

PREPARED BY AND RETURN TO:

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**FIRST AMENDMENT TO DECLARATION OF COVENANTS, RESTRICTIONS AND
EASEMENTS OF PORTOFINO SHORES**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR PORTOFINO SHORES (this "**First Amendment**") is made this 19th day of June, 2006 by PRIME HOMES AT PORTOFINO SHORES, LTD., a Florida limited partnership ("**Prime**") and joined in by PORTOFINO SHORES PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation ("**Association**").

RECITALS

- A. Prime recorded that certain Declaration of Covenants, Restrictions and Easements for Portofino Shores in Official Record Book 1856, at Page 377 of the Public Records of Saint Lucie County, Florida (the "**Declaration**").
- B. Article XV, Section 5 of the Declaration permits Prime, as Declarant, to amend the Declaration so long as Prime still owns property described in Exhibit "B" of the Declaration.
- C. As of the effective date of this First Amendment, Prime still owns property described in Exhibit "B" of the Declaration.
- D. Prime desires to amend the Declaration as set forth herein.

NOW THEREFORE, Prime hereby declares to amend the Declaration and every portion of Portofino Shores is to be held, transferred, sold, conveyed, used and occupied subject to this First Amendment.

1. **Recitals.** The foregoing Recitals are true and correct and are incorporated into and form a part of this First Amendment.
2. **Conflicts.** In the event that there is a conflict between this First Amendment and the Declaration, this First Amendment shall control. Whenever possible, this First Amendment and the Declaration shall be construed as a single document. Except as modified hereby, the Declaration shall remain in full force and effect.
3. **Definitions.** All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

4. Turnover Requirements. The following paragraph in Article IV, Section 2, Class B of the Declaration, relating to the turnover of control of the Board, is hereby deleted in its entirety:

~~“The turnover of control of the Board shall take place in the following manner:~~

- ~~1. The Membership shall identify and select three Owners who are willing to serve on the Board of Directors.~~
- ~~2. The Declarant and the three Owners shall enter into a written mutual release executed prior to turnover and held in escrow.~~
- ~~3. Two of the three Declarant appointed members of the Board of Directors shall tender their written resignations.~~
- ~~4. The remaining Declarant appointed member of the Board of Director shall appoint two of the Owners selected by the Declarant to serve on the Board~~
- ~~5. The remaining Developer appointed member of the Board of Director shall tender his or her written resignation.~~
- ~~6. The remaining members of the Board of Directors shall appoint the third Owner designated by the Declarant to serve on the Board.”~~

5. Amendment. Article XV, Section 5 of the Declaration is hereby deleted in its entirety and replaced with the following provision:

“Prior to and including the date on which the transition of Association control occurs from Declarant to Owners (the “**Turnover Date**”), Declarant shall have the right to amend this Declaration as it deems appropriate, without the joinder or consent of any person or entity whatsoever. After the Turnover Date, this Declaration may be amended with the approval of (i) sixty six and two-thirds percent (66⅔%) of the Board; and (ii) seventy-five percent (75%) of all of the votes present, in person or by proxy, at a duly noticed meeting of the members of Association in which there is a quorum.”

6. Covenant Running with Portofino Shores. This First Amendment shall be a covenant running with Portofino Shores and all Owners shall be bound by this First Amendment.

[SIGNATURES AND ACKNOWLEDGMENTS APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned, being the Declarant under the Declaration, has hereunto set its hand and seal this 19th day of June, 2006.

WITNESSES:

Geovanna Fortier
Print Name: GEOVANNA FORTIER
Jisha Bouguereau
Print Name: Jisha Bouguereau

PRIME HOMES AT PORTOFINO SHORES, LTD., a Florida limited partnership

By: **PORTOFINO SHORES BUILDERS, INC.**, a Florida corporation, its general partner

By: [Signature]
Name: Larry Abbo
Title: Vice President


{SEAL}

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of July, 2006 by Larry Abbo, as Vice President of Portofino Shores Builders, Inc., a Florida corporation, as general partner of Prime Homes at Portofino Shores, Ltd. a Florida limited partnership, who is personally known to me or who produced _____ as identification, on behalf of the corporation.

My commission expires:

Geovanna Fortier
NOTARY PUBLIC
State of Florida at Large
Print Name: _____

NOTARY PUBLIC-STATE OF FLORIDA
 **Geovanna Fortier**
Commission # DD456083
Expires: JULY 31, 2009
Bonded thru Atlantic Bonding Co., Inc.

JOINDER

PORTOFINO SHORES PROPERTY OWNERS ASSOCIATION, INC.

PORTOFINO SHORES PROPERTY OWNERS ASSOCIATION, INC. (the "**Association**") does hereby acknowledge that it is bound by and subject to the First Amendment to Declaration of Covenants, Restrictions and Easements for Portofino Shores (the "**First Amendment**") to which this joinder is attached. The Association agrees that this joinder is for convenience purposes only and does not apply to the effectiveness of the First Amendment as the Association has no right to approve the First Amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this 19th day of June, 2006.

WITNESSES:

Geovanna Fortier
 Print Name: GEOVANNA FORTIER

Tisha Bourgeois
 Print Name: Tisha Bourgeois

PORTOFINO SHORES PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation

By: *Lorraine Vanella*
 Name: Lorraine Vanella
 Title: President


{SEAL}

STATE OF FLORIDA)
)
 COUNTY OF BROWARD) SS.

The foregoing instrument was acknowledged before me this 19th day of July, 2006 by Lorraine Vanella as President of Portofino Shores Property Owners Association, Inc., a Florida not-for-profit corporation, who is personally known to me or who has produced _____ as identification.

My commission expires:

Geovanna Fortier
 NOTARY PUBLIC
 State of Florida at Large
 Print Name: _____

NOTARY PUBLIC-STATE OF FLORIDA
 Geovanna Fortier
 Commission # DD456083
 Expires: JULY 31, 2009
 Bonded Thru Atlantic Bonding Co., Inc.