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25.8.82

Prepared by/Record and return to:

Davage J. Runnels, III
Hall & Runnels, P.A.
36468 Emerald Coast Parkway, Suite 2201
Destin, Florida 32541

FILE # 1657562 RCD: Oct 26 1998 @ 03:37PM
Newman C. Brackin, Clerk, Okaloosa Cnty Fl

Cross - Reference to Declaration recorded in Official Records Book 1869 at Page 1878, amended at Book 2128 at Page 1074, further amended at Book 2143 at Page 1239, all of the Public Records of Okaloosa County, Florida.

(This Space Provided for Recording Information)

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR KELLY PLANTATION
(Stonebridge, Phase I)

THIS SUPPLEMENTAL DECLARATION is made this 20 day of October, 1998, by Kelly Plantation Partners, a Florida general partnership (hereinafter, with its successors and assigns, referred to as "Declarant").

WITNESSETH:

WHEREAS, on October 10, 1994, Declarant filed that certain Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation (the "Declaration"), which was recorded in Official Records Book 1869 at Page 1878, et seq., of the Public Records of Okaloosa County; and

WHEREAS, on February 13, 1998, Declarant amended the Declaration by filing that certain Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2128 at Page 1080, et seq., of the Public Records of Okaloosa County, Florida (the "First Amendment"); and

WHEREAS, on April 17, 1998, Declarant further amended the Declaration by filing that certain Supplemental Declaration of Covenants, Conditions, and Restrictions for Kelly Plantation, which was recorded in Official Records Book 2143 at Page 1239, et seq., of the Public Records of Okaloosa County, Florida (the "Carriage Place Amendment"); and

WHEREAS, Article VII, Section 7.1 of the Declaration, the Declarant may subject the real property described on Exhibit "B" thereto to the provisions of the Declaration; and

WHEREAS, Declarant is the owner of the real property described on Exhibit "A" attached hereto (the "Stonebridge, Phase I Property"), which real property is part of the real property described on Exhibit "B" to the Declaration; and

WHEREAS, Declarant desires to submit the Stonebridge, Phase I Property to the provisions of the Declaration, as amended by the First Amendment and the Carriage Place Amendment; and

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NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration, Declarant hereby subjects the real property described on Exhibit "A" attached hereto to the provisions of the Declaration, as amended, and to the provisions of this Supplemental Declaration, which shall apply to such property in addition to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Declaration, as amended, both of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be binding upon the Kelly Plantation Owners' Association, Inc. (the "Association") in accordance with the terms of the Declaration.

ARTICLE I
Definitions

The definitions set forth in Article I of the Declaration and the First Amendment are incorporated herein by reference.

ARTICLE II
Neighborhood Designations

Pursuant to Section 3.4(a) of the First Amendment, the real property described on Exhibit "A" attached hereto shall be assigned to the Neighborhood hereby designated as the Stonebridge Neighborhood.

ARTICLE III
Amendments

3.1 **By Declarant.** Until termination of the Class "B" membership in the Association, Declarant may unilaterally amend this Supplemental Declaration for any purpose. Thereafter, Declarant may unilaterally amend this Supplemental Declaration if such amendment is necessary (a) to bring any provision into compliance with any applicable governmental statute, rule, regulation, or judicial determination; (b) to enable any reputable title insurance company to issue title insurance coverage on the Units within the Stonebridge Neighborhood; (c) to enable any institutional or governmental lender or purchaser of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to make or purchase mortgage loans on Units within the Stonebridge Neighborhood; (d) to enable any governmental agency or reputable private insurance company to insure mortgage loans on the Units located within the Stonebridge Neighborhood; or (e) to satisfy the requirements of any governmental agency, provided such amendment does not adversely affect the title to any Unit within the Stonebridge Neighborhood without the Owner's written consent. The Declarant may also unilaterally amend this Supplemental Declaration at any time for the purpose of submitting additional property to the terms hereof or revising the description of property on Exhibit "A" to reflect revisions to recorded plats, or to redesignate Neighborhoods.

3.2 **By Owners.** Except as provided above and otherwise specifically provided herein, this Supplemental Declaration may be amended only by the affirmative vote or written consent, or any combination thereof, of 75% of the Owners of the Units within the Stonebridge Neighborhood, the written consent of the Association acting upon resolution of its Board of Directors, and, so long as Declarant has an option to subject additional property to the Declaration, the consent of the Declarant.

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Notwithstanding the above, no amendment adopted pursuant to this Section shall be effective to withdraw the real property herein from the provisions of the Declaration unless also approved by the Voting Members representing 75% of the total Class "A" votes in the Association and by the Class "B" Member, if such exists. The percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required to be taken under that clause. To be effective, any amendment must be recorded in the Public Records of Okaloosa County.

If an Owner consents to any amendment to this Supplemental Declaration, it will be conclusively presumed that such Owner has the authority to so consent, and no contrary provision in any Mortgage or contract between the Owner and a third party will affect the validity of such amendment.

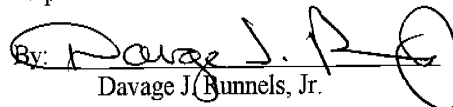
No amendment may remove, revoke, or modify any right or privilege of Declarant without its written consent.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Amended and Restated Declaration this 20 day of October, 1998.

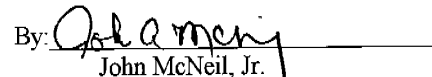
KELLY PLANTATION PARTNERS, a Florida general partnership

By: Its General Partners

By: EMERALD COAST 300, INC., a Florida corporation

By: 
Davage J. Bunnels, Jr.
Its: President

By: BLOUNT/McNEIL, Inc., a Florida corporation

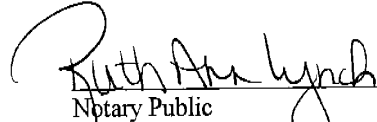
By: 
John McNeil, Jr.
Its: President

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STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 20th day of October, 1998, by Davage J. Runnels, Jr., as President of Emerald Coast 300, Inc., a Florida corporation, and by John McNeil, Jr., as President of Blount/McNeil, Inc., a Florida corporation, on behalf of such corporations and as general partners of Kelly Plantation Partners, a Florida general partnership. Such persons are personally known to me.



Notary Public
My Commission Expires:

(Affix Seal)

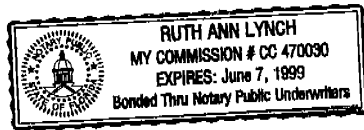


EXHIBIT "A"

STONEBRIDGE PHASE I AT KELLY PLANTATION
 A PARCEL OF LAND SITUATED IN UNSECTIONALIZED TOWNSHIP 2 SOUTH, RANGE 22 WEST, OKALOOSA COUNTY, FLORIDA. SAID PARCEL LYING SOUTH OF CHOCTAWHATCHEE BAY, WEST OF THE MID BAY BRIDGE ROAD, AND NORTH OF STATE ROAD No. 30 (U.S. 98) AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCE AT THE NORTHEAST CORNER OF LOT 1 OF CARRIAGE PLACE AT KELLY PLANTATION AS RECORDED IN PLAT BOOK 17, PAGES 83 AND 84 OF THE OFFICIAL RECORDS OF OKALOOSA COUNTY, FLORIDA. THENCE RUN S87°13'15"E FOR 103.33 FEET TO THE WESTERLY RIGHT OF WAY OF KELLY PLANTATION DRIVE; THENCE RUN N37°00'22"E ALONG SAID RIGHT OF WAY FOR 40.32 FEET; THENCE RUN S57°25'45"E FOR 166.97 FEET TO THE EASTERLY RIGHT OF WAY OF KELLY PLANTATION DRIVE AND THE POINT OF BEGINNING. THENCE RUN N28°00'43"E ALONG SAID EASTERLY RIGHT OF WAY FOR 114.97 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE TO THE NORTHWEST AND HAVING A RADIUS OF 505.00 FEET AND A CENTRAL ANGLE OF 29°37'19" (CHORD = 258.19 FEET; CHORD BEARING = N13°12'04"E) THENCE RUN NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 261.08 FEET; THENCE DEPARTING SAID RIGHT OF WAY RUN S10°39'47"E FOR 222.23 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE TO THE NORTHWEST AND HAVING A RADIUS OF 100.00 FEET AND A CENTRAL ANGLE OF 163°34'25" (CHORD = 197.95 FEET; CHORD BEARING = N87°33'01"E) THENCE RUN NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 285.49 FEET TO THE POINT OF TANGENCY. THENCE RUN N05°45'48"E FOR 495.51 FEET; THENCE RUN S06°03'34"E FOR 233.20 FEET; THENCE RUN S28°05'08"E FOR 34.30 FEET; SAID POINT BEING ON A CURVE CONCAVE TO THE SOUTH AND HAVING A RADIUS OF 140.00 FEET AND A CENTRAL ANGLE OF 53°06'25" (CHORD = 125.17 FEET; CHORD BEARING = N88°28'04"E) THENCE RUN NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 129.76 FEET TO THE POINT OF REVERSE CURVATURE OF A CURVE CONCAVE TO THE NORTHWEST AND HAVING A RADIUS OF 35.00 FEET AND A CENTRAL ANGLE OF 74°16'55" (CHORD = 42.26 FEET; CHORD BEARING = N77°52'49"E) THENCE RUN NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 45.38 FEET TO THE POINT OF COMPOUND CURVATURE OF A CURVE CONCAVE TO THE NORTHWEST AND HAVING A RADIUS 366.16 FEET AND A CENTRAL ANGLE OF 18°27'59" (CHORD = 117.50 FEET; CHORD BEARING = N31°30'22"E) THENCE RUN NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 118.01 FEET TO THE POINT OF TANGENCY. THENCE RUN N22°16'29"E FOR 115.63 FEET; THENCE RUN N60°09'06"W FOR 276.31 FEET; THENCE RUN N28°21'11"E FOR 181.16 FEET; THENCE RUN N45°23'10"E FOR 656.18 FEET; THENCE RUN N59°00'16"W FOR 227.91 FEET; THENCE RUN N00°38'17"W FOR 351.76 FEET; THENCE RUN N77°54'06"E 223.08 FEET; THENCE RUN S68°13'01"E FOR 264.76 FEET; SAID POINT BEING ON A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 384.34 FEET AND A CENTRAL ANGLE OF 06°26'00" (CHORD = 43.13 FEET; CHORD BEARING = N38°04'46"E) THENCE RUN NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 43.15 FEET TO THE POINT OF COMPOUND CURVATURE OF A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 369.96 FEET AND A CENTRAL ANGLE OF 30°55'58" (CHORD = 197.32 FEET; CHORD BEARING = N56°45'45"E) THENCE RUN NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 199.73 FEET; THENCE DEPARTING SAID CURVE RUN S17°46'16"E FOR 50.00 FEET; THENCE RUN S19°16'03"E FOR 198.32 FEET; SAID POINT BEING ON A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 100.00 FEET AND A CENTRAL ANGLE OF 78°13'51" (CHORD = 126.18 FEET; CHORD BEARING = S48°43'40"W) THENCE RUN SOUTHWESTERLY ALONG SAID CURVE AN ARC DISTANCE OF 136.54 FEET TO THE POINT OF TANGENCY. THENCE RUN S09°36'44"W FOR 776.98 FEET; THENCE RUN S42°01'38"W FOR 432.03 FEET; THENCE RUN N47°58'22"W FOR 64.74 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 175.00 FEET AND A CENTRAL ANGLE OF 195°58'02" (CHORD = 346.61 FEET; CHORD BEARING = S34°02'38"W) THENCE RUN SOUTHWESTERLY ALONG SAID CURVE AN ARC DISTANCE OF 598.55 FEET TO THE POINT OF TANGENCY. THENCE RUN S63°56'23"E FOR 552.91 FEET; THENCE RUN S02°03'54"E FOR 622.32 FEET; THENCE RUN S66°16'57"W FOR 140.20 FEET; THENCE RUN S88°25'49"W FOR

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281.34 FEET; THENCE RUN $970^{\circ}03'27''$ W FOR 113.65 FEET; THENCE RUN $986^{\circ}07'13''$ W FOR 317.00 FEET; THENCE RUN $N83^{\circ}38'40''$ W FOR 247.65 FEET; THENCE RUN $N54^{\circ}51'52''$ W FOR 103.66 FEET; THENCE RUN $N84^{\circ}10'24''$ W FOR 190.85 FEET; THENCE RUN $S72^{\circ}54'46''$ W FOR 68.72 FEET; SAID POINT BEING ON A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 175.00 FEET AND A CENTRAL ANGLE OF $95^{\circ}08'09''$ (CHORD = 258.33 FEET; CHORD BEARING = $S00^{\circ}43'27''$ W) THENCE RUN SOUTHWESTERLY ALONG SAID CURVE AN ARC DISTANCE OF 290.58 FEET TO THE AFOREMENTIONED EASTERLY RIGHT OF WAY OF KELLY PLANTATION DRIVE. SAID POINT BEING ON A CURVE CONCAVE TO NORTHEAST AND HAVING A RADIUS OF 570.00 FEET AND A CENTRAL ANGLE OF $74^{\circ}50'12''$ (CHORD = 692.85 FEET; CHORD BEARING = $N09^{\circ}24'57''$ W) THENCE RUN NORTHWESTERLY ALONG SAID CURVE OF SAID RIGHT OF WAY AN ARC DISTANCE OF 744.50 FEET TO THE POINT OF TANGENCY AND THE POINT OF BEGINNING. SAID PARCEL CONTAINING 49.509 ACRES MORE OR LESS.

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