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THIS INSTRUMENT PREPARED BY
AND SHOULD BE RETURNED TO:

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**FIFTH AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, AND RESTRICTIONS FOR RIVERWOOD**

THIS FIFTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR RIVERWOOD (the "Fifth Amendment") is made effective as of the 3rd day of December, 2010, by CENTEX HOMES, a Nevada general partnership ("Declarant"), and is joined by RIVERWOOD COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation ("Association").

RECITALS:

A. Riverwood Development, Inc., a Florida corporation, heretofore executed that certain Declaration of Covenants, Conditions, and Restrictions for Riverwood, recorded in Official Records Book 1227, Page 1371; as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Riverwood, recorded in Official Records Book 1246, Page 86, that certain Second Amendment to Declaration of Covenants, Conditions, and Restrictions for Riverwood, recorded in Official Records Book 1810, Page 1353, that certain Third Amendment to Declaration of Covenants, Conditions, and Restrictions for Riverwood, recorded in Official Records Book 2349, Page 1460, and that certain Fourth Amendment to Declaration of Covenants, Conditions and Restrictions for Riverwood recorded in Official Records Book 2408, Page 1522; and those certain Supplemental Declarations recorded in Official Records Book 1246, Page 91, Official Records Book 1264, Page 2111, Official Records Book 1264, Page 2116, Official Records Book 1307, Page 1081, Official Records Book 1320, Page 2192, Official Records Book 1342, Page 1775, Official Records Book 1365, Page 718, Official Records Book 1366, Page 82, Official Records Book 1371, Page 336, Official Records Book 1371, Page 346; that certain First Amendment to Supplemental Declaration of Covenants, Conditions and Restrictions for Riverwood, recorded in Official Records Book 1385, Page 998; those certain Supplemental Declarations recorded in Official Records Book 1407, Page 1471, Official Records Book 1446, Page 1490, and Official Records Book 1517, Page 312; as affected by that certain Assignment of Declarant's Rights recorded in Official Records Book 1662, Page 1610; those certain Supplemental Declarations recorded in Official Records Book 1728, Page 2182, Official Records Book 1808, Page 1327, Official Records Book 1919, Page 375, Official Records Book 2094, Page 1855, Official Records Book 2094, Page 1861, Official Records Book 2094, Page 1867, Official Records Book 2399, Page 245, Official records Book 2839, Page 1057, Official Records Book 2915, Page 1065, Official Records Book 2964, Page 1577, Official Records Book 2998, Page 128, Official Records Book 3105, Page 695, Official Records Book 3110, Page 1182, Official Records Book 3179, Page 1285, Official Records Book 3197, Page 544, Official Records Book 3197, Page 551, Official Records Book 3280, Page 607, Official Records Book 3280, Page 614, and Official Records Book 3424, Page 1271; as amended, modified and supplemented from time to time, all of the Public Records of Charlotte County, Florida (collectively, the "Declaration").

B. Riverwood Development, Inc., a Florida corporation, assigned any and all rights as the original declarant under the Declaration to Declarant by virtue of that certain Assignment of Declarant's Rights recorded in Official Records Book 1662, Page 1610, of the Public Records of Charlotte County, Florida.

D. At the request of the membership of the Association, Declarant has agreed to modify the procedure of voting for Class "A" Members following turnover so that the voters of the Class "A" Members will not be cast by a Voting Member, but instead each Owner will be entitled to cast a vote directly on all matters requiring voting approval of Owners.

E. Declarant desires to change, amend and modify the Declaration in the manner hereinafter set forth and pursuant to, and in accordance with, Section 19.2 of the Declaration, and Declarant has the right to change, amend and modify the Declaration in the manner hereinafter set forth.

NOW, THEREFORE, Declarant hereby changes, amends and modifies the Declaration as specifically set forth below:

1. **Recitals**. The above recitals are true and correct and incorporated herein by this reference.
2. **Defined Terms**. Capitalized terms used in this Fifth Amendment as defined terms and not otherwise defined herein shall have the meaning ascribed to such terms in the Declaration.
3. **Definition of Voting Members**. Section 3.48 of the Declaration is hereby amended as follows (additions shown as **bold/underlined** and deletions shown as **~~bold/stricken~~**):

Section 3.48 "Voting Member" shall mean and refer to ~~the representative elected by each Neighborhood Committee to be responsible for casting all votes attributable to Lots in the Neighborhood and the representatives (a) with respect to Class "A" Members, each Member as to such Member's Lot, and (b) with respect to the Class "C" Members and the Class "D" Members, the representative~~ selected by the Owners of Commercial and Recreational Properties for casting all votes attributable to the Commercial and Recreational Properties, respectively, for election of directors, amending this Declaration or the By-Laws, and all other matters provided for in this Declaration and in the By-Laws. **All references in the Declaration to Voting Members shall refer to, with respect to Class "A" Member, each Class "A" Member as to such Member's Lot, and with respect to the Class "C" Members and the Class "D" Members, the Voting Member selected as provided above.** ~~The Voting Member from each Neighborhood shall be the highest elected officer (e.g., president) from that Neighborhood where a Neighborhood Association exists or the Chairman of the Neighborhood Committee where no Neighborhood Association exists; the Alternate Voting Member~~

~~shall be the next most senior officer or committee person, as the case may be.~~

4. **Class "A" Members.** Section 5.2.1 of the Declaration is hereby amended as follows (additions shown as **bold/underlined** and deletions shown as **~~bold/stricken~~**):

Section 5.2.1 Class "A". Class "A" Members shall be all Owners of Lots with the exception of the Class "B" Member.

Class "A" Members shall be entitled to one (1) equal vote for each Lot in which they hold the interest required for membership. The vote for each Lot shall be exercised by the **Member.** **When more than one Person holds the ownership interest in a Lot, the single vote of such Persons with respect to the Lot owned by them shall be exercised as they, among themselves, determine; however, in no event shall less than or more than one (1) vote be cast with respect to any Lot which is owned by more than one Person.** ~~Voting Member representing the Neighborhood to which the Lot is assigned.~~

5. **Voting Members.** Section 5.3.1 of the Declaration is hereby amended as follows (additions shown as **bold/underlined** and deletions shown as **~~bold/stricken~~**):

(c) Section 5.3.1 Voting Members. Voting on Association matters requiring a vote of the Members will be cast solely by **the Class "A" Members and by** the Voting Members ~~elect~~**selected by the Owners of** Recreational and Commercial Properties in accordance with this Declaration, the By-Laws and any Supplemental Declaration. ~~Each Neighborhood will elect on (1) Voting Member from such Neighborhood who will proportionally represent the collective votes of that Neighborhood at all meetings of the association and as to all Association matters requiring membership vote.~~ Each Recreational and Commercial Property Owner shall be entitled to elect one (1) Voting Member in accordance with the By-Laws who will proportionally represent the collective votes of each Recreational Property and Commercial Property, respectively.

~~Voting Members shall not be required to obtain a consensus or approval on any voting matters from the Owners within their respective Neighborhoods, except as specifically provided in this Declaration.~~

In the event of any conflict between the terms and provisions related to the voting procedure described in this Declaration and in the terms and provisions set forth in the By-Laws, the terms and provisions contained in the By-Laws, as amended from time to time, shall control and be given effect.

6. **Declaration Unmodified.** It is the express intention of the parties hereto that, except as changed, amended, and modified by this Fifth Amendment, each and every one of the terms and provisions of the Declaration shall remain in full force and effect as originally written. Accordingly, nothing contained in this Fifth Amendment shall be construed to alter, affect, or impair the charge or encumbrance, or otherwise diminish the operation or effect, of those terms and provisions of the Declaration which were not expressly and specifically changed, amended and modified hereby.

7. **Conflict.** In the event of any inconsistency between the terms and provisions of this Fifth Amendment and the terms and provisions of the Declaration, the terms and provisions of this Fifth Amendment shall control. From and after the recording of this Fifth Amendment, all references to the Declaration shall refer to the Declaration as modified and amended by this Fifth Amendment.

8. **Successors and Assigns.** This Fifth Amendment shall be binding and inure to the benefit of the parties hereto and their respective successors and assigns.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, this Fifth Amendment has been executed by the parties hereto in the manner and form sufficient to bind them as of the date first above stated.

Signed, Sealed and Delivered in the Presence of:

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION, a Nevada corporation, managing general partner

Pamela S. Kraft
Signature

Pamela S. Kraft
Print Name

Barbara A. Wagner
Signature

Barbara A. Wagner
Print Name

By: Richard McCormick

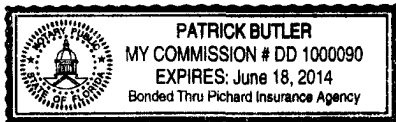
Name: Richard McCormick

Title: Vice President Land

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 3rd day of DECEMBER, 2010 by RICHARD McORMICK, as VICE PRESIDENT-LAND, of **CENTEX REAL ESTATE CORPORATION**, Managing General Partner of **CENTEX HOMES**, a Nevada general partnership, for and on behalf of the corporation and general partnership. He/she is personally known to me or has produced _____ as identification.

Patrick Butler
Signature of Notary



PATRICK BUTLER
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

JOINER OF ASSOCIATION

The Riverwood Community Association, Inc. joins in and consents to the foregoing Fifth Amendment.

Signed, Sealed and Delivered
in the Presence of:

**RIVERWOOD COMMUNITY ASSOCIATION,
INC.**, a Florida not-for-profit corporation

Pamela S. Kraft
Signature

Pamela S. Kraft
Print Name

Barbara A. Wagner
Signature

Barbara A. Wagner
Print Name

By: Mike Woolery

Name: MIKE WOOLERY

Title: PRESIDENT - RCA

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 3rd day of DECEMBER, 2010, by MIKE WOOLERY as PRESIDENT - RCA, of **RIVERWOOD COMMUNITY ASSOCIATION, INC.**, a Florida not-for-profit corporation, for and on behalf of the corporation. He/she [] is personally known to me or [] has produced _____ as identification.



Patrick Butler
Signature of Notary

PATRICK BUTLER
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): DD 1000090
My Commission Expires (if not legible on seal): 6-18-14