

Orange Co FL 5748461
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OR Bk 5116 Pg 1072
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This Instrument Prepared By and
Should Be Returned To:

Harold L. Downing, Esquire, of
GILES & ROBINSON, P.A.
Post Office Drawer 2631
Suite 800
390 North Orange Avenue
Orlando, Florida 32802-2361
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THIRD
AMENDMENT TO
DECLARATION OF PROTECTIVE COVENANTS
AND RESTRICTIONS FOR CONWAY GROVES

THIS THIRD AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS FOR CONWAY GROVES (the "Declaration") is made this 22 day of August, 1996, by 2728 HOLDING CORPORATION, a Nevada corporation, formerly known as CENTEX REAL ESTATE CORPORATION, whose address is 151 Southhall Lane, Suite 230, Maitland, Florida 32751 ("Declarant").

RECITALS:

The Declarant is the owner of all of the following described real property located in Seminole County, Florida, to-wit:

All of CONWAY GROVES, according to the plat thereof as recorded in Plat Book 36, Page 3, Public Records of Orange County, Florida

(the "Property");

The Declarant has imposed a Declaration of Protective Covenants and Restrictions for Conway Groves recorded March 6, 1996, at Official Records Book 5022, Page 2003, Public Records of Orange County, Florida (the "Declaration") and now seeks to amend the Declaration by the provisions herein (capitalized terms herein shall have the same meaning as those in the Declaration);

The Declaration provides that the holders of at least three-fourths (3/4) of the votes in The Conway Groves Homeowners Association, Inc., a Florida corporation not for profit (the "Association"), may change or amend any provision thereof and that the Declarant may "alter, modify, change, revoke, rescind or cancel" the Declaration without the joinder of any other Owner.

By virtue of owning all of the Property (having not yet sold any Lots or any other part of the Property), the Declarant is the holder of all of the votes in the Association and has taken all necessary action to approve this amendment.

NOW, THEREFORE, Declarant amends the Declaration as follows:

1. A new Article IIIA is hereby added as follows:

ARTICLE XVI

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ASSOCIATION TURNOVER

Section 1. Time of Turnover. The Turnover of the Neighborhood Association by the Declarant shall occur at the Association Turnover Meeting described in Section 2 below, which meeting shall take place within sixty (60) days of the occurrence of the following events, whichever occurs earliest:

- (a) August 31, 2003;
- (b) Upon voluntary conversion to Class A membership by the Declarant; or,
- (c) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

The Declarant, or its successors or assigns, shall remain a member so long as it owns a Lot or Unit subject to this Declaration.

Section 2. Procedure of Calling Association Turnover Meeting. The purpose of the Association Turnover Meeting shall be to elect directors to the Association. No more than sixty (60) days and no less than thirty (30) days prior to the Turnover meeting, the Association shall notify in writing all Members of the date, location, and purpose of the Turnover meeting.

- (a) Procedure at the Association Turnover Meeting. At the Association Turnover Meeting (whereupon the Class A Members are obligated to elect the Board of Directors and assume control of the Association), a special meeting (the "Association Turnover Meeting") of the membership shall be called in accordance with the provisions of the By-Laws for the calling of a special meeting of the membership. For the purpose of convening the Association Turnover Meeting, a quorum shall consist of at least 25% of the Members of each class of the membership. Among any other business to be presented at such meeting, nominations for places on the Board of

Directors shall be taken from the floor and election of the Board of Directors shall be made therefrom. Each Member shall have one (1) vote for every place on the Board of Directors to be filled but shall be able to cast only one (1) vote for each position to be filled (by way of example, if three (3) positions on the Board of Directors are to be filled, and five (5) persons are nominated for the three (3) positions, then each Member shall have the ability to cast one (1) vote for any three (3) candidates).

- (b) *By Written Nomination and Written Ballot If The Association Turnover Meeting Fails For Lack Of Quorum.* If a quorum is not present at the Association Turnover Meeting, then, within fourteen (14) days after the time for the Association Turnover Meeting, the Association shall send written notice to each Member that a quorum was not present and that election of Directors shall proceed by written nomination and later by written ballot. In such notice, the Association shall solicit nominations for positions on the Board of Directors and shall require that such written nominations be received by the Association within fourteen (14) days of such notice. Thereafter, the Association shall prepare a written ballot of all persons nominated and shall send such ballot to each Member with notice that the ballot must be returned to and received by the Association within fourteen (14) days of the mailing of such ballot. Those candidates receiving the most votes shall be elected to the Board of Directors and shall take office within thirty (30) days thereafter (at which time all Declarant-appointed Directors shall resign). Such an election shall be valid and effective notwithstanding the receipt by the Association of votes of less Members than required for a quorum at any duly called and authorized meeting, provided, however, that this provision shall apply only to the election of Directors at the time the Declarant turns control of the Neighborhood Association over to the Class A Members.

Section 3. *Procedure for Association Turnover Meeting.* The Association Turnover Meeting shall be conducted in accordance with the most recent revision of Robert's Rules of Order.

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IN WITNESS WHEREOF, Declarant has executed this Declaration on the day and year first above written.

S.W.
Print Name: Sheri Woodworth

2728 HOLDING CORPORATION, a Nevada corporation, formerly known as CENTEX REAL ESTATE CORPORATION

[Signature]
Print Name: Burgess N. Trank, Jr.

By: Walter A. Tilley
Walter A. Tilley, Vice President
Development, Central Florida Division

STATE OF FLORIDA
COUNTY OF ORANGE

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Orange Co FL 5748461
Recorded - Martha O. Haynie

The foregoing instrument was acknowledged before me this ___ day of August, 1996, by Walter A. Tilley, as Vice President - Development of the Central Florida Division of 2728 HOLDING CORPORATION, a Nevada corporation, formerly known as CENTEX REAL ESTATE CORPORATION, on behalf of the corporation. Said person did not take an oath and (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

[Signature]
Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

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