

Prepared by:

M. Maxine Hicks, Esq.
EPSTEIN BECKER & GREEN, P.C.
Resurgens Plaza, Suite 2700
945 East Paces Ferry Road
Atlanta, Georgia 30326

After recording return to:

Todd Nelson, Esq.
Legal Department
Centex Destination Properties
1064 Greenwood Boulevard
Suite 200
Lake Mary, Florida 32746

Parcel I.D. #: 05-11-31-5918-00000-00A0
05-11-31-5918-00000-00B0
05-11-31-5918-00000-00C0
05-11-31-5918-00000-00D0
05-11-31-5918-00000-00E0
05-11-31-5918-00000-00F0
05-11-31-5918-00000-00G0
05-11-31-5918-00000-00H0

Grantor's Tax Identification No. 48-1210530

Inst No: 2005063276 10/13/2005
02:12PM Book: 1336 Page: 705 Total Pgs: 5

GAIL WADSWORTH, FLAGLER Co.

For Recording Purposes Only

Cross-reference:

(i) Instrument No. 01034445
Declaration of Restrictive Covenants and
Easements for Village at Palm Coast, as
recorded in Book 781, Page 1905, Official
Records of Flagler County, Florida, as
amended from time to time

STATE OF FLORIDA

COUNTY OF FLAGLER

**FIFTH AMENDMENT TO
DECLARATION OF RESTRICTIVE COVENANTS AND EASEMENTS**

(All references to recording information herein are to the Official Records of Flagler County, Florida, unless otherwise indicated. All capitalized terms not otherwise defined herein shall be defined as set forth in the Declaration).

This Fifth Amendment to the Declaration of Restrictive Covenants and Easements (this "Amendment") is made on the date hereinafter set forth by Centex Homes, a Nevada general partnership, d/b/a Centex Destination Properties ("Centex"), as assignee of Longview Village Development Company's rights as "Company" under the Declaration (defined below). Centex's address is 1064 Greenwood Boulevard, Suite 200, Lake Mary, Florida 32746. VILLAGE AT PALM COAST HOMEOWNERS ASSOCIATION, INC., a Florida nonprofit corporation ("Association"), whose address is c/o May Management Services, Inc., 5455 Highway A1A South, St. Augustine, Florida 32080, hereby acknowledges and agrees to the terms and conditions of this Amendment.

Recitals

WHEREAS, Longview Village Development Company ("Longview") entered into that certain Declaration of Restrictive Covenants and Easements on November 20, 2001, in Official Records Book 781, Page 1905, Public Records of Flagler County, Florida (the "Original Declaration");

WHEREAS, the Original Declaration was subsequently amended by that certain First Amendment to Declaration of Covenants and Restrictions for Village at Palm Coast, recorded on February 20, 2002, in Official Records Book 803, Page 1333, Public Records of Flagler County, Florida, and by that certain Second Amendment to Declaration of Covenants and Restrictions for Village at Palm Coast, recorded on July 3, 2002, in Official Records Book 832, Page 840, Public Records of Flagler County, Florida, that certain Third Amendment to Declaration of Covenants and Restrictions for Village at Palm Coast, recorded on November 16, 2004, in Official Records Book 1168, Page 1561, Public Records of Flagler County, Florida, and that certain Fourth Amendment to Declaration of Covenants and Restrictions for Village at Palm Coast, recorded on April 1, 2005, in Official Records Book 1223, Page 932, Public Records of Flagler County, Florida (as amended, the "Declaration");

WHEREAS, Longview assigned its rights as "Company" under the Declaration to Centex pursuant to that certain Assignment, dated April 5, 2005, recorded in Official Records Book 1223, Page 932, Public Records of Flagler County, Florida;

WHEREAS, pursuant to Article XI, Section 7 of the Declaration, Centex, as Company, may amend the Declaration so long as Centex owns title to any Lot affected by the Declaration;

WHEREAS, Section 8 of the Fourth Amendment to Declaration of Covenants and Restrictions for Village at Palm Coast, recorded on April 1, 2005, in Official Records Book 1223, Page 932, Public Records of Flagler County, Florida, further provides that Centex, as Company, may amend the Declaration so long as Centex owns title to any Phase 2 Single Family Lot (as defined therein) subject to the Declaration;

WHEREAS, the Phase 2 Single Family Lots have been subjected to the Declaration pursuant to that certain Supplemental Declaration to Declaration of Restrictions and Easements, recorded on October ~~13~~, 2005, in Official Records Book ~~1223~~, Page ~~673~~, Public Records of Flagler County, Florida;

WHEREAS, Centex is the owner of the Phase 2 Single Family Lots;

WHEREAS, Centex desires to amend certain provisions of the Declaration as more particularly described herein; and

WHEREAS, the Village at Palm Coast Homeowners Association, Inc. desires to consent to such amendments.

NOW, THEREFORE, the following amendment to the Declaration is hereby adopted, and each Phase I Owner, transferee, mortgagee or lienor of any property subject to the Declaration (including any future phases thereof submitted to the Declaration) and their respective heirs, successors and assigns, shall be bound by and subject to such amendment, to wit:

1. Article V, Section 1. A. of the Declaration is hereby deleted.
2. The phrase "In addition to the exterior maintenance of Dwelling Units referred to above" set forth in Article V, Section 1.B. of the Declaration is hereby deleted.
3. The phrase "(except for exterior facing)" set forth in Article V, Section 2 of the Declaration is hereby deleted.
4. The phrase "and (2b) by all institutional mortgages of Lots affected by this Declaration" set forth in Article XI, Section 7 is hereby deleted.
5. Except as specifically amended hereby, the Declaration and all terms thereof shall remain in full force and effect.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned has executed this Fifth Amendment to Declaration of Restrictive Covenants and Easements as of the day and year first above written.

Witnesses:

Michelle Knowles
Michelle Knowles
(Name Printed or Typed)

Kristie Smith
Kristie Smith
(Name Printed or Typed)

CENTEX:

CENTEX HOMES, a Nevada general partnership, d/b/a Centex Destination Properties

By: Centex Real Estate Corporation, a Nevada corporation, its managing general partner

[Signature]
By: John P. Lenihan,
Division President—East Division

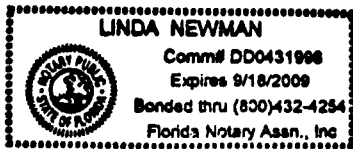
[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF _____

This instrument was acknowledged before me on the 6th day of October, 2005, by John P. Lenihan as Division President-East Division of Centex Real Estate Corporation, a Nevada corporation, the managing general partner of Centex Homes, a Nevada general partnership, d/b/a Centex Destination Properties on behalf of said partnership.

NOTARY PUBLIC:



Sign: *[Signature]*
Print: Linda Newman
My Commission Expires: _____

[Notary Seal]

Acknowledged, agreed and consented to by the Association as of the 3rd day of October, 2005.

Witnesses:

George Appleby
George Appleby V.P.
(Name Printed or Typed)

Carla Bowers
Carla Bowers CMA
(Name Printed or Typed)

VILLAGE AT PALM COAST
HOMEOWNER'S ASSOCIATION, INC., a
Florida corporation

By: *William D. Clinton*
William D. Clinton
President

By: *Rose Cregan*
Rose Cregan
Secretary

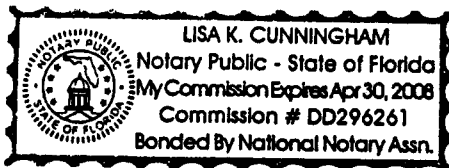
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 3rd day of October, 2005, by William F. Clinton, as President, and Rose Cregan, as Secretary, of Village at Palm Coast Homeowners Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification.

NOTARY PUBLIC:

Sign: *Lisa K. Cunningham*
Print: _____



State of Florida At Large
(Seal)
My Commission Expires:

Title/Rank: _____
Commission Number: _____