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**** OFFICIAL RECORDS ****
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Prepared by/Record and return to:

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Newman C. Brackin, Clerk, Okaloosa Cnty Fl

Cross - Reference to Declaration recorded in Official Records Book 1869 at Page 1878, amended at Book 2128 at Page 1074, further amended at Book 2143 at Page 1239, further amended at Book 2186 at Page 497, further amended in Official Records Book 2228 at Page 612, and further amended in Official Records Book 2228 at Page 4189, and further amended in Official Records Book 2273 at Page 2728, all of the Public Records of Okaloosa County, Florida.

(This Space Provided for Recording Information)

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR KELLY PLANTATION
(Owners' Club)

THIS SUPPLEMENTAL DECLARATION is made this 1 day of June, 2001, by Kelly Plantation Partners, a Florida general partnership (hereinafter, with its successors and assigns, referred to as "Declarant").

WITNESSETH:

WHEREAS, on October 10, 1994, Declarant filed that certain Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation (the "Declaration"), which was recorded in Official Records Book 1869 at Page 1878, et seq., of the Public Records of Okaloosa County; and

WHEREAS, on February 13, 1998, Declarant amended the Declaration by filing that certain Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2128 at Page 1074, et seq., of the Public Records of Okaloosa County, Florida (the "First Amendment"); and

WHEREAS, on April 17, 1998, Declarant further amended the Declaration by filing that certain Supplemental Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2143 at Page 1239, et seq., of the Public Records of Okaloosa County, Florida; and

WHEREAS, on October 26, 1998, Declarant further amended the Declaration by filing that certain Supplemental Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2186 at Page 497, et seq., of the Public Records of Okaloosa County, Florida; and

WHEREAS, on October 20, 1999, Declarant further amended the Declaration by filing that certain Supplemental Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2228 at Page 612, et seq., of the Public Records of Okaloosa County, Florida; and

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WHEREAS, on October 22, 1999, Declarant further amended the Declaration by filing that certain Supplemental Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2228 at Page 4189, et seq., of the Public Records of Okaloosa County, Florida; and

WHEREAS, on December 7, 2000, Declarant further amended the Declaration by filing that certain Supplemental Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2273 at Page 2728, et seq., of the Public Records of Okaloosa County, Florida; and

WHEREAS, Article VII, Section 7.1 of the Declaration, the Declarant may subject the real property described on Exhibit "B" thereto to the provisions of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto (the "Owner's Club"), which real property is part of the real property described on Exhibit "B" to the Declaration; and

WHEREAS, Declarant desires to submit the Owner's Club to the provisions of the Declaration, as amended; and

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" attached hereto to the provisions of the Declaration, as amended, and to the provisions of this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, as amended, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be binding upon the Kelly Plantation Owners' Association, Inc. (the "Association") in accordance with the terms of the Declaration.

ARTICLE I Definitions

The definitions set forth in Article I of the Declaration and the First Amendment are incorporated herein by reference.

ARTICLE II Amendments

2.1 By Declarant. Until termination of the Class "B" membership in the Association, Declarant may unilaterally amend this Supplemental Declaration for any purpose. Thereafter, Declarant may unilaterally amend this Supplemental Declaration if such amendment is necessary to bring any provision into compliance with any applicable governmental statute, rule, regulation, or judicial determination. The Declarant may also unilaterally amend this Supplemental Declaration at any time for the purpose of submitting additional property to the terms hereof or revising the description of property on Exhibit "A" to reflect revisions to recorded plats, or to redesignate Neighborhoods.

2.2 By Owners. Except as provided above and otherwise specifically provided herein, this Supplemental Declaration may be amended only by the affirmative vote or written consent, or any combination thereof, of the Voting Members representing 75% of the total Class "A" votes in the Association and by the Class "B" Member, if such exists. The percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required to be taken under that clause. To be effective, any amendment must be recorded in the Public Records of Okaloosa County.

If an Owner consents to any amendment to this Supplemental Declaration, it will be conclusively presumed that such Owner has the authority to so consent, and no contrary provision in any Mortgage or contract between the Owner and a third party will affect the validity of such amendment.

No amendment may remove, revoke, or modify any right or privilege of Declarant without its written consent.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Supplemental Declaration this 1 day of June, 2001.

KELLY PLANTATION PARTNERS, a Florida general partnership

By: Its General Partner

EMERALD COAST 300, INC., a Florida corporation

By: *Davage J. Runnels, Jr.*
 Davage J. Runnels, Jr.
 Its: President

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STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 1 day of June, 2001, by Davage J. Runnels, Jr., as President of Emerald Coast 300, Inc., a Florida corporation, on behalf of such corporation as a general partner of Kelly Plantation Partners, a Florida general partnership. Such person is personally known to me.

Ruth Ann Lynch
 NOTARY PUBLIC
 My Commission Expires:

(Affix Seal)

