaCroix, President

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 29 day of August, 1995, by John J. LaCroix, personally known to me to be the President of Sabal Dunes Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation.

Robin Martin
Notary Public
My Commission 

IN WITNESS WHEREOF, the undersigned hereby consents to the foregoing Amendment to the Declaration.

Barbara M. Dodson
Name: BARBARA M. DODSON

ROTTLUND HOMES OF FLORIDA, INC.,
a Minnesota corporation

Nancy E. Risner
Name: NANCY E. RISNER

BY: Robert Gleason
Robert Gleason, President

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 31st day of August, 1995, by Robert Gleason, personally known to me to be the President of Rottlund Homes of Florida, Inc., a Minnesota corporation, on behalf of the corporation.

OFFICIAL NOTARY SEAL
BARBARA M DODSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC400046
MY COMMISSION EXP. SEPT 8, 1998

Barbara M. Dodson
Notary Public
My Commission Expires:

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CHARLE GREEN LEE CIV. FL.