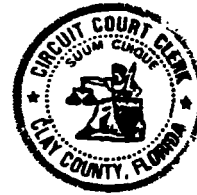


3

O. P. BRANCH



Book: 2124
Page: 1255
Rec: 11/25/2002
09:13 AM
File# 200271508
James B. Jett
Clerk Of Courts
Clay County, FL
FEE: \$15.00

THIS DOCUMENT PREPARED
BY AND RETURN TO:

THOMAS M. JENKS, ESQ.
PAPPAS METCALF JENKS & MILLER, P.A.
200 WEST FORSYTH STREET
SUITE 1400
JACKSONVILLE, FL 32202-4327

5 MIN. RETURN

**SUPPLEMENTARY DECLARATION OF COVENANTS AND
RESTRICTIONS FOR OAKLEAF VILLAGE**
[Highland Mill and Worthington Oaks]

This Supplementary Declaration is made effective November 22, 2002 by OAKLEAF PLANTATION, LLC, a Florida limited liability company("Developer"), having an address of 3020 Hartley Road, Suite 100, Jacksonville, Florida 32256.

WITNESSETH:

WHEREAS, the Developer has executed the Declaration of Covenants and Restrictions for OakLeaf Village which was recorded on September 18, 2002, in Official Records Book 2098, page 403, of the current public records of Clay County, Florida (the "Declaration"), thereby submitting all of the real property described in the Declaration to the terms thereof;

WHEREAS, the Developer is the owner of the real property more particularly described on Exhibit A attached hereto and made a part hereof (the "Property").

WHEREAS, Section 3.2 of the Declaration allows the Developer to subject the Property to the terms and provisions of the Declaration without the consent or joinder of any other party, and the Developer desires to hereby subject the Property to all terms and provisions of the Declaration.

NOW THEREFORE, the Developer hereby declares that:

1. All capitalized terms contained in this Supplementary Declaration and which are defined by the Declaration, shall have the same meanings as such terms are defined by the Declaration.
2. All of the Property and any portion thereof shall be held, transferred, sold and conveyed and occupied subject to all covenants, restrictions, easements, charges and liens and all other matters as set forth in the Declaration, as the same may be amended from time to time. In the event of conflict between the terms and provisions of the Declaration and this Supplementary Declaration, this Supplementary Declaration shall control.
3. This Supplementary Declaration shall become effective upon its recordation in the public records of Clay County, Florida. Except as specifically supplemented hereby, the Declaration shall remain in full force and effect as originally executed and recorded.

IN WITNESS WHEREOF, the Developer has caused this Supplementary Declaration to be duly executed as of the date first above written.

Signed, sealed and delivered in the presence of:

Elinore C. Cox
(Name ELINORE C. COX)

Cami Gomez
(Name Cami Gomez)

OAKLEAF PLANTATION, LLC,
a Florida limited liability company

By: [Signature]
Donald P. Hinson
President
3020 Hartley Road, Suite 100
Jacksonville, Florida 32256

STATE OF FLORIDA)
)SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 21 day of ^{November}~~October~~, 2002, by DONALD P. HINSON, the President of OAKLEAF PLANTATION, LLC, a Florida limited liability company, on behalf of the company.

ELINORE C. COX
Notary Public, State of Florida
My comm. exp. Nov. 15, 2005
Comm. No. DD 068028

Elinore C. Cox
(Print Name _____)
NOTARY PUBLIC, State of
Florida at Large
Commission # DD 068028
My Commission Expires: 11-15-05
Personally Known
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____

EXHIBIT A

Property

[Highland Mill and Worthington Oaks]

Plat of WORTHINGTON OAKS AT OAKLEAF PLANTATION according to plat thereof recorded in Plat Book 39, pages 52 through 60, public records of Clay County, Florida;

and

Plat of HIGHLAND MILL AT OAKLEAF PLANTATION according to plat thereof recorded in Plat Book 39, pages 61 through 68, public records of Clay County, Florida.

3

Q. P. BRANCH



Book: **2124**
 Page: **1258**
 Rec: **11/25/2002**
09:13 AM
 File# **200271509**
 James B. Jett
 Clerk Of Courts
 Clay County, FL
 FEE: **\$15.00**

THIS DOCUMENT PREPARED
 BY AND RETURN TO:

THOMAS M. JENKS, ESQ.
 PAPPAS METCALF JENKS & MILLER, P.A.
 200 WEST FORSYTH STREET
 SUITE 1400
 JACKSONVILLE, FL 32202-4327

5 MIN. RETURN

**SUPPLEMENTARY DECLARATION OF COVENANTS AND
 RESTRICTIONS FOR OAKLEAF VILLAGE RESIDENTIAL LOTS**
 [Highland Mill and Worthington Oaks]

This Supplementary Declaration is made effective November 22, 2002 by **OAKLEAF PLANTATION, LLC**, a Florida limited liability company ("Developer"), having an address of 3020 Hartley Road, Suite 100, Jacksonville, Florida 32256.

WITNESSETH:

WHEREAS, the Developer has executed the Declaration of Covenants and Restrictions for OakLeaf Village Residential Lots which was recorded on September 18, 2002, in Official Records Book 2098, page 433, of the current public records of Clay County, Florida (the "Declaration"), thereby submitting all of the real property described in the Declaration to the terms thereof;

WHEREAS, the Developer is the owner of the real property more particularly described on Exhibit A attached hereto and made a part hereof (the "Property").

WHEREAS, Section 3.2 of the Declaration allows the Developer to subject the Property to the terms and provisions of the Declaration without the consent or joinder of any other party, and the Developer desires to hereby subject the Property to all terms and provisions of the Declaration.

NOW THEREFORE, the Developer hereby declares that:

1. All capitalized terms contained in this Supplementary Declaration and which are defined by the Declaration, shall have the same meanings as such terms are defined by the Declaration.
2. All of the Property and any portion thereof shall be held, transferred, sold and conveyed and occupied subject to all covenants, restrictions, easements, charges and liens and all other matters as set forth in the Declaration, as the same may be amended from time to time. In the event of conflict between the terms and provisions of the Declaration and this Supplementary Declaration, this Supplementary Declaration shall control.
3. This Supplementary Declaration shall become effective upon its recordation in the public records of Clay County, Florida. Except as specifically supplemented hereby, the Declaration shall remain in full force and effect as originally executed and recorded.

00079485.WPD.