

**FIRST AMENDMENT TO THE
DECLARATION
OF
COVENANTS, EASEMENTS AND RESTRICTIONS
FOR
WINDING CREEK SUBDIVISION**

This First Amendment to the Declaration of Covenants, Easements and Restrictions for Winding Creek Subdivision (First Amendment) is made this 20th day of February 2003, by SYED ARIF (the "Declarant").

W I T N E S S E T H

WHEREAS, Declarant owns certain real property in Manatee County, Florida, on which there has been established a residential community known as WINDING CREEK SUBDIVISION (the "Subdivision") and for which there is a Declaration of Covenants, Easements, and Restrictions for the Winding Creek Subdivision recorded in Official Record Book 1760, Page 576, of the Public Records of Manatee County, Florida ("Declaration") which shall be modified by this First Amendment; and

WHEREAS, Declarant desires to modify the Declaration as set forth herein;

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Declarant hereby modifies the Declaration as set forth herein:

1. The above recitals are true and correct and are incorporated herein.
2. The Declarant, in accordance with the provisions of the Declaration, shall amend and modify the Declaration as follows:

Article 2 Property and Phase Development. The Declarant as set forth in Article 2 of the Declaration hereby adds property set forth in Exhibit "A" by this First Amendment to the Declaration. Attached as Schedule "1" to Exhibit "A" are Joinders of the property owners that have purchased property in Phase I and whose property is subject to the Covenants, Easements and Restrictions of the Declaration. It was the intent of the Declarant and regulatory requirements for the total acreage of Owners and the Roadways be subject to the Declaration.

3. All other terms of the Declaration as amended shall be in full force and effect.

FIRST AMENDMENT TO THE
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FOR
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IN WITNESS WHERE, Declarant has caused these presents to be executed in its name by its general partner thereunto duly authorized as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

Michael Robinson
Witness

[Signature]
SYED ARIF

Michael Robinson
Print Name of Witness

[Signature]
Witness

Mark Leja
Print Name of Witness

STATE OF ILLINOIS
COUNTY OF DuPAGE

The foregoing instrument was acknowledged before me this 20 day of February, 2003, by SYED ARIF, who is personally known to me or who has produced _____ as identification.

Michael Robinson
NOTARY PUBLIC

My Commission Expires: 3-25-2006



BK 1806 PG 4625 2 of 16

EXHIBIT "A"

BK 1806 PG 4626 3 of 16

DESCRIPTION

A PARCEL OF LAND IN SECTIONS 32 AND 33, TOWNSHIP 34 SOUTH, RANGE 22 EAST AND A PORTION OF SECTIONS 4 AND 5, TOWNSHIP 35 SOUTH, RANGE 22 EAST, LYING NORTH OF STATE ROAD 64, MANATEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID SECTION 5; THENCE $N00^{\circ}07'13''E$, ALONG THE WEST LINE OF SAID SECTION 5, A DISTANCE OF 1328.16 FEET TO THE SOUTHWEST CORNER OF THE NORTHWEST $1/4$ OF THE SOUTHWEST $1/4$ OF SAID SECTION 5, SAID SOUTHWEST CORNER BEING 13.58 FEET NORTH OF THE CENTER LINE OF STATE ROAD 64; THENCE CONTINUE $N00^{\circ}07'13''E$, ALONG THE WEST LINE OF SAID SECTION 5, A DISTANCE OF 36.42 FEET TO THE NORTH RIGHT-OF-WAY LINE OF SAID STATE ROAD 64 FOR A POINT OF BEGINNING; THENCE CONTINUE $N00^{\circ}07'13''E$, ALONG SAID WEST LINE, A DISTANCE OF 1291.74 FEET TO THE NORTHWEST CORNER OF THE SOUTHWEST $1/4$ OF SAID SECTION 5; THENCE $N00^{\circ}09'11''E$, ALONG SAID SECTION LINE, A DISTANCE OF 3021.33 FEET TO THE NORTHWEST CORNER OF SAID SECTION 5; THENCE $N85^{\circ}54'44''W$, A DISTANCE OF 181.32 FEET TO THE SOUTHWEST CORNER OF SECTION 32, TOWNSHIP 34 SOUTH, RANGE 22 EAST; THENCE $N03^{\circ}04'29''E$, ALONG THE WEST LINE OF SAID SECTION 32, A DISTANCE OF 1596.93 FEET TO THE NORTHWEST CORNER OF SAID SECTION 32; THENCE $S88^{\circ}45'34''E$, ALONG THE NORTH LINE OF SAID SECTION 32, A DISTANCE OF 5424.79 FEET TO THE NORTHEAST CORNER OF SAID SECTION 32, ALSO BEING THE NORTHWEST CORNER OF SAID SECTION 33; THENCE $S89^{\circ}13'18''E$, ALONG THE NORTH LINE OF SAID SECTION 33, A DISTANCE OF 5281.66 FEET TO THE NORTHEAST CORNER OF SAID SECTION 33; THENCE $S01^{\circ}50'41''W$, ALONG THE EAST LINE OF SAID SECTION 33, A DISTANCE OF 5761.58 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 33; THENCE $N89^{\circ}03'40''W$, ALONG THE SOUTH LINE OF SAID SECTION 33, ALSO BEING THE NORTH LINE OF SAID SECTION 4, TOWNSHIP 35 SOUTH, RANGE 22 EAST, A DISTANCE OF 1327.28 FEET TO THE NORTHEAST CORNER OF THE NORTHWEST $1/4$ OF THE NORTHEAST $1/4$ OF SAID SECTION 4; THENCE $S00^{\circ}13'58''W$, A DISTANCE OF 1398.76 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST $1/4$ OF THE NORTHEAST $1/4$; THENCE $N89^{\circ}52'17''W$, ALONG THE SOUTH LINE OF SAID NORTHWEST $1/4$ OF THE NORTHEAST $1/4$ AND ITS WESTERLY EXTENSION, A DISTANCE OF 1767.90 FEET; THENCE $N00^{\circ}12'09''W$, A DISTANCE OF 32.60 FEET; THENCE $N89^{\circ}39'52''W$, A DISTANCE OF 1121.62 FEET; THENCE $S00^{\circ}16'39''E$, A DISTANCE OF 452.23 FEET; THENCE $S89^{\circ}43'21''W$, A DISTANCE OF 430.00 FEET; THENCE $S00^{\circ}16'39''E$, A DISTANCE OF 1075.00 FEET; THENCE $S89^{\circ}43'21''W$, A DISTANCE OF 210.00 FEET; THENCE $S00^{\circ}16'39''E$, A DISTANCE OF 1075.00 FEET TO THE AFOREMENTIONED NORTH RIGHT-OF-WAY LINE OF STATE ROAD 64; THENCE $S89^{\circ}43'21''W$, A DISTANCE OF 915.00 FEET; THENCE LEAVING SAID RIGHT-OF-WAY LINE, RUN $N00^{\circ}16'39''W$, A DISTANCE OF 2150.00 FEET; THENCE $S89^{\circ}43'21''W$, A DISTANCE OF 1945.00 FEET; THENCE $S00^{\circ}16'39''E$, A DISTANCE OF 1075.00 FEET; THENCE $S89^{\circ}43'21''W$, A DISTANCE OF 1260.00 FEET; THENCE $S00^{\circ}16'39''E$, A DISTANCE OF 1075.00 FEET TO SAID NORTH RIGHT-OF-WAY LINE OF STATE ROAD 64; THENCE $S89^{\circ}43'21''W$, ALONG SAID NORTH RIGHT-OF-WAY LINE, A DISTANCE OF 1679.65 FEET TO THE POINT OF BEGINNING.

JOINDER AGREEMENT

FILE NO: 3738.048.02.08

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract #45, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 8/29/02



Brian Piotrowicz (Seal)

(Seal)

JOINDER AGREEMENT

FILE NO: 3738.064.02.12

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract # 60, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 12-20-02.


William E. Oostendorp (Seal)


Letty P. Oostendorp (Seal)

JOINDER AGREEMENT


FILE NO: 3738.069.03.01

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract #41, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 1-24-03.



Thomas N. Shimmell (Seal)

JOINDER AGREEMENT

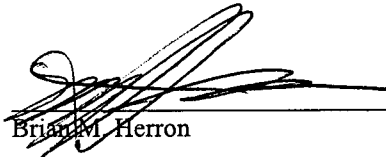
FILE NO: 3738.057.02.09

LEGAL DESCRIPTION: See Exhibits "A" and "B" attached hereto and made a part hereof as if fully set forth herein.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated

9/04/2002


Brian M. Herron (Seal)

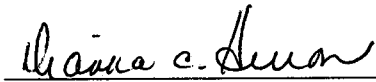

Dianna C. Herron (Seal)

Exhibit A

DESCRIPTION: PARCEL 58

COMMENCE AT THE NORTHWEST CORNER OF SECTION 5, TOWNSHIP 35 SOUTH, RANGE 22 EAST; THENCE S00°09'11"W, ALONG THE WEST LINE OF SAID SECTION 5, A DISTANCE OF 3021.33 FT. TO THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 5; THENCE S00°07'13"W, ALONG THE WEST LINE OF SAID SOUTHWEST 1/4, A DISTANCE OF 1291.74 FT. TO THE INTERSECTION WITH THE NORTHERLY MAINTAINED RIGHT-OF-WAY OF STATE ROAD 64; THENCE N89°43'21"E, ALONG SAID NORTHERLY MAINTAINED RIGHT-OF-WAY, A DISTANCE OF 5308.57 FT. TO THE INTERSECTION WITH THE CENTERLINE OF 411TH STREET EAST, A 114 FT. WIDE PRIVATE ROAD, INGRESS/EGRESS, DRAINAGE AND UTILITY EASEMENT; THENCE RUN THE FOLLOWING COURSES ALONG SAID CENTERLINE: RUN N00°16'39"W, A DISTANCE OF 1746.88 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE EAST, HAVING A RADIUS OF 682.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 59°33'29", A DISTANCE OF 708.93 FT. TO THE P.T. OF SAID CURVE; THENCE N59°16'50"E, A DISTANCE OF 1108.42 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 485.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 18°16'53", A DISTANCE OF 154.75 FT.; THENCE N49°00'03"E RADIAL WITH LAST DESCRIBED CURVE, A DISTANCE OF 57.00 FT. TO THE INTERSECTION WITH THE WESTERLY LINE OF SAID 411TH STREET EAST FOR A POINT OF BEGINNING; THENCE N56°27'23"W, 1026.22 FT.; THENCE N33°44'28"E, 218.11 FT.; THENCE N30°46'12"E, 120.02 FT.; THENCE S59°53'59"E, A DISTANCE OF 955.26 FT. TO THE INTERSECTION WITH SAID WESTERLY LINE OF 114TH STREET EAST, SAID POINT LYING ON THE ARC OF A CURVE WHOSE RADIUS POINT LIES S68°32'19"E, A DISTANCE OF 1464.51 FT.; THENCE RUN SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 07°53'19", A DISTANCE OF 201.64 FT. TO THE P.R.C. OF A CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 428.00 FT.; THENCE RUN SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 27°25'35", A DISTANCE OF 204.88 FT. TO THE POINT OF BEGINNING, BEING AND LYING IN SECTION 4, TOWNSHIP 35 SOUTH, RANGE 22 EAST, MANATEE COUNTY, FLORIDA.

Parcel Identification Number: 480.0000/4

Exhibit B

DESCRIPTION: PARCEL 57

COMMENCE AT THE NORTHWEST CORNER OF SECTION 5, TOWNSHIP 35 SOUTH, RANGE 22 EAST; THENCE S00°09'11"W, ALONG THE WEST LINE OF SAID SECTION 5, A DISTANCE OF 3021.33 FT. TO THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 5; THENCE S00°07'13"W, ALONG THE WEST LINE OF SAID SOUTHWEST 1/4, A DISTANCE OF 1291.74 FT. TO THE INTERSECTION WITH THE NORTHERLY MAINTAINED RIGHT-OF-WAY OF STATE ROAD 64; THENCE N89°43'21"E, ALONG SAID NORTHERLY MAINTAINED RIGHT-OF-WAY, A DISTANCE OF 5308.57 FT. TO THE INTERSECTION WITH THE CENTERLINE OF 411TH STREET EAST, A 114 FT. WIDE PRIVATE ROAD, INGRESS/EGRESS, DRAINAGE AND UTILITY EASEMENT; THENCE RUN THE FOLLOWING COURSES ALONG SAID CENTERLINE: RUN N00°16'39"W, A DISTANCE OF 1746.88 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE EAST, HAVING A RADIUS OF 682.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 59°33'29", A DISTANCE OF 708.93 FT. TO THE P.T. OF SAID CURVE; THENCE N59°16'50"E, 687.34 FT.; THENCE N30°43'10"W PERPENDICULAR WITH SAID CENTERLINE, A DISTANCE OF 57.00 FT. TO THE WESTERLY LINE OF SAID 114TH STREET EAST FOR A POINT OF BEGINNING; THENCE N41°12'08"W, 860.78 FT.; THENCE N40°33'05"E, 210.35 FT.; THENCE N33°44'28"E, 74.37 FT.; THENCE S56°27'23"E, A DISTANCE OF 1026.22 FT. TO THE INTERSECTION WITH SAID WESTERLY LINE OF 114TH STREET EAST, SAID POINT LYING ON THE ARC OF A CURVE WHOSE RADIUS POINT LIES N49°00'03"W, A DISTANCE OF 428.00 FT.; THENCE RUN SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 18°16'53", A DISTANCE OF 136.56 FT. TO THE P.T. OF SAID CURVE; THENCE S59°16'50"W, A DISTANCE OF 421.08 FT. TO THE POINT OF BEGINNING, BEING AND LYING IN SECTION 4, TOWNSHIP 35 SOUTH, RANGE 22 EAST, MANATEE COUNTY, FLORIDA.

Parcel Identification Number: 480.0000/4

JOINDER AGREEMENT

FILE NO: 3738.024.02.07

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract #26.17, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 8-6-02

Clarke A Bronk (Seal)
Clarke A. Bronk

Deborah A Bronk (Seal)
Deborah A. Bronk

JOINDER AGREEMENT


FILE NO: 3738.031.02.08

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract #'s 47 & 48, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 8-26-02


Edda S. Rooney (Seal)

_____ (Seal)

JOINDER AGREEMENT

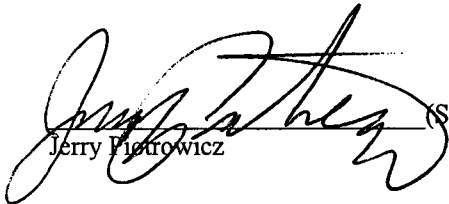
FILE NO: 3738.047.02.08

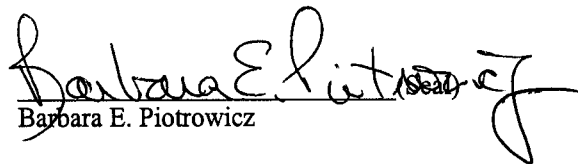
LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract #46, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 8-27-02

 (Seal)
Jerry Piotrowicz

 (Seal)
Barbara E. Piotrowicz

JOINDER AGREEMENT

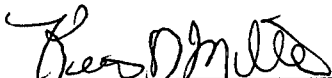
FILE NO: 3738.054.02.08

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

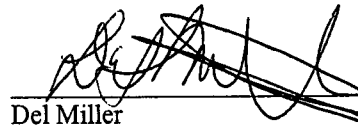
Tract # 12, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 8-7-02



Keith D. Miller (Seal)



Del Miller (Seal)

JOINDER AGREEMENT

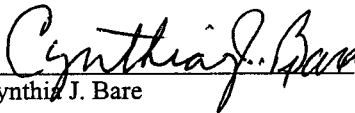
FILE NO: 3738.056.02.09

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract #58, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 9.4.02

 (Seal)
Cynthia J. Bare

 (Seal)
James H. McEvoy

JOINDER AGREEMENT

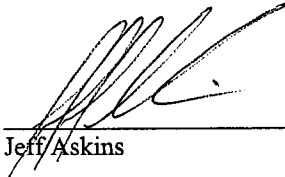
FILE NO: 3738.060.02.11

LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract # 15, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 11-19-02.



Jeff Askins (Seal)

(Seal)

JOINDER AGREEMENT

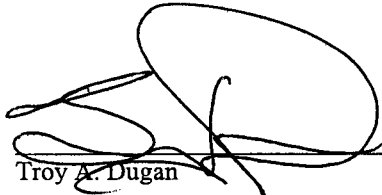
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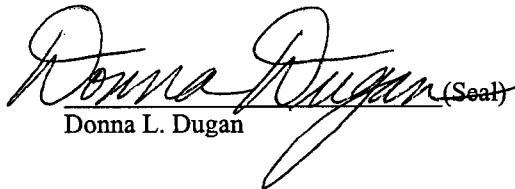
LEGAL DESCRIPTION: See Exhibit "A" attached hereto and made a part hereof as if fully set forth herein.

Tract # 4, WINDING CREEK SUBDIVISION, PHASE I, according to the Plat thereof recorded in Plat Book 39, Page 187, of the Public Records of Manatee County, Florida.

FOR VALUE RECEIVED, the undersigned Buyers of the above-described property in the WINDING CREEK SUBDIVISION from SYED ARIF, do hereby agree to join in and consent to the Declaration of Covenants, Easements and Restrictions for the WINDING CREEK SUBDIVISION, as subsequently modified and amended in accordance with said Declaration. The undersigned hereby acknowledge receiving a copy of the most current draft of said Declaration.

Dated 11-27-02

 (Seal)
Troy A. Dugan

 (Seal)
Donna L. Dugan