

Prepared By and Return To:
Phillip A. Pugh of
Emmanuel, Sheppard and Condon
30 South Spring Street
Pensacola, Florida 32501
850/433-6581

PLAT BOOK 9 PAGE 85

**AMENDMENT TO THE COVENANTS,
CONDITIONS AND RESTRICTIONS OF VICTORIAN
VILLAGE, A SUBDIVISION LOCATED IN THE
COUNTY OF SANTA ROSA, STATE OF FLORIDA, TO ADD
VICTORIAN VILLAGE-PHASE 3**

THIS AMENDMENT made this _____ day of _____, 2004, by **GRAND ISLE RESORTS, INC.**, a Florida corporation, and C. Paul McNemar hereinafter collectively referred to as "Declarant", joined by People's First Community Bank, as Mortgagee.

WITNESSETH

WHEREAS, Declarant executed the Covenants, Conditions and Restrictions of Victorian Village, a Subdivision located in the County of Santa Rosa, State of Florida ("Declaration") and recorded same in Official records Book 2224 at Page 1224 of the public records of Santa Rosa County, Florida; and

WHEREAS, the Declaration contemplated annexation of additional units; and

WHEREAS, Declarant executed an Amendment to the Covenants, Conditions and Restrictions of Victorian Village, a Subdivision located in the County of Santa Rosa, State of Florida, to add Victorian Village - Phase 2, and recorded same in Official Records Book 2284 at Page 1749 of the Public Records of Santa Rosa County, Florida; and

WHEREAS, Declarant now desires to further amend the Declaration to add Victorian Village-Phase 3, which is owned by Declarant and the legal description for which is as set forth on Exhibit "A", (the "Property") incorporated herein by reference.

NOW, THEREFORE, Declarant hereby declares that all of the Property described in Exhibit "A" shall be held, sold and conveyed subject to the easements, restrictions, covenants and conditions set forth in the Declaration, as same may have been previously amended and as amended by this Amendment, all of which are for the purpose of protecting the value and desirability of said Property and which shall run with the Property and be binding on all parties having any right, title or interest in the Property described in the attached Exhibit "A", or any part thereof, and on all persons deraining title through the Declarant, their respective heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

ARTICLE I
DEFINITIONS

- 1) Terms contained in this Amendment shall have same meaning as set forth in the Declaration unless specified otherwise in this Amendment.
- 2) "Amendment" shall mean this instrument entitled Amendment to the Covenants, Conditions and Restrictions of Victorian Village, a Subdivision located in the County of Santa Rosa, State of Florida to add Victorian Village-Phase 3.
- 3) "Properties" or "Property" or "Subject Property" shall now include the property described on the attached Exhibit "A".
- 4) The definition of "Common Areas" shall be expanded to include Parcel "O" and the 10 foot pedestrian easements as shown on the Plat.
- 5) The term "Plat" shall now include the plat of Victorian Village-Phase 3 recorded in the public records of Santa Rosa County.

ARTICLE II
MEMBERSHIP AND VOTING RIGHTS

It is the intention of the Declarant by this Amendment to annex the property described on the attached Exhibit "A" as Victorian Village-Phase 3, and bring same under the jurisdiction of the Association as contemplated by provisions of Article II, Section 2 and Article III, Section 7 of the Declaration.

**ARTICLE III
GENERAL PROVISIONS**

The provisions of Article III, General Provisions contained in the Declaration, shall apply to all Lots in Victorian Village-Phase 3.

**ARTICLE IV
COMMON AREAS**

The provisions of Article IV, Common Areas, contained in the Declaration shall apply to all Lots in Victorian Village-Phase 3.

**ARTICLE V
ASSESSMENTS**

The provisions of Article V, Assessments contained in the Declaration shall apply to all Lots in Victorian Village-Phase 3.

**ARTICLE VI
ARCHITECTURAL CONTROL**

The provisions of Article VI, Architectural Control, contained in the Declaration shall apply to all Lots in Victoria Village-Phase 3.

**ARTICLE VII
ADDITIONAL RESTRICTIONS**

The provisions of Article VII, Additional restrictions, contained in the Declaration shall apply, as appropriate, to all Lots in Victorian Village-Phase 3, except that all Lots in Victorian Village Phase-3 shall be exempt from the provisions of Sections 29 and 30 unless specified otherwise below.

Lot owners of Corner Lots 1, 16, 17, 25, 33, 41 and 49, Block J shall be required to construct a 5-foot wide sidewalk along the side street, which shall be located two feet from back of curb extending five feet towards side property line. The sidewalks shall extend to the curb terminating with a handicap ramp at paving level.

Lot owners of Corner Lots 1, 16, 17, 25, 33, 41 and 49, Block J shall be required to plant canopy trees along the side street line. The trees shall be spaced starting twenty-five feet from front property line and spaced no more than fifty feet on center towards the rear property line.

For purposes of setback lines, Corner Lots 1 and 16, Block J shall be considered to face Landon Court, as shown on the recorded Plat, Corner Lots 17 and 25, Block J shall be considered to face Lexa Court, as shown on the recorded Plat, Lots 33 and 41, Block J shall be considered to face Chance Court, as shown on the recorded Plat and corner Lot 49, Block J shall be considered to face to the East.

**ARTICLE VIII
LAWN IRRIGATION**

The provisions of Article VIII, Lawn Irrigation, contained in the Declaration shall apply to all Lots in Victorian Village-Phase 3.

IN WITNESS WHEREOF, the Declarant has executed this Amendment to the Covenants, Conditions and Restrictions of Victorian Village, a Subdivision located in County of Santa Rosa, State of Florida to add Victorian Village-Phase 3, this 16 day of December, 2004.

Signed, sealed and delivered in the presence of:

Brandy Wise
Print Name: Brandy Wise

Lisa A. Manfred
Print Name: Lisa A. Manfred

Signed, sealed and delivered in the presence of:

Lisa A. Manfred
Print Name: Lisa A. Manfred

Brandy Wise
Print Name: Brandy Wise

Signed, sealed and delivered in the presence of:

Kathleen Petcher
Print Name: Kathleen Petcher

Daniel L. Keenan
Print Name: Daniel L. Keenan

DECLARANT:

GRAND ISLE RESORTS, INC.
A Florida Corporation

By: Howard O. Head
Howard O. Head,
It's President

C. Paul McNemar by Jerry McNemar
C. Paul McNemar as POA

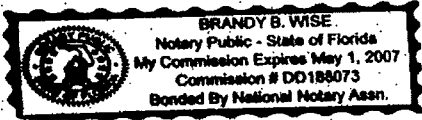
MORTGAGEE:

PEOPLE'S FIRST COMMUNITY BANK

By: Brandy Wise
Brandy Wise
Its Assistant Vice President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16th day of December, 2004, by Howard O. Head, as President of GRAND ISLE RESORTS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

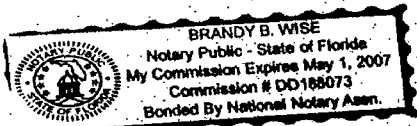


Brandy B. Wise
NOTARY PUBLIC
My Commission Expires:

(SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16th day of December, 2004, by C. Paul McNemar. He is personally known to me or has produced _____ as identification. By Terry L. McNemar, by P.O.A

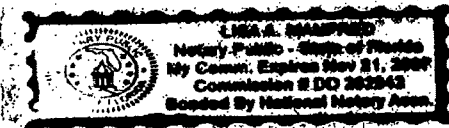


Brandy B. Wise
NOTARY PUBLIC
My Commission Expires:

(SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16 day of December, 2004, by Brandy Wise, as Assistant Vice President of People's First Community Bank, on behalf of the bank. She is personally known to me or has produced _____ as identification.



Lisa A. Manfred
NOTARY PUBLIC
My Commission Expires:



(SEAL)

Prepared By and Return To:
Phillip A. Pugh of
Emmanuel, Sheppard and Condon
30 South Spring Street
Pensacola, Florida 32501
File No. H0116-104969

**JOINDER BY OWNER
IN THE PLAT OF VICTORIAN VILLAGE – PHASE 3**

Grande Isle Resorts, Inc., a Florida corporation, and C. Paul McNemar whose mailing address is: 221 Garden Street, Suite 7-W, Pensacola, Florida 32501, hereby joins in and ratifies the Plat of Victorian Village – Phase 3, as recorded in Plat Book 9 at page 85 of the public records of Santa Rosa County, Florida, together with all dedications and reservations thereon.

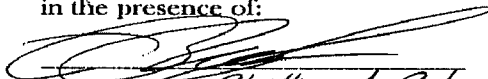
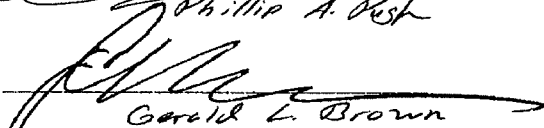
Signed, sealed and delivered
in the presence of:

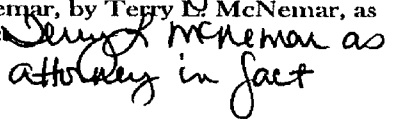

Phillip A. Pugh

Patricia Soliver
Patricia Soliver

GRANDE ISLE RESORTS, INC.,
a Florida corporation

By: 
Howard O. Head, President

Signed, sealed and delivered
in the presence of:



Phillip A. Pugh

Gerald L. Brown

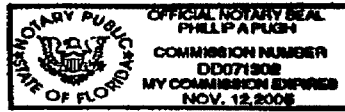
C. Paul McNemar by
C. Paul McNemar, by Terry L. McNemar, as
attorney in fact 
attorney in fact

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29th day of April,
2005, by Howard O. Head, as President of Grande Isle Resorts, Inc., a Florida corporation, on behalf

of the corporation, who personally appeared before me and is personally known to me.


Notary Public *Phillip A. Pugh*



STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this May 2 day of May, 2005, by Terry L. McNemar as Attorney in Fact for C. Paul McNemar, who personally appeared before me and is personally known to me.


Notary Public *Phillip A. Pugh*

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This instrument prepared by:
Phillip A. Pugh, of
EMMANUEL, SHEPPARD & CONDON
30 South Spring Street
Post Office Drawer 1271
Pensacola, Florida 32596
File No. H0116-104969

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that Grande Isle Resorts, Inc., a Florida corporation, and C. Paul McNemar ("Grantors") whose mailing address is: 221 Garden Street, Suite 7-W, Pensacola, Florida 32501, for and in consideration of Ten Dollars and other good and valuable considerations, the receipt of which is hereby acknowledged, grants, bargains, sells, aliens, remises, releases, conveys and confirms unto Victorian Village Homeowners Association, Inc., a Florida not-for-profit corporation, ("Grantee") whose mailing address is: 221 Garden Street, Suite 7-W, Pensacola, Florida 32501, its heirs, executors, administrators, successors and assigns, forever, the following described real property, situate, lying and being in the County of ~~Escambia~~, State of Florida, to-wit:
Santa Rosa,

Parcel O and the 10 foot wide public pedestrian easements as shown on the Plat of Victorian Village - Phase 3, recorded in Plat Book 9 at Page 85 of the Public Records of Santa Rosa County, Florida.

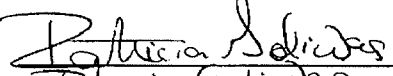

To have and to hold unto the said Grantee, its heirs, successors and assigns, forever.

Together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining, free from all exemptions and right of homestead.

The Grantor hereby covenants with said Grantee that the Grantor is lawfully seized of said land in fee simple; that the Grantor has good right and lawful authority to sell and convey said land; that the Grantor hereby fully warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever; and that said land is free of all encumbrances, except taxes accruing subsequent to December 31, 2004.

IN WITNESS WHEREOF, the said corporation, Grantor, in pursuance of due and legal action of its stockholders and Board of Directors, has executed these presents, causing its name to be signed by its President, and its corporate seal to be affixed hereto this 29th day of April, 2005.

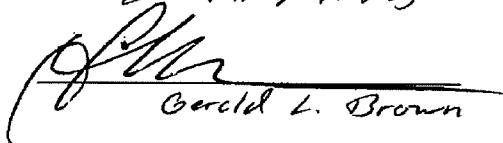
Signed, sealed and delivered
in the presence of:


Patricia Golicwes

Phillip A. Pugh

GRANDE ISLE RESORTS, INC.,
a Florida corporation
By: 
Howard O. Head, President

Signed, sealed and delivered
in the presence of:

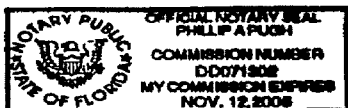

Phillip A. Pugh


Gerald L. Brown

C. Paul McNemar by Terry E. McNemar
C. Paul McNemar, by Terry E. McNemar, as attorney in
fact as a attorney in fact

STATE OF FLORIDA
COUNTY OF ESCAMBIA

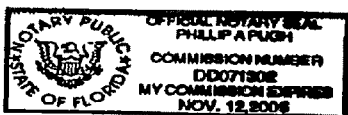
The foregoing instrument was acknowledged before me this 29 day of April, 2005, by Howard O. Head, as President of Grande Isle Resorts, Inc., a Florida corporation, on behalf of the corporation, who personally appeared before me and is personally known to me.




Notary Public Phillip A. Pugh

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 2 day of May, 2005, by Terry L. McNemar as Attorney in Fact for C. Paul McNemar, who personally appeared before me and is personally known to me.




Notary Public Phillip A. Pugh