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This Instrument Prepared By:
John D. Bailey, Jr.
Upchurch, Bailey and Upchurch, P.A.
Post Office Drawer 3007
St. Augustine, Florida 32085-3007
FN. 691076

**SUPPLEMENT AND AMENDMENT TO COMMODORE'S CLUB
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS**

THIS SUPPLEMENT AND AMENDMENT is made and executed this 25
day of April, 1995, by RUNK PROPERTIES, INC., a Florida
corporation (the "Declarant").

RECITALS:

1. Declarant has caused certain real property to be platted
as Commodore's Club I-B, as per plat recorded in Map Book 28, Pages
80 through 84, public records of St. Johns County, Florida ("Phase
I-B").

2. Phase I-B is part of an integrated community known as the
Commodore's Club Subdivision and lies contiguous to Commodore's
Club I-A, as per plat recorded in Map Book 24, Pages 46 and 47,
public records of St. Johns County, Florida.

3. Declarant desires to annex Phase I-B as additional
property under the terms and provisions of the Commodore's Club
Declaration of Covenants, Conditions, Restrictions and Easements
recorded in Official Records Book 898, Page 0778 through 0799, as
amended in Official Records Book 929, Page 1317, all of the public
records of St. Johns County, Florida (the "Declaration").

4. Declarant further desires to amend the Declaration to
provide for the maintenance and management of the stormwater
management system serving the Commodore's Club Subdivision.

NOW, THEREFORE, pursuant to the authority granted Declarant by
Article VIII, Section 1 and Article XII, Section 4 of the
Declaration, Declarant supplements and amends the Declaration as
follows:

1. The Declarant annexes to the Declaration the following
described real property:

Recorded in Public Records, St. Johns County, FL
Clark # 95011457 O.R. 1105 PG 1030 01:51PM 04-25-95
Recording 33.00 Surcharge 4.50

All of the land contained within the plat of Commodore's Club I-B, as per plat recorded in Map Book 28, Pages 80 through 84, public records of St. Johns County, Florida.

The above described real property constitutes Additional Property as defined in Article I, Section 1 of the Declaration and shall be held, sold and conveyed subject to the easements, restrictions, covenants and conditions of the Declaration, all of which are for the purpose of protecting the value and desirability of, and which shall run with the Additional Property and be binding on all parties having any right, title or interest in the Additional Property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

2. Article I of the Declaration is amended to include the following provision as Section 16 thereof:

Section 16. "Surface Water or Stormwater Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges.

3. Article III of the Declaration is amended to include the following provision as Section 4 thereof:

Section 4. Association to Maintain Surface Water or Stormwater Management System. The duties of the Association shall include responsibility for the maintenance, operation and repair of the Surface Water or Stormwater Management System serving the Property and any Additional Property made subject to this Declaration. Maintenance of the Surface Water or Stormwater Management System shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other Surface Water or Stormwater Management capabilities as permitted by the St. Johns

River Water Management District. Any repair or reconstruction of the Surface Water or Stormwater Management System shall be as permitted, or, if modified, as approved by the St. Johns River Water Management District.

4. Article IV, Section 2 of the Declaration is amended to include the following provision as paragraph 2 of Section 2:

"Assessments shall also be used for the maintenance and repair of the Surface Water or Stormwater Management System(s) including but not limited to work within retention areas, drainage structures and drainage easements."

5. Article X of the Declaration is amended to include the following provision as Section 5 thereof:

Section 5. Easement for Access and Drainage. The Association shall have a perpetual non-exclusive easement over all areas of the Surface Water or Stormwater Management System for access to operate, maintain or repair the system. By this easement, the Association shall have the right to enter upon any portion of any lot which is a part of a Surface Water or Stormwater Management System, at a reasonable time and in a reasonable manner, to operate, maintain or repair the Surface Water or Stormwater Management System as required by the St. Johns River Water Management District permit. Additionally, the Association shall have a perpetual non-exclusive easement for drainage over the entire Surface Water or Stormwater Management System. No person shall alter the drainage flow of the Surface Water or Stormwater Management System, including any buffer areas or swales, without the prior written approval of the St. Johns River Water Management District.

6. Article XII of the Declaration is amended to include the following provisions as Sections 5 and 6 thereof:

Section 5. Approval of St. Johns River Water Management District. Any amendment to the Declaration which alters any provision relating to the Surface Water or Stormwater Management System, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns River Water Management District.

Section 6. Enforcement by St. Johns River Water Management District. The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in the Declaration which relate to the maintenance, operation and repair of the Surface Water or Stormwater Management System.

7. All other terms and provisions of the Declaration not in conflict with the provisions of this Supplement and Amendment shall remain in full force and effect.

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

Signed, sealed and delivered in the presence of:

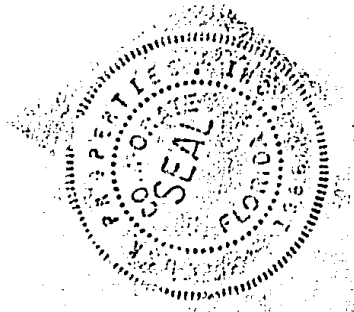
RUNK PROPERTIES, INC., a Florida corporation

John D. Bailey Jr.
Witness JOHN D. BAILEY JR.
(type or print name)

BY: Arthur H. Runk, Jr.
ARTHUR H. RUNK, JR.
Its Vice-President
180 State Road 207
St. Augustine, Florida 32086

Gloria M. Banta
Witness Gloria M. Banta
(type or print name)

(CORPORATE SEAL)



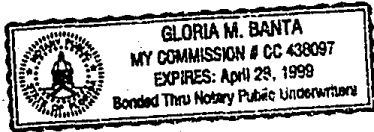
STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument wad acknowledged before me this 25th
day of April, 1995, by Arthur H. Runk, Jr., Vice-President of Runk
Properties, Inc., a Florida corporation, on behalf of the
corporation, who is personally known to me or has produced
FL driver's license no. _____ n/a _____ as
identification.

Gloria M. Banta

Notary Public
Gloria M. Banta

(Name of notary, typed/printed)
My commission number: CC 438097
My commission expires: 04/28/99
o:\john\comm-dec.sup



COPIES

CONSENT OF MORTGAGEE

PROSPERITY BANK OF ST. AUGUSTINE, a state banking corporation, the owner and holder of a second mortgage upon real property described in the foregoing Declaration of Covenants, Conditions, Restrictions and Easements for Commodore's Club, recorded in Official Records Book 898, Page 0778 through 0799, as amended, public records of St. Johns County, Florida. Said mortgage is dated June 17, 1991, and recorded in Official Records Book 898, Page 0802, as modified by Modification of Mortgage dated July 8, 1994, and recorded in Official Records Book 1063, Page 642, as subordinated by Subordination Agreement dated October 4, 1994, and recorded in Official Records Book 1076, Page 463, all of the public records of St. Johns County, Florida (the "Mortgage"), hereby agrees to the filing of said Supplement and Amendment for Commodore's Club, as covenants running with the land and to the subordination of the lien of the Mortgage to the terms of the aforesaid Declaration of Covenants, Conditions, Restrictions and Easements, as supplemented and amended.

DATED this 25th day of April, 1995.

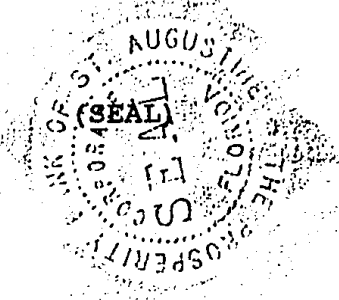
Signed, sealed and delivered in the presence of:

PROSPERITY BANK OF ST. AUGUSTINE

Gretchen P. Burks
Witness Gretchen P. Burks
(type or print name)

By: Randy Gorick
(Type Name) RANDY Gorick
Its (Title) Vice President
790 N. Ponce de Leon Boulevard
St. Augustine, Florida 32084

Joy P. Cantrell
Witness Joy P. Cantrell
(type or print name)



STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 25th day of April, 1995, by Randy Gorick as Vice President of Prosperity Bank of St. Augustine, a state banking corporation, on behalf of the corporation, who (X) is personally known to me or () has produced FL driver's license no. _____ as identification.



JOY P. CANTRELL
My Commission CC308728
Expires Aug. 10, 1997
Bonded by HAI
800-422-1555

Joy P. Cantrell
Notary Public
Joy P. Cantrell
(name of notary, typed/printed)
My commission number: _____
My commission expires: _____

CONSENT OF MORTGAGEE

COMMUNITY FIRST BANK, a Florida banking corporation, the owner and holder of a first mortgage upon real property described in the foregoing Declaration of Covenants, Conditions, Restrictions and Easements for Commodore's Club, recorded in Official Records Book 898, Page 0778 through 0799, as amended, public records of St. Johns County, Florida. Said mortgage is dated June 17, 1991, and recorded in Official Records Book 898, Page 0822, as modified by Modification of Mortgage dated December 16, 1992, and recorded in Official Records Book 978, Page 195; Receipt of Future Advance dated May 7, 1993, and recorded in Official Records Book 992, Page 520; Modification of Mortgage dated May 7, 1993, and recorded in Official Records Book 992, Page 522; Modification of Mortgage dated December 16, 1993, and recorded in Official Records Book 1035, Page 11; Modification of Mortgage dated October 4, 1994, and recorded in Official Records Book 1076, Page 467; and Receipt of Future Advance dated October 4, 1994, and recorded in Official Records Book 1076, Page 473, all of the public records of St. Johns County, Florida (the "Mortgage"), hereby agrees to the filing of said Supplement and Amendment for Commodore's Club, as covenants running with the land and to the subordination of the lien of the Mortgage to the terms of the aforesaid Declaration of Covenants, Conditions, Restrictions and Easements, as supplemented and amended.

DATED this 24TH day of April, 1995.

Signed, sealed and delivered in the presence of:

COMMUNITY FIRST BANK

Marlene Cox
Witness Marlene Cox
(type or print name)

By: Andrew J. Arnold
Andrew J. Arnold
Its Senior Vice-President
3740 Beach Boulevard
Jacksonville, Florida 32207

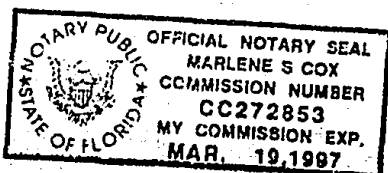
Matthew Brown
Witness Matthew Brown
(type or print name)

(SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

THE FOREGOING instrument was acknowledged before me this 24th day of April, 1995, by Andrew J. Arnold, Senior Vice-President of Community First Bank, a Florida banking corporation, on behalf of the corporation, who (X) is personally known to me or () has produced Florida driver's license number _____ as identification.

Marlene S. Cox
Notary Public
Marlene S. Cox
(name of notary, typed/printed)
My commission number: _____
My commission expires: _____



CONSENT OF RECORD OWNER

THE UNDERSIGNED, as the record owner of Lot 12, Block 2, COMMODORE'S CLUB I-B, as per plat thereof recorded in Map Book 28, Pages 80 through 84, public records of St. Johns County, Florida, hereby consents to the filing of the foregoing Supplement and Amendment to the Commodore's Club Declaration of Covenants, Conditions, Restrictions and Easements, recorded in Official Records Book 898, Page 0778 through 0799, as supplemented and amended, all of the public records of St. Johns County, Florida.

DATED this 19th day of April, 1995.

Signed, sealed and delivered in the presence of:

[Signature]
Witness John E. Sinavage
(type or print name)

[Signature]
Witness PAMELA S. LOGAN
(type or print name)

CRIBBS & ASSOCIATES, INC., a Florida corporation

By: [Signature]
JAMIE JO CRIBBS
Its President
2240 Commodore's Club Boulevard
St. Augustine, Florida 32086

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 24th day of April, 1995, by Jamie Jo Cribbs, as President of Cribbs & Associates, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced Florida driver's license no. _____ as identification.

PAMELA S. LOGAN
Notary Public, State of Florida
My commission expires April 16, 1996
Comm. No. CC 194351

[Signature]
Notary Public
(name of notary, typed/printed)
My commission number: _____
My commission expires: _____

PAMELA S. LOGAN
Notary Public, State of Florida
My commission expires April 16, 1996
Comm. No. CC 194351