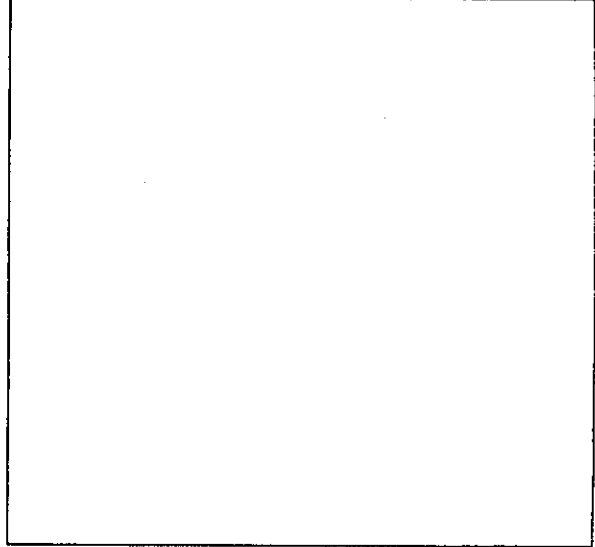


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CERTIFICATE OF SECOND  
AMENDMENT TO DECLARATION  
OF COVENANTS AND RESTRICTIONS  
OF PELICAN REEF SUBDIVISION

Form reserved for use pursuant to Sec. 695.06, F.S., and Rule 2.057(c), Florida Rules of Judicial Administration.



COME NOW the undersigned,  
the President and Secretary of  
the Pelican Reef Homeowners' Ass-  
ociation, Inc., and hereby certify  
the following:

1. That the Declaration of Covenants and Restrictions of Pelican Reef Subdivision was duly recorded at Official Records Book 937, Page 198 of the Public Records of St. Johns County, Florida.

2. That the first amendment to said Declaration of Covenants and Restrictions of Pelican Reef Subdivision was duly recorded at Official Records Book 948, Page 2056 of the Public Records of St. Johns County, Florida.

3. That the SECOND AMENDMENT was duly adopted by the affirmative vote of at least eighty (80) per cent of the members entitled to cast a vote at the annual meeting of the Association held on December 10, 1996.

4. That the Declaration of Covenants and Restrictions of Pelican Reef Subdivision, Section 4.3, is hereby amended to read as

Recorded in Public Records St. Johns County, FL  
Clerk# 97014012 O.R. 1235 PG 708 02:41PM 04/24/1997  
Recording \$13.00 Surcharge \$2.00

follows.

Space reserved for C.A.R.A. pursuant to Sub. 650.15, C.S.

O.R. 1235 PG 0709

4.3 The initial regular monthly assessment is hereby set at the rate of \$30.00 per Lot or Dwelling unit. Lots or Dwelling units owned by the Developer shall not be subject to assessments, either regular or special. The Developer guarantees the initial assessment fee shall not exceed \$70.00 per month per Lot or Dwelling unit until the owners have, excluding the Developer, 80% of the votes in the Association or January 1, 1994, whichever occurs first. The Developer agrees to turn over control of the ARB and the streets and Common Areas and the sewer system to the Association not later than January 1, 1999. After turnover of control has occurred, regular monthly assessments shall be determined by the Board of Directors at the Regular meeting. The regular assessment may be increased beyond that set by the Board of Directors at the regular annual meeting of the of the Board of Directors upon approval of 60% of the voting members in attendance, in person or by proxy, at any regular or special meeting of the membership of the Association, but only after notice of the recommendation is given to all members at least ten (10) days prior to the date of said meeting, provided, however, that nothing herein shall be construed to preclude the Board of Directors of the Association from fixing and levying an emergency assessment not to exceed one month's regular assessment, which emergency assessment may be levied without notice to the membership and without the holding of any special or regular meeting of said membership of the Association.

The monthly assessment fee will become due and payable on the first day of the month following the closing on the Lot.

5. That the adopted amendment appears in the minutes of the aforementioned meeting and is unrevoked.

O.R. 1235 PG 0710

Executed this 10 day of March, 1997 at St. Augustine, St. Johns County, Florida.

PELICAN REEF HOMEOWNERS' ASSOCIATION, INC.

Attest: John D. Thompson  
Secretary

By: Gene D. Thompson  
President

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing Second Amendment to the Declaration of Condominium for Pelican Reef Subdivision was sworn to, subscribed and acknowledged before me, an officer dully authorized in the State and County aforesaid to take acknowledgments, this 10th day of March, 1997 by Gene D. Thompson, who ~~provided~~ is personally known ~~as identification and did take an oath~~ to the undersigned Notary Public

Nancy W. Johnson  
Notary Public, State of Florida at Large

This Document prepared by:  
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NANCY W. JOHNSON  
Notary Public - State of Florida  
My Commission Expires Sep 8, 2000  
Commission # CC583147