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**SECOND AMENDMENT TO THE
FIFTEENTH SUPPLEMENT
TO THE
DECLARATION AND GENERAL PROTECTIVE COVENANTS
FOR
PELICAN LANDING
(PARCEL "G")**

OR2414 PG3468

RECORD VERIFIED - CHARLE GPTM, CLIFY P.
BY: J. FURRER, D.C. G

THIS AMENDMENT is made this 3 day of August, 1993, by WESTINGHOUSE BAYSIDE COMMUNITIES, INC., a Florida corporation, to modify that Fifteenth Supplement to the Declaration and General Protective Covenants recorded in Official Records Book 2352, Pages 935-949, inclusive, of the Public Records of Lee County, Florida ("Supplement").

WITNESSETH:

WHEREAS, DECLARANT has recorded the Amended and Restated Declaration and General Protective Covenants for Pelican Landing (hereinafter referred to as DECLARATION) at Official Records Book 2198, Pages 1873 through 2026, inclusive, of the Public Records of Lee County, Florida, as amended; and

WHEREAS, the Supplement provides in Section 3 that "The DECLARANT may, in its sole discretion, modify, amend, delete, waive or add to this SUPPLEMENT or any part thereof. The power of amendment, however, shall be limited to modification or enlargement of existing covenants which provision shall not substantially impair the general and uniform plan of development originally set forth herein"; and

WHEREAS, DECLARANT wishes to amend the provision in the Supplement regarding the leasing of Dwelling Units in the NEIGHBORHOOD, which amendment shall not substantially impair the general and uniform plan of development for the NEIGHBORHOOD.

WHEREAS, all terms used in this Second Amendment shall have the same meaning as set forth in the above-described Supplement.

NOW THEREFORE, DECLARANT hereby amends the Supplement as follows:

8. LEASE

"a. With respect to all Dwelling Units in Buildings "F" and "J" in the NEIGHBORHOOD only, the following restrictions shall apply:

RETURN TO: WESTINGHOUSE COMMUNITIES OF NAPLES
801 Laurel Oak Drive, Suite 500
Naples, FL 33963

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No Dwelling Unit shall be leased for a period of less than thirty (30) days duration or for a period of more than one (1) calendar year and no option for such Lessee to extend or renew such lease for any additional period shall be permitted. However, the Board of the NEIGHBORHOOD ASSOCIATION may, in its discretion, approve the same lease from year to year. The use or sale of any Dwelling Unit on a "time-share" basis is strictly prohibited.

b. With respect to all other Dwelling Units in the NEIGHBORHOOD, the following restrictions shall apply:

No Dwelling Unit may be leased more often than four (4) times per calendar year and no lease shall be for a period of time of less than thirty (30) days duration. The use or sale of any Dwelling Unit on a "time-share" basis is strictly prohibited."

All other terms and provisions of the Supplement not amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment as of this 3 day of August, 1993.

WESTINGHOUSE BAYSIDE COMMUNITIES, INC., a Florida corporation

WITNESSES:

Vivien Hastings
Print Name: Vivien Hastings

Virginia A. Tusc
Print Name: VIRGINIA A. TUSC ETC

BY: Jerry H. Schmoyer
Executive Vice-President

WESTINGHOUSE BAYSIDE COMMUNITIES, INC. 301 E. 11th St. Naples, FL 34103

WITNESSES:

Joined by:

Stanley Luberfarb
Print Name: STANLEY LUBERFARB

CYPRESS ISLAND DEVELOPMENT CORP.,
a Florida corporation

BY: [Signature]
Andrew Smith, President

Debra K. Weaver
Print Name: Debra K. Weaver

DR2414 PG3470

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 30 day of July, 1993, by Jerry H. Schmoyer, Executive Vice-President, of WESTINGHOUSE BAYSIDE COMMUNITIES, INC., a Florida corporation, on behalf of the corporation.



VIRGINIA A. TUSLER
MY COMMISSION EXPIRES
April 23, 1995
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Virginia A. Tusler
Notary Public: VIRGINIA A TUSLER
My Comm. Expires: 4/23/95
Comm. No.: 10090531

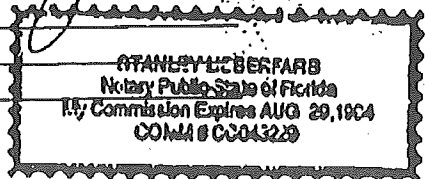
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STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 3 day of August, 1993, by Andrew Smith, as President of CYPRESS ISLAND DEVELOPMENT CORP., a Florida corporation, on behalf of the corporation.

(SEAL)

Stanley Luberfarb
Notary Public: _____
My Comm. Expires: _____
Comm. No.: _____



WESTINGHOUSE COMMUNITIES OF BAYSIDE
591 Laurel Oak Drive, Suite 500
Naples, FL 33963