

PREPARED BY AND RETURN TO:
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**SECOND AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS
AND RESTRICTIONS OF WYNDWOOD AT LAKE HIGHLAND**

WHEREAS, The Amended and Restated Declaration of Covenants and Restrictions of Wyndwood at Lake Highland ("Declaration") was recorded at Official Records Book 5328, Page 828, Public Records of Polk County, Florida; and

WHEREAS, said Declaration provides in Article XV, Section 3, that the Declarant has the right to amend the Declaration.

Now, therefore, Declarant hereby amends the Declaration as follows:

1. Article I, Paragraph V, is amended to read as follows:

V. ~~"Surface Water management System"~~ shall mean that portion of the Open Space consisting of swales, inlets, culverts, retention ponds, Lakes, water management tracts, outfalls, storm drains and the like, and all connecting pipes and easements, used in connection with the retention, drainage and control of surface water.

"Surface Water Management System Facilities" shall include, but are not limited to: all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland migration areas. The Surface Water Management System Facilities are located on land that is designated common property on the plat, are located on land that is owned by the Association, or are located on land that is subject to an easement in favor of the Association and its successors.

2. Section 12 of Article XV is amended to read as follows:

Section 12. ~~Southwest Florida Water Management District. All portions of the surface water management system, including swells, inlets, culverts, retention ponds, lakes, water management tracts, outfalls, storm drains and all connecting pipes and easements related thereto shall be maintained by the Association as is required by the Southwest Florida Water Management District. Neither Declarant, Association, nor individual lot owners shall alter, destroy or otherwise modify any such areas, including, no vegetation removal or disturbance relating to the surface water management system, lakes, waterways or conservation areas without receiving the written approval of the Southwest Florida Water Management District.~~

No construction activities may be conducted relative to any portion of the Surface Water Management System Facilities. Prohibited activities include, but are not limited to: digging or excavation; depositing fill, debris or any other material or item; constructing or altering any

water control structure; or any other construction to modify the Surface Water Management System Facilities. No vegetation in these areas shall be removed, cut, trimmed or sprayed with herbicide without specific written approval from the Southwest Florida Water Management District ("SWFWMD"). Construction and maintenance activities which are consistent with the design and permit conditions approved by SWFWMD in the Environmental Resource Permit may be conducted without specific written approval from the SWFWMD.

The Association is responsible for operation and maintenance of the Surface Water Management System Facilities. Operation and maintenance and reinspection reporting shall be performed in accordance with the terms and conditions of the Environmental Resource Permit. The SWFWMD has the right to take enforcement measures, including a civil action for injunction and/or penalties, against the Association to compel it to correct any outstanding problems with the Surface Water Management System Facilities.

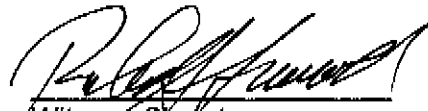
Any Amendment of this Declaration relating to the Surface Water Management System, the Surface Water Management System Facilities, or the operation and maintenance of the Surface Water Management System Facilities shall have the prior written approval of the SWFWMD. If the Association ceases to exist, all of the Lot Owners, Parcel Owners or Unit Owners shall be jointly and severally responsible for operation and maintenance of the Surface Water Management System Facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility.


This Amendment is executed on the 29 day of Nov., 2004

Village Partners,
A Florida General Partnership

BY: Investors Realty Limited, Inc.
A Florida Corporation, its General Partner



Heidi J. Marling, President


Witness Signature
Print name: RICHARD G. GREENWOOD


Witness Signature
Print name: Michael E. Wilson

STATE OF FLORIDA
COUNTY OF Orange

THE FOREGOING instrument was acknowledged before me this 29th day of November, 2004 by Heidi J. Marling, who is personally known to me or produced identification (type of identification produced). N/A


Notary Public-State of Florida
Stamp or Seal:



Shannon E. Neale
My Commission DD224925
Expires June 22, 2007