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This instrument prepared by:
Joshua K. Martin, Attorney at Law
DAVIS, MARTIN & BERNARD, P.A.
960185 Gateway Boulevard, Suite 104
Amelia Island, Florida 32034

**SECOND SUPPLEMENTAL DECLARATION
TO THE DECLARATION OF COVENANTS, EASEMENTS,
CONDITIONS AND RESTRICTIONS FOR
TUPELO PLANTATION**

December 12, 2013

THIS SECOND SUPPLEMENTAL DECLARATION to the Declaration of Covenants, Easements, Conditions and Restrictions, Tupelo Plantation, is made upon the date above by TUPELO PLANTATION, LLC, a Delaware limited liability company (hereinafter "the Company").

WITNESSETH:

WHEREAS, Tupelo Plantation (hereinafter the "Development") is a residential subdivision pursuant to the provisions of that certain DECLARATION OF COVENANTS, EASEMENTS, CONDITIONS AND RESTRICTIONS made by Tupelo Plantation Developers, LLC, a Florida limited liability company, on May 4, 2006 and recorded on May 5, 2006 in Official Records Book 1410, Pages 119-143 of the Public Records of Nassau County, Florida, as supplemented and amended by that certain SUPPLEMENT AND FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, EASEMENTS, CONDITIONS AND RESTRICTIONS FOR TUPELO PLANTATION made by Tupelo Plantation, LLC, a Delaware limited liability company, on November 7, 2013 and recorded on November 8, 2013 in Official Records Book 1888, Pages 856-893 of the aforesaid public records (hereinafter collectively the "Declaration"), and also pursuant to that certain subdivision plat of Tupelo Plantation recorded on April 27, 2006 in Plat Book 7, Pages 206-210 of the aforesaid public records (hereinafter the "Tupelo Plantation Plat");

WHEREAS, pursuant to the Declaration, Tupelo Plantation Owners Association, Inc., a Florida corporation not for profit (hereinafter the "Association"), is the homeowners association for the Development;

WHEREAS, pursuant to section 5 of the Declaration, Tupelo Plantation Developers, LLC (hereinafter the "Developer") reserved for itself, its successors and assigns, the right to add additional land to the Declaration by executing a Supplemental Declaration describing the additional land and recording that Supplemental Declaration in the public records;

WHEREAS, the land described in that certain subdivision plat of Tupelo Plantation West made by the Developer and recorded on November 5, 2008 in Plat Book 8, Pages 17-23 of the aforesaid public records (hereinafter the "Tupelo Plantation West Plat"), a copy of which is attached hereto and incorporated herein as Exhibit "A", was intended by the Developer to be subject to the Declaration, but has not yet been described in a Supplemental Declaration recorded in the public records;

WHEREAS, pursuant to an unrecorded assignment dated December 9, 2011 (hereinafter the "First Assignment") and as evidenced by that certain Notice of Assignment of Developer's Rights executed on December 9, 2011 and recorded on December 19, 2011 in Official Records Book 1769, Pages 1498-1500 of the Public Records of Nassau County, Florida, the Developer made a specific transfer and assignment of all of its rights, powers, privileges, authorities and reservations as "Developer" under the Declaration, and all of its rights in and to any private or governmental licenses, permits, approvals, concurrency rights or reservations, and development rights for continuation and completion of the Development, to Everbank, FSB, a thrift institution chartered pursuant to the laws of the United States;

WHEREAS, the Company has succeeded to fee simple title to material portions of the Development and to the land described on the Tupelo Plantation West Plat pursuant to that certain Special Warranty Deed made by Everbank, a federal savings bank, on September 17,

2013 and recorded on September 19, 2013 in Official Records Book 1879, Page 1981 of the Public Records of Nassau County, Florida; and

WHEREAS, pursuant to that certain Quit Claim Assignment of Rights Under the Declaration effective September 17, 2013 and recorded on November 8, 2013 in Official Records Book 1888, Pages 852-855 of the Public Records of Nassau County, Florida (hereafter the "Second Assignment"), Everbank, a federal savings bank, made a specific transfer and assignment of all of its rights, powers, privileges, authorities and reservations as "Developer" under the Declaration by virtue of the First Assignment to the Company; and

WHEREAS, the Company desires to make a Supplemental Declaration to subject all of the land described in the Tupelo Plantation West Plat to the Declaration;

NOW, THEREFORE, in exercise of its rights, powers, privileges, authorities and reservations as "Developer" under the Declaration, the Company hereby declares that all of the land described in the Tupelo Plantation West Plat shall be held, conveyed, hypothecated, occupied and improved subject to the reservations, easements, restrictions, covenants and conditions contained in the Declaration, as amended, which reservations, easements, restrictions, covenants and conditions are for the purposes of protecting the value and desirability of, and which shall run with, the aforesaid land and be binding on all parties having any right, title, or interest in the aforesaid land or any part thereof, their heirs, successors and assigns and shall inure to the benefit of each owner thereof. Each and all of the covenants, conditions, restrictions, limitations, easements, uses and obligations contained in the Declaration, as amended, shall be deemed to be and shall be construed as equitable servitudes enforceable by the Company and/or by the homeowners association described in the Declaration.

IN WITNESS WHEREOF, the Company has executed this Second Supplemental Declaration to the Declaration of Covenants, Easements, Conditions and Restrictions for Tupelo Plantation this 12 day of December, 2013.

TUPELO PLANTATION, LLC, a
Delaware limited liability company

By National Land Partners II, LLC,
a Delaware limited liability company,
Its Managing Member

Signed, sealed, and delivered in the
presence of:

By American Land Partners, Inc.,
a Delaware corporation,
Its Managing Member

Sign: Sherief Morehouse

Print: SHERIEF MOREHOUSE

Sign: SHERIEF MOREHOUSE

Print: SHERIEF MOREHOUSE

By: Timothy D. Smith

Timothy D. Smith, Its Treasurer
665 Simonds Road
Williamstown, Massachusetts 01267

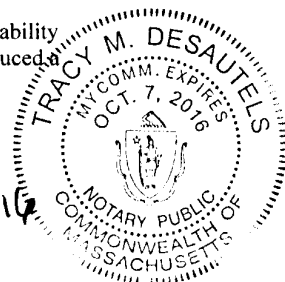
STATE OF Massachusetts)

COUNTY OF Berkshire)

The foregoing instrument was acknowledged before me this 12 day of December, 2013 by Timothy D. Smith, the Treasurer of American Land Partners, Inc., a Delaware corporation, the managing member of National Land Partners II, LLC, a Delaware limited liability company, the managing member of Tupelo Plantation, LLC, a Delaware limited liability company, on behalf of Tupelo Plantation, LLC. He is personally known to me or has produced a valid driver's license as identification.

[Signature]
NOTARY PUBLIC

My Commission Expires: Oct 7, 2016



CONSENT AND JOINDER OF HOMEOWNERS ASSOCIATION

The undersigned joins in the execution of this Second Supplemental Declaration to the Declaration of Covenants, Easements, Conditions and Restrictions for Tupelo Plantation to evidence its consent and agreement to the addition of the land described in the Tupelo Plantation West Plat to the Declaration.

IN WITNESS WHEREOF, this Consent and Joinder is executed by the undersigned this 17th day of December, 2013.

Signed, sealed and delivered in the presence of:

Name: Josh [Signature]

Name: Clyde Davis

TUPELO PLANTATION OWNERS' ASSOCIATION, INC., a Florida corporation not for profit

By: [Signature]
Brian Patten, Its President

STATE OF FLORIDA)

COUNTY OF NASSAU)

The foregoing instrument was acknowledged before me this 17th day of December, 2013 by Brian Patten, as the President of Tupelo Plantation Owners' Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or has produced a valid driver's license as identification.

[Signature]
NOTARY PUBLIC
My Commission Expires:

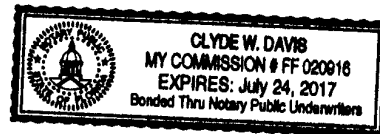


Exhibit “A”

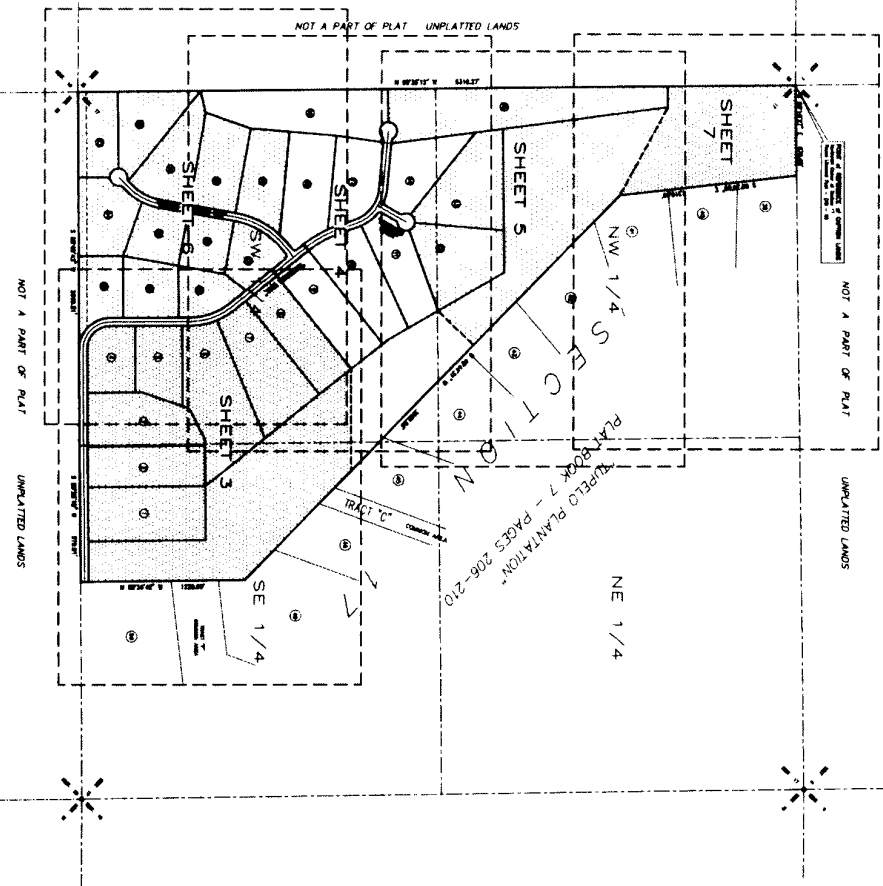
PLAT 893 OF 1893

SECTION 17, TOWNSHIP 17 N, RANGE 17 E, COUNTY OF HARRIS, TEXAS
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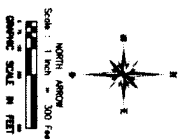
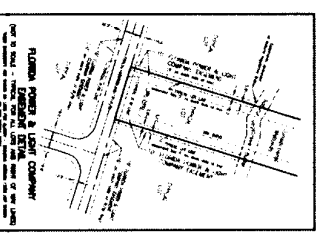
"TUPELO PLANTATION WEST"

SECTION 17, TOWNSHIP 17 N, RANGE 17 E, COUNTY OF HARRIS, TEXAS
PLAT 893 OF 1893

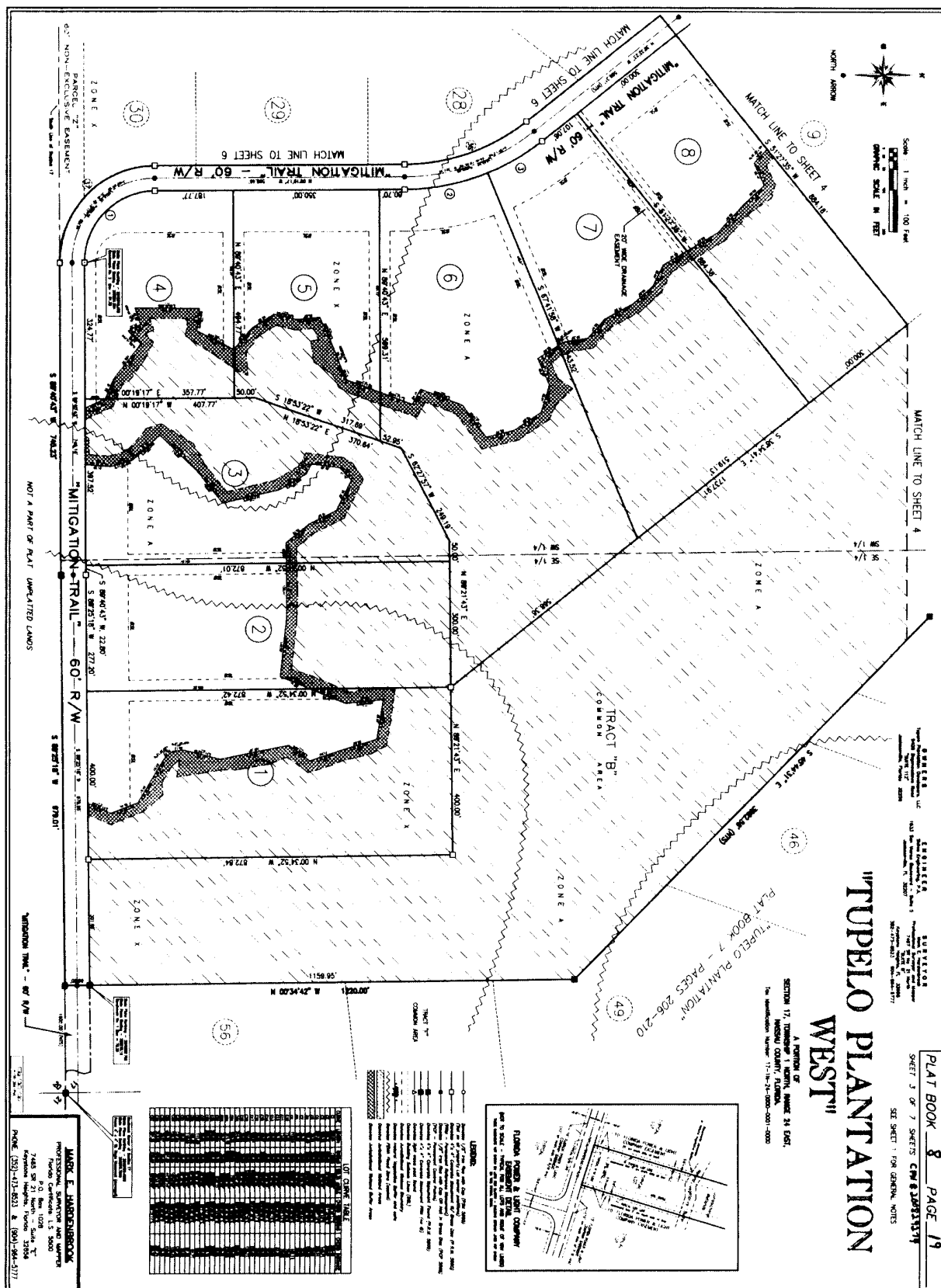
SHEET LAYOUT



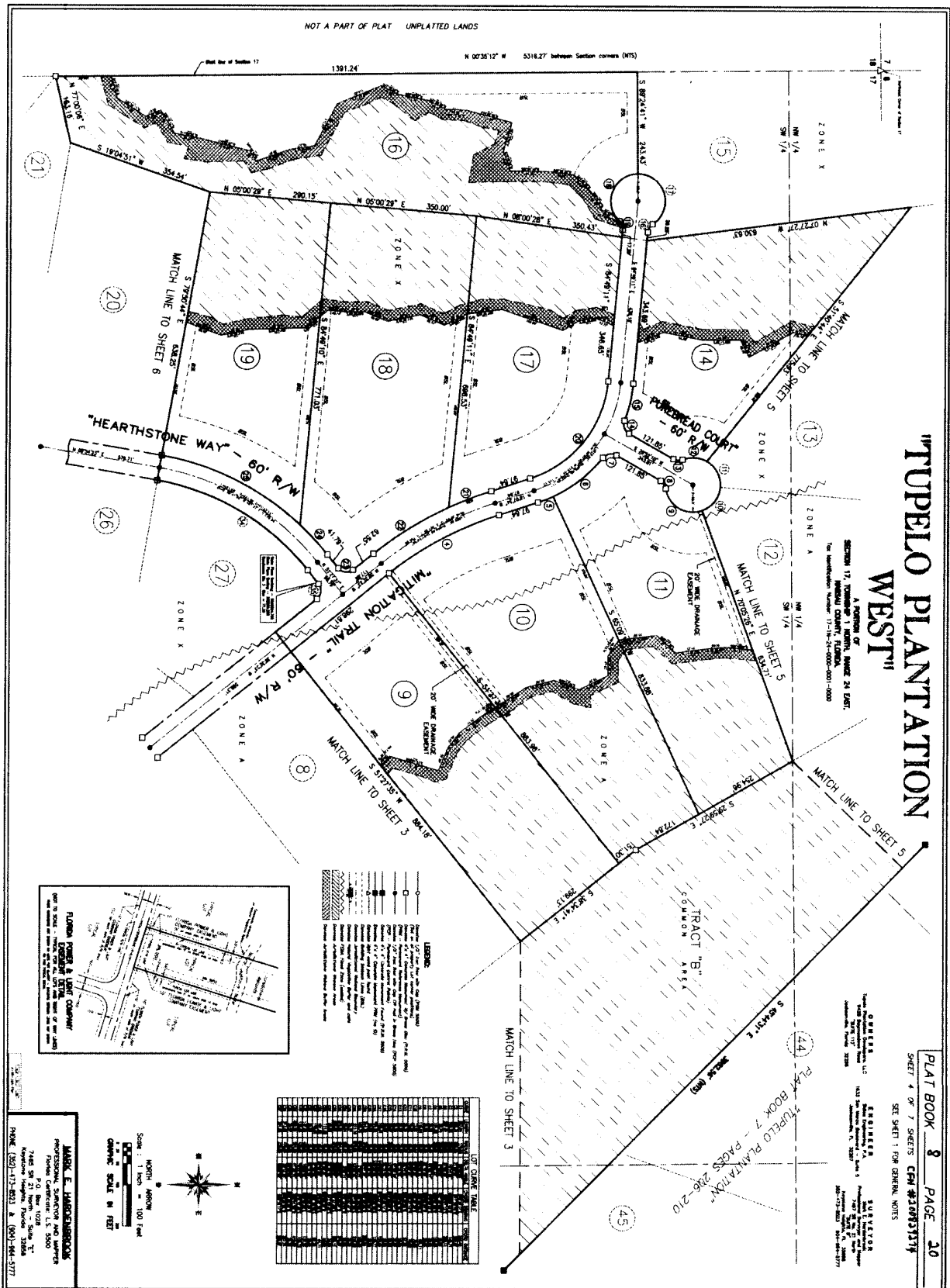
LOT #	GROSS ACRES (SQUARE FEET)	LOT #	NET ACRES (SQUARE FEET)	FINISHED FLOOR E.L.V.
1	6.01 (261,924)	1	3.48 (151,389)	78.5
2	6.01 (261,924)	2	3.48 (151,389)	78.5
3	6.01 (261,924)	3	3.48 (151,389)	78.5
4	6.01 (261,924)	4	3.48 (151,389)	78.5
5	6.01 (261,924)	5	3.48 (151,389)	78.5
6	6.01 (261,924)	6	3.48 (151,389)	78.5
7	6.01 (261,924)	7	3.48 (151,389)	78.5
8	6.01 (261,924)	8	3.48 (151,389)	78.5
9	6.01 (261,924)	9	3.48 (151,389)	78.5
10	6.01 (261,924)	10	3.48 (151,389)	78.5
11	6.01 (261,924)	11	3.48 (151,389)	78.5
12	6.01 (261,924)	12	3.48 (151,389)	78.5
13	6.01 (261,924)	13	3.48 (151,389)	78.5
14	6.01 (261,924)	14	3.48 (151,389)	78.5
15	6.01 (261,924)	15	3.48 (151,389)	78.5
16	6.01 (261,924)	16	3.48 (151,389)	78.5
17	6.01 (261,924)	17	3.48 (151,389)	78.5
18	6.01 (261,924)	18	3.48 (151,389)	78.5
19	6.01 (261,924)	19	3.48 (151,389)	78.5
20	6.01 (261,924)	20	3.48 (151,389)	78.5
21	6.01 (261,924)	21	3.48 (151,389)	78.5
22	6.01 (261,924)	22	3.48 (151,389)	78.5
23	6.01 (261,924)	23	3.48 (151,389)	78.5
24	6.01 (261,924)	24	3.48 (151,389)	78.5
25	6.01 (261,924)	25	3.48 (151,389)	78.5
26	6.01 (261,924)	26	3.48 (151,389)	78.5
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28	6.01 (261,924)	28	3.48 (151,389)	78.5
29	6.01 (261,924)	29	3.48 (151,389)	78.5
30	6.01 (261,924)	30	3.48 (151,389)	78.5



MARK E. HARRISON
PROFESSIONAL SURVEYOR AND LANDMAN
HARRIS COUNTY, TEXAS
7448 SW 21 Street, Suite 200
Houston, Texas 77058
PHONE (281) 415-8553 & (800) 944-3177



PLAT 84 N 10 20





PLAT BOOK 8 PAGE 22

