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Instrument prepared by and  
after recording return to:

4130450

Steven M. Falk, Esq.  
Roetzel & Andress,  
A Legal Professional Association  
850 Park Shore Drive  
Third Floor  
Naples, FL 34103

OR 801 PG2893

CERTIFICATE OF AMENDMENT TO DECLARATION AND  
GENERAL PROTECTIVE COVENANTS FOR PELICAN LANDING

This Certificate is made this 11<sup>th</sup> day of March,  
1997, by WCI Communities Limited Partnership as successor to  
Pelican Landing Communities, Inc., formerly known as Westinghouse  
Bayside Communities, Inc., (the "Declarant").

WHEREAS on November 17, 1988, the Declarant recorded a certain  
document entitled "Declaration and General Protective Covenants for  
Pelican's Nest" in O.R. Book 2030, page 663 et seq., Public Records  
of Lee County, Florida; and

WHEREAS the Document, as it was amended, was subsequently  
amended and restated in its entirety and was recorded on January  
18, 1991 as the "Amended and Restated Declaration and General  
Protective Covenants for Pelican Landing" in O.R. Book 2198, page  
1878 et seq., Public Records of Lee County, Florida (the  
"Declaration"); and

WHEREAS in Article 13 of the Declaration, the Declarant  
reserved the right to make amendments to the Declaration and its  
recorded exhibits by Declarant's sole act until determination of  
the Class "B" control period; and

WHEREAS the Class "B" control period has not been terminated;  
and the Declarant wishes to amend the Declaration.

NOW THEREFORE, the Declarant hereby amends the Declaration and  
the Amendment is adopted in the form attached hereto and made a  
part hereof as Exhibit "A".

IN WITNESS WHEREOF, the Declarant has caused this Certificate to be duly executed this 11th day of March, 1997.

WITNESSES:

WCI COMMUNITIES LIMITED  
PARTNERSHIP AS SUCCESSOR TO  
PELICAN LANDING COMMUNITIES,  
INC., FORMERLY KNOWN AS  
WESTINGHOUSE BAYSIDE  
COMMUNITIES, INC., (SEAL)

By: Vivien Hastings  
Name: VIVIEN HASTINGS

By: J.H. Schmoyer  
Name: Jerry H. Schmoyer  
Senior Vice President

By: Carin A. Melby  
Name: CARIN A. MELBY

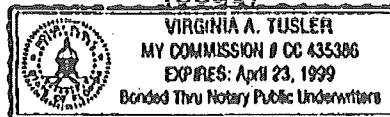
STATE OF FLORIDA     )  
COUNTY OF LEE        )

The foregoing instrument was executed before this 12 day of MARCH, 1997, by Jerry H. Schmoyer, as Senior Vice President of WCI Communities Limited Partnership as successor to Pelican Landing Communities, Inc., formerly known as Westinghouse Bayside Communities, Inc. He is personally known to me and did not take an oath.

By: Virginia A. Tusler  
Printed Name: VIRGINIA A. TUSLER  
Notary Public

My commission expires \_\_\_\_\_

(seal)



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Amended and Restated Declaration and General  
Protective Covenants for Pelican Landing

Amendment to Article I, Section 11

Additions indicated by underling

Article I DEFINITIONS

Section 11. "Common Expenses" shall mean and include the actual and estimated expenses incurred by the Association as described in this Declaration or incurred in carrying out the duties and responsibilities of the Association under this Declaration for which Owners are liable to the Association, and any reasonable reserve, all as are required by this Declaration or as may be found to be necessary and appropriate by the Board pursuant to this Declaration, the By-Laws, and the Articles of Incorporation of the Association, but shall not include any expenses incurred during the Class "B" Control Period for initial development, original construction or installation of infrastructure, original capital improvements, or other original construction costs unless approved by Voting Members representing a majority of the total Class "A" vote of the Association. The foregoing exclusions from common expenses relate to the permissible use of funds collected or to be collected from members pursuant to duly adopted budgets and special assessments, and does not relate to use of capital contributions collected from purchasers pursuant to Article X, Section 10 of this Declaration and Article 8.10 of the Bylaws, nor to reserves established by the Board for those purposes. Notwithstanding anything provided herein, Common Expenses pertaining to specifically designated items, or in excess of particular amounts, shall not be levied against any Hotel/Conference Center Property if so specified by Declarant in a Supplemental Declaration. Common Expenses may also include, without limitation:

(a) taxes and special assessments levied or assessed upon the General Common Area;

(b) charges levied by utilities or districts providing services for the General Common Area;

(c) premiums on the policies of insurance which the Association obtains pursuant to the terms of this Declaration;

(d) sums necessary to repair, replace, construct or reconstruct any structure or improvements upon the General Common Area damaged by any casualty not covered in whole or in part by insurance;

(e) expenses necessary to maintain, repair, operate, protect and replace the General Common Area; and

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(f) costs of administration of the Association in the performance of its functions and duties under the Declaration, Articles and By-Laws.

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