

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

This Fourth Amendment to the Declaration of Covenants, Easements and Restrictions for Winding Creek Subdivision (Fourth Amendment) is made this 14th day of July, 2005, by SYED ARIF (the "Declarant") and S & L Developing, LLC, and Blanton Ranch, LLC ("Successor Developer").

WITNESSETH

WHEREAS, Declarant and Successor Developer own certain real property in Manatee County, Florida, on which there has been established a residential community known as WINDING CREEK SUBDIVISION (the "Subdivision") which said roads for Phase I are platted in Plat Book 39 Page 187 and Phase IIA are platted in Plat Book 43 Page 1 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, and amended in Official Record Book 1806, Page 4624, and Official Record Book 1881, Page 4911, and Official Records Book 1900, Page 2943, all of the Public Records of Manatee County, Florida ("Declaration") which shall be modified by this Fourth Amendment; and

WHEREAS, Successor Developer is creating and developing the roadway, infrastructure, and new association with additional restrictions and provisions for Phase II Subphase B of the Property of which the Declaration already applies and encumber; and

WHEREAS, Declarant and Successor Developer desire 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 and Declarant and Successor Developer hereby submit the roadways to Phase II Subphase B of the Property which is already subject to this Declaration but not yet platted. Said roadways for Phase II Subphase B are legally described in Exhibit "A" and said Phase II Subphase B roadways shall soon be platted.

2. The Declarant, in accordance with the provisions of the Declaration, has conveyed Phase II Subphase B to S & L Developing, LLC, and Blanton Ranch, LLC, (Successor Developer) and joins with Successor Developer in creating and allowing a sub-association called the Equestrian at Winding Creek (EWC) encumbering and applying to all of Phase II Subphase B. In addition to EWC

having its own Declaration of Covenants and Restrictions and association, EWC shall be bound by all of the easements, covenants and restrictions of this Declaration.

A. Article 9. Compliance with Code. 9.06 (a) Fiscal Program. Declarant and Successor Developer hereby amend and modify the fiscal program to reflect the addition of Phase II Subphase B to the Property and the Declaration and Exhibit "E" as set forth in the restrictions is modified as set forth in ~~Exhibit "E"~~ hereto.

B. Article 9. Compliance with Code. 9.06 (c) Notice. Declarant and Successor Developer hereby restate and reaffirm the Notice to Buyers, as amended.

C. Article 9. Compliance with Code. 9.06 (d) Holdings. Declarant and Successor Developer hereby amend and modify the List of Holdings to include Phase II Subphase B of the Property and Declaration and Exhibit "H" of the Declaration is modified as set forth in Exhibit "C" attached hereto.

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

IN WITNESS WHERE, Declarant and Successor Developer have 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:

Declarant

Shelly Ajino
Witness

SYED ARIF 6/22/05
Declarant

SHELLY AJINO
Print Name of Witness

Christina Schwabe
Witness

CHRISTINA SCHWABE
Print Name of Witness

STATE OF ILLINOIS
COUNTY OF DuPAGE

The foregoing instrument was acknowledged before me this 22nd day of June, 2005, by SYED ARIF, who is personally known to me or who has produced Syed Arif as identification.

My Commission Expires:

Kathleen K. Breen
NOTARY PUBLIC
Successor Developer



Mari C. Hirsoder
Witness

Mari C Hirsoder
Print Name of Witness

Christina Barkley
Witness

Christina Barkley
Print Name of Witness

S & L Developing, LLC

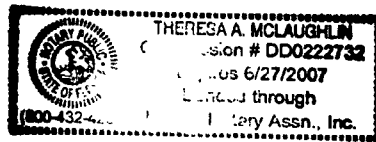
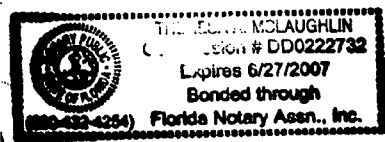
By: Lise Blanton
Its: President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27th day of June, 2005, by Lise Blanton as President of S & L Developing, LLC, who is personally known to me or who has produced _____ as identification.

My Commission Expires:

Theresa A. McLaughlin
NOTARY PUBLIC



Nora J Dorsett
Witness

Nora J Dorsett
Print Name of Witness

Connie S Hoff
Witness

Connie S Hoff
Print Name of Witness

BLANTON RANCH, LLC

By: [Signature]
Its: Co-Manager

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 14th day of July, 2005, by Brian M. Herron, as Co-Manager of BLANTON RANCH, LLC, who is personally known to me or who has produced n/a as identification.

Kristie Meyer
NOTARY PUBLIC

My Commission Expires:

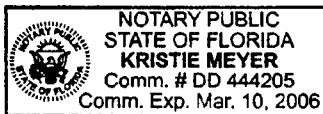


EXHIBIT "A"

DESCRIPTION: WINDING CREEK ROADWAYS, PHASE II, SUBPHASE B

COMMENCE AT THE SECTION CORNER COMMON TO SECTIONS 32 AND 33, TOWNSHIP 34 SOUTH, RANGE 22 EAST AND SECTIONS 4 AND 5, TOWNSHIP 35 SOUTH, RANGE 22 EAST; THENCE N87°13'08"W, ALONG THE SECTION LINE COMMON TO SAID SECTIONS 5 AND 32, A DISTANCE OF 1531.97 FT. FOR A POINT OF BEGINNING, SAID POINT LYING ON THE ARC OF A CURVE, WHOSE RADIUS POINT LIES N75°28'03"W, A DISTANCE OF 850.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 27°32'03", A DISTANCE OF 408.48 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE EAST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 85°04'58", A DISTANCE OF 37.12 FT. TO THE P.T. OF SAID CURVE; THENCE S43°00'58"E, A DISTANCE OF 157.27 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE NORTH, HAVING A RADIUS OF 407.46 FT.; THENCE RUN EASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 84°39'08", A DISTANCE OF 602.00 FT. TO THE P.C.C. OF A CURVE, CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 42°02'22", A DISTANCE OF 18.34 TO THE P.R.C. OF A CURVE, CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 70.00 FT.; THENCE RUN EASTERLY AND SOUTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 255°25'28", A DISTANCE OF 312.06 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 34°36'20", A DISTANCE OF 15.10 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTH, HAVING A RADIUS OF 507.46 FT.; THENCE RUN WESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 85°52'22", A DISTANCE OF 760.56 FT. TO THE P.T. OF SAID CURVE; THENCE N43°00'58"W, A DISTANCE OF 157.27 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 25.00 FT.; THENCE RUN WESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 85°04'58", A DISTANCE OF 37.12 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTH, HAVING A RADIUS OF 850.00 FT.; THENCE RUN WESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 63°48'59", A DISTANCE OF 946.74 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 650.00 FT.; THENCE RUN WESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 53°19'13", A DISTANCE OF 604.90 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 1800.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 27°23'13", A DISTANCE OF 860.39 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 650.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 89°37'51", A DISTANCE OF 1016.83 FT. TO THE P.T. OF SAID CURVE; THENCE S00°09'11"W, A DISTANCE OF 182.80 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE NORTHEAST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 37°51'49", A DISTANCE OF 16.52 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTH, HAVING A RADIUS OF 70.00 FT.; THENCE RUN SOUTHEASTERLY AND NORTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 255°43'38", A DISTANCE OF 312.43 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 37°51'49", A DISTANCE OF 16.52 FT. TO THE P.T. OF SAID CURVE; THENCE N00°09'11"E, A DISTANCE OF 182.80 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 750.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 89°37'51", A DISTANCE OF 1173.27 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTHWEST,

HAVING A RADIUS OF 1700.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 27°23'13", A DISTANCE OF 812.59 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 750.00 FT.; THENCE RUN EASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 53°19'13", A DISTANCE OF 697.96 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 750.00 FT.; THENCE RUN EASTERLY AND NORTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 126°01'39", A DISTANCE OF 1649.70 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE EAST, HAVING A RADIUS OF 2050.00 FT.; THENCE RUN NORTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 12°04'47", A DISTANCE OF 432.21 FT. TO THE P.T. OF SAID CURVE; THENCE N01°46'11"E, A DISTANCE OF 240.90 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN NORTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 90°00'00", A DISTANCE OF 39.27 FT. TO THE INTERSECTION WITH THE SOUTHERLY LINE OF "20TH PLACE EAST", A 100.00 FT. WIDE PRIVATE ROAD, INGRESS/EGRESS, DRAINAGE AND UTILITY EASEMENT AS SHOWN ON "WINDING CREEK ROADWAYS, PHASE II, SUBPHASE A", PRIVATE ROADS IN A RURAL SUBDIVISION, RECORDED IN PLAT BOOK 43, PAGES 1 THROUGH 9, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA; THENCE S88°13'49"E, ALONG SAID SOUTHERLY LINE OF "20TH PLACE EAST", A DISTANCE OF 150.00 FT. TO A POINT HEREINAFTER REFERRED TO AS POINT "A", SAID POINT BEING THE POINT OF CUSP OF A CURVE, CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 90°00'00", A DISTANCE OF 39.27 FT. TO THE P.T. OF SAID CURVE; THENCE S01°46'11"W, A DISTANCE OF 240.90 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE EAST, HAVING A RADIUS OF 1950.00 FT.; THENCE RUN SOUTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 12°04'47", A DISTANCE OF 411.12 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE WEST, HAVING A RADIUS OF 850.00 FT.; THENCE RUN SOUTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 24°50'34", A DISTANCE OF 368.55 FT. TO THE POINT OF BEGINNING, BEING AND LYING IN SECTION 5, TOWNSHIP 35 SOUTH, RANGE 22 EAST AND SECTION 32, TOWNSHIP 34 SOUTH, RANGE 22 EAST, MANATEE COUNTY, FLORIDA.

CONTAINING 14.64 ACRES MORE OR LESS.

TOGETHER WITH:

RETURNING TO AFORESAID POINT "A", SAID POINT LYING ON THE SOUTHERLY LINE OF SAID "20TH PLACE EAST", RUN THE FOLLOWING COURSES ALONG SAID SOUTHERLY LINE: S88°13'49"E, A DISTANCE OF 359.96 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 1550.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 37°30'21", A DISTANCE OF 1014.63 FT. FOR A POINT OF BEGINNING; THENCE CONTINUE ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 02°43'46", A DISTANCE OF 73.84 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 950.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 04°39'03", A DISTANCE OF 77.11 FT. TO THE POINT OF CUSP OF A CURVE, CONCAVE TO THE EAST, HAVING A RADIUS OF 25.00 FT.; THENCE LEAVING THE SOUTHERLY LINE OF SAID "20TH PLACE EAST", RUN SOUTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 94°39'03", A DISTANCE OF 41.30 FT. TO THE P.T. OF SAID CURVE; THENCE S38°27'56"E, A DISTANCE OF 21.95 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE WEST, HAVING A RADIUS OF 800.00 FT.; THENCE RUN SOUTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 60°21'06", A DISTANCE OF 842.67 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE EAST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN SOUTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 35°47'25", A DISTANCE OF 15.62

FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTHEAST, HAVING A RADIUS OF 70.00 FT.; THENCE RUN SOUTHWESTERLY AND NORTHERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 255°36'56", A DISTANCE OF 312.29 FT. TO THE P.R.C. OF A CURVE, CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 25.00 FT.; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 40°16'26", A DISTANCE OF 17.57 FT. TO THE P.C.C. OF A CURVE, CONCAVE TO THE WEST, HAVING A RADIUS OF 700.00 FT.; THENCE RUN NORTHWESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 59°54'11", A DISTANCE OF 731.85 FT. TO THE P.T. OF SAID CURVE; THENCE N38°27'56"W, A DISTANCE OF 26.79 FT. TO THE P.C. OF A CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 25.00 FT.; THENCE RUN WESTERLY, ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 87°16'14", A DISTANCE OF 38.08 FT. TO THE POINT OF BEGINNING, BEING AND LYING IN SECTIONS 32 AND 33, TOWNSHIP 34 SOUTH, RANGE 22 EAST, MANATEE COUNTY, FLORIDA.

CONTAINING 2.27 ACRES MORE OR LESS.

BOTH PARCELS CONTAINING A TOTAL OF 16.91 ACRES MORE OR LESS.

EXHIBIT "B"**FISCAL PROGRAM**

An estimated ten (10) year Fiscal program has been established to provide adequate funds for the care of the amenities and operation of the maintenance program. The proposed funds will be collected as required by the Declaration of Protective Covenants, Conditions, Easements, and Restrictions to which each lot is subject.

Subsequent years may require additional funds which will be assessed and collected as required by the Declaration of Protective Covenants, Conditions, Easements, and Restrictions to which each lot is subject. These amounts are estimated and may change as the actual invoicing is obtained.

**WINDING CREEK HOMEOWNER'S ASSOCIATION, INC.
TEN YEAR PROJECTION OF EXPENSES AND BUDGET
FOR PHASE IIB**

INCOME - 2005*

Assessment for Association Expenses

Association Working Capital Contributions - \$250 per lot

TOTAL INCOME

(Not Determinable at this Time)

EXPENSES**BASE ASSOCIATION EXPENSES (per year)**

Insurance	\$ 3,000.00
Management Fee	3,000.00
Bank Charges	400.00
Rights of Way Maintenance	10,000.00
Retention Lake Maintenance	3,000.00
Well Maintenance	600.00
Entranceway Maintenance	15,000.00
Governmental Expenses	400.00
Professional Fees	1,000.00
Electrical Costs	2,000.00

TOTAL BASE ASSOCIATION EXPENSES WITHOUT RESERVES \$38,400.00*

*For years 2 - 10, add 2% annual increase, 2003 - 2011

EXHIBIT "C"

LISTING OF HOLDINGS

The following is a complete listing of all common open space and improvements of the WINDING CREEK HOMEOWNERS ASSOCIATION, INC., a non-profit Florida corporation. This organization has been established for the ownership and maintenance of all land, buildings, equipment, facilities, and other holders as described and depicted on the plat.

- a. May include a retention pond for the purpose of stormwater drainage and retention.
- b. Private road right of way which has been planted and will be maintained by the Association.
- c. Entrance way which was planted and will be maintained by the Association.
- d. Upland Preservation Areas.