

This Instrument Prepared By:
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FN: 11475.205244

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS AND RESTRICTIONS
OF
MATANZAS CUT**

THIS FIRST AMENDMENT to the Declaration of Covenants and Restrictions of Matanzas Cut (the "Declaration"), recorded in Official Records 761, Pages 1758 through 1769, of the public records of St. Johns County Florida, is executed this 25 day of March, 2005.

WITNESSETH:

WHEREAS, the Matanzas Cut Homeowners' Association, Inc. (the "Association") desires to amend the Declaration of Covenants and Restrictions of Matanzas Cut to prohibit the lease or rental of property/structures located within the Matanzas Cut subdivision for periods of time less than six months and one day; and

WHEREAS, Section 720.306(1)(b), Florida Statutes (2005), authorizes the amendment of the Declaration by the affirmative vote of two-thirds (2/3's) of the voting interests of the Association.

NOW, THEREFORE, the Association hereby amends the Declaration as follows:

1. Article IV, Section 4.16 is hereby added as follows:

 4.16 No lease or rental agreement of or for any dwelling or structure located on any Lot having a term of less than six months and one day shall be allowed. Owners must provide a copy of the lease or rental agreement to the Association's Board of Directors prior the commencement of any lease or rental agreement. Occupants/tenants must abide by the Declaration and the Association's other governing documents, copies of which shall be furnished to the occupants/tenants by the Lot Owner.
2. In all other respects, the Declaration remains unmodified and in full force and effect.

3. Capitalized terms not defined in this amendment shall have the meanings set forth in the Declaration.

IN WITNESS WHEREOF, the Association has caused these presents to be executed this 25 day of MARCH, 2005.

Signed, sealed and delivered in the presence of:

MATANZAS CUT HOMEOWNERS' ASSOCIATION, INC.

Desiree DeFalso
Witness: Desiree DeFalso
(type or print name)

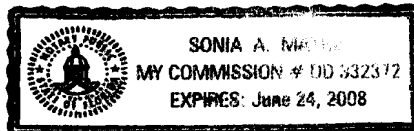
By: Thomas H. Oden Dahl
Print Name: THOMAS H. ODENDAHLE
Title: PRESIDENT

Susie Mazzuzio
Witness: Susie Mazzuzio
(type or print name)

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 25 day of MARCH, 2005, by Thomas H. Oden Dahl as President of Matanzas Cut Homeowners' Association, Inc., on behalf of the corporation, who () is personally known to me or (X) has produced Florida driver's license number FL 0353828364250 as identification.

Sonia A. Mathew
Notary Public



CERTIFICATE OF APPROVAL

The undersigned, being the Secretary of the Matanzas Cut Homeowners' Association, Inc., hereby certifies that the foregoing amendment to the Declaration of Covenants and Restrictions of Matanzas Cut was approved by the Association at a meeting of the members held January 15, 2005.

Dated this 24 day of May, 2005.

MATANZAS CUT HOMEOWNERS'
ASSOCIATION, INC.

(CORPORATE SEAL)

By: Brenda Bau
Print Name: BRENDA BAU
Title: SECRETARY