

**AMENDMENT TO THE DECLARATION
WESTBROOKE**

This Amendment to the Declaration, made this 29th day of May, 1996, by Lennar Homes, Inc. ("Lennar").

WITNESSETH:

WHEREAS, there is recorded in Official Records Book 3535 at Page 1779 of the Public Records of Brevard County, Florida, a certain Declaration ("Declaration"); and

WHEREAS, Article XVII, Section 5 of the Declaration provides for the amendment of the Declaration by the Developer without the approval or joinder of the Owners or the Association, if required to do so to comply with the Rules and Regulations of the Federal National Mortgage Association, the Federal Housing Administration, the Veterans Administration or any other similar governmental institutional agency which desires to hold, insure or guaranty a mortgage on all or any part of the Project; and

WHEREAS, Federal Housing Administration will not insure mortgages in the Project unless the amendments set forth below are made to the Declaration, the By-Laws and the Articles of Incorporation; and

WHEREAS, Article XI of the Articles of Incorporation provides for amendment to the Articles of Incorporation by the assent of not less than sixty-seven percent (67%) of the total number of votes in each class membership; and

WHEREAS, Article XIII, Section 1 of the By-Laws provides for the amendment of the By-Laws by vote of a majority of a quorum of members present in person or by proxy; and

WHEREAS, Lennar is the owner of 100% of the Lots in the Project, and is therefore the holder of 100% of the votes of the Association, and as such is authorized to amend the Declaration, the Articles of Incorporation and the By-Laws of the Association.

NOW, THEREFORE, the following amendments are made to the Declaration:

1. Article II, Paragraph E is hereby amended to read, in its entirety, as follows:

"The right of the Association to dedicate, sell or transfer all or any part of the Common Open Space to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed upon in an instrument signed by two-thirds (2/3) of each class of members of the Association and said instrument has been recorded. In addition, so long as there is a Class B membership, such dedication, sale or transfer shall require the approval of the Veterans Administration ("VA") and/or the Federal Housing Administration ("FHA") while either of such entities has an interest."

2. Article XVII, Section 7 is hereby amended to read, in its entirety, as follows:

"Section 7. FHA and/or VA Approval. Notwithstanding anything to the contrary set forth in this Declaration, so long as there is a Class "B" member and while either of such entities has an interest, the prior approval of the FHA and/or VA shall be required for (i) annexation of property; (ii) Amendments to this Declaration; or (iii) dissolution, merger or consolidation of the Association.

3. Article XIII, Section 1 of the By-Laws, attached to the Declaration as Exhibit "C", are hereby amended to read to read, in their entirety, as follows:

THIS INSTRUMENT PREPARED BY:
Morris J. Watsky, Esq.
Seven Hundred N.W. 107 Ave.
Miami, Florida 33172

Communities/Single Family/Westbrooke
Amend/Declaration/May 29, 1996 (ja)



CFN 96100114

06-10-96 08:58 am

OR Book/Page: 3578 / 3783

Sandy Crawford

Clerk Of Courts, Brevard County

#Pgs: 4	#Names: 2	
Trust: 2.50	Rec: 17.00	Serv 0.00
Dead: 0.00		Excise: 0.00
Mtg: 0.00		Int Tax: 0.00

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration and/or the Veterans Administration, while either of such entities has an interest, shall have the right to veto any of the above while there is a Class B membership.

4. Article XV of the Articles of Incorporation is hereby amended as shown on the Amendment to Articles of Incorporation attached hereto as Exhibit "A".

In all other respects, the Declaration and Exhibits thereto shall remain in full force as recorded.

WITNESSES:

Janet S. English
Name: JANET S. ENGLISH

Beatrice S. Preblod
Name: BEATRICE S. PREBLOD

LENNAR HOMES, INC.

By: M. E. Saleda
M. E. Saleda, Vice President

Attest: M. J. Watsky
Morris J. Watsky, Asst. Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Amendment to Declaration was acknowledged before me this 29th day of May, 1996, by M. E. Saleda and Morris J. Watsky, as Vice President and Assistant Secretary of Lennar Homes, Inc., a Florida corporation, on behalf of the Corporation. They are personally known to me and did not take an oath.

Janet S. English
Notary Public, State of Florida



CFN 96100114
OR Book/Page: 3578/ 3784

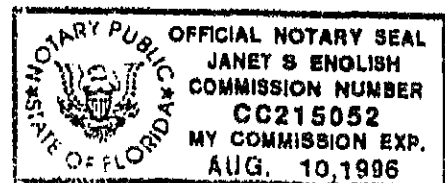


EXHIBIT "A"

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
WESTBROOKE HOMEOWNERS ASSOCIATION, INC.

The undersigned, Kathy B. Harter, being President of WESTBROOKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, not-for-profit, (the "Corporation"), incorporated July 11, 1995, under Document No. N95000003289, does hereby certify, attest and serve notice, pursuant to the provisions of Section 617.1002 of the Florida Business Corporation Act, that Article IV, Section (f) of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE XV
FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal housing Administration and the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized and directed by all of the members of the Corporation by Consent of the members of the Corporation dated as of the 29th day of May, 1996. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in her capacity as aforesated as of the 29th day of May, 1996, on behalf of the Corporation.

WESTBROOKE HOMEOWNERS
ASSOCIATION, INC.

BY: Kathy B. Harter

Kathy B. Harter, President

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF BREVARD }

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of May, 1996, by Kathy B. Harter, as President, and on behalf of Westbrooke Homeowners Association, Inc., a Florida corporation, not-for-profit; such individual is personally known to me and did not take an oath.

Vera V. Muller
NOTARY PUBLIC, State of Florida

This instrument prepared by:
Morris J. Watsky, Esquire
700 N. W. 107 Avenue
Miami, Florida 33172
Telephone: 305-229-6429

My Commission Expires:



VERA V. MULLER
My Comm Exp. 10/15/99
Bonded By Service Ins
No. CC501993-
Known Other



CFN 96100114

OR Book/Page: 3578/ 3785

CONSENT IN LIEU OF MEETING
OF BOARD OF DIRECTORS OF
WESTBROOKE HOMEOWNERS ASSOCIATION, INC.

The undersigned, as all of the Directors of WESTBROOKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, do hereby consent to the following action of the Board of Directors of Westbrooke Homeowners Association, Inc.:

RESOLVED, that Article IV, Section (f) of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE XV
FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal housing Administration and the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

DATED this 29th day of May, 1996.



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OR Book/Page: 3578 / 3786

Kathy B. Harter, Director

Jody Mykwick, Director

Michael Webb, Director



CFN 99080354

04-22-99 02:38 pm

OR Book/Page: 3999 / 3596

HC
Prepared by and Return to:
David G. Larkin, Esq.
James H. Fallace & Assoc., P.A.
1900 S. Hickory Street
Melbourne, FL 32901

Sandy Crawford

Clerk Of Courts, Brevard County

#Pgs: 3	#Names: 2	
Trust: 2.00	Rec: 13.00	Serv: 0.00
Land: 0.00		Excise: 0.00
Mtg: 0.00		nt Tax: 0.00

SECOND AMENDMENT TO THE DECLARATION FOR WESTBROOKE

This SECOND AMENDMENT TO THE DECLARATION FOR WESTBROOKE, is executed this 19 day of April, 1999 by the Westbrooke Homeowners' Association, Inc. ("Association") and by Lennar Homes, Inc. as the Developer.

RECITALS

A. Pursuant to Article XVII, Section 4 of the Declaration of Westbrooke as recorded in Official Records Book 3535, Page 1779, and amended by that Amendment recorded in Official Records Book 3578, Page 3783, all of the Public Records of Brevard County, Florida (the "Declaration"), the Declaration may be amended upon the written consent of 66 and 2/3rds or more of Owners/Members owning Undeveloped Lots and Homes within Westbrooke.

B. The Association and the Developer desires to amend Article XIII, Section 11 of the Declaration entitled "Parking" to increase the maximum capacity for any truck or van to be permitted within Westbrooke from a three-quarter (3/4) ton to a one(1) ton capacity and to amend Article XVII, Section 4 to correct a scrivener's error and ambiguity therein.

C. The Association, having obtained the written consent of more than 66 and 2/3rds of the Owners of Undeveloped Lots or Homes within Westbrooke as shown upon recorded subdivision plats, or plats for the Project and the consent of the Developer, desires to amend the Declaration pursuant to this Amendment.

AMENDMENT

NOW THEREFORE, the above Recitals are expressly incorporated into this Amendment by this reference and the Declaration is amended as follows:

1. The first sentence of Article XIII, Section 11, of the Declaration shall be amended to read as follows:

No truck or van with more than a one (1) ton capacity or any truck with other than standard size tires, no commercial vehicles, no house or travel trailer, motor home, camper, or boat trailer shall be parked in the project, except that it may be parked in the garage, or



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JR Book/Page: 3999 / 3597

in a fenced-in side or back yard as long as the yard is fenced and no part of the vehicle is visible to the public.

2. Article XVII, Section 4 of the Declaration shall be amended to read as follows:

Declaration and Amendment. The Covenants and Restrictions of this Declaration shall run with and bind the land for a term of twenty (20) years from the date this Declaration is recorded, after which time they shall be automatically extended for successive periods of ten (10) years. This Declaration may be amended upon the execution and recordation of an instrument approved by Members/Owners of the Association holding at least 66 and 2/3rds of all voting interests (Class A and Class B) in the Association, taken in accordance with the Articles of Incorporation and Bylaws for the Association. Notwithstanding the above, (i) there will be no Amendment to the provisions of this Declaration pertaining to the maintenance of common open space without the prior consent of the City of West Melbourne, Florida; and (ii) Developer will have the right to amend this Declaration pursuant to Article XVII without the consent of any Owners and/or Mortgagees. Any Amendment must be recorded.

3. All other provisions of the Declaration not specifically amended or modified herein, shall remain in full force and effect, and in the event of any conflict between any term or provision herein and the Declaration, this Second Amendment shall govern and control.

This Second Amendment to the Declaration for Westbrooke is executed the day and year first indicated above.

WITNESSES:

Linda Jacobs
Witness Signature

LINDA JACOBS

Print Witness Name

Charlotte A. Storm
Witness Signature

Charlotte A. Storm
Print Witness Name

WESTBROOKE HOMEOWNERS'
ASSOCIATION, INC.

By: Laureen Ramsey
Laureen Ramsey, President

Attest: Elaine Exhmann
Secretary
(Corporate Seal)



CFN 99080354

OR Book/Page: 3999 / 3598

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of APRIL, 1999, by Laureen Ramsey as President, and on behalf of Westbrooke Homeowners' Association, Inc., a Florida corporation, not-for-profit, who is personally known to me, or who has produced PERS. KNOWN as identification, and who did take an oath.

Tracy Thompson
Notary Public Signature

TRACY THOMPSON
Print Notary Public Name

My Commission Expires: 9-11-02



**AMENDMENT TO THE DECLARATION
WESTBROOKE**

This Amendment to the Declaration, made this 29th day of May, 1996, by Lennar Homes, Inc. ("Lennar").

WITNESSETH:

WHEREAS, there is recorded in Official Records Book 3535 at Page 1779 of the Public Records of Brevard County, Florida, a certain Declaration ("Declaration"); and

WHEREAS, Article XVII, Section 5 of the Declaration provides for the amendment of the Declaration by the Developer without the approval or joinder of the Owners or the Association, if required to do so to comply with the Rules and Regulations of the Federal National Mortgage Association, the Federal Housing Administration, the Veterans Administration or any other similar governmental institutional agency which desires to hold, insure or guaranty a mortgage on all or any part of the Project; and

WHEREAS, Federal Housing Administration will not insure mortgages in the Project unless the amendments set forth below are made to the Declaration, the By-Laws and the Articles of Incorporation; and

WHEREAS, Article XI of the Articles of Incorporation provides for amendment to the Articles of Incorporation by the assent of not less than sixty-seven percent (67%) of the total number of votes in each class membership; and

WHEREAS, Article XIII, Section 1 of the By-Laws provides for the amendment of the By-Laws by vote of a majority of a quorum of members present in person or by proxy; and

WHEREAS, Lennar is the owner of 100% of the Lots in the Project, and is therefore the holder of 100% of the votes of the Association, and as such is authorized to amend the Declaration, the Articles of Incorporation and the By-Laws of the Association.

NOW, THEREFORE, the following amendments are made to the Declaration:

1. Article II, Paragraph E is hereby amended to read, in its entirety, as follows:

"The right of the Association to dedicate, sell or transfer all or any part of the Common Open Space to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed upon in an instrument signed by two-thirds (2/3) of each class of members of the Association and said instrument has been recorded. In addition, so long as there is a Class B membership, such dedication, sale or transfer shall require the approval of the Veterans Administration ("VA") and/or the Federal Housing Administration ("FHA") while either of such entities has an interest."

2. Article XVII, Section 7 is hereby amended to read, in its entirety, as follows:

"Section 7. FHA and/or VA Approval. Notwithstanding anything to the contrary set forth in this Declaration, so long as there is a Class "B" member and while either of such entities has an interest, the prior approval of the FHA and/or VA shall be required for (i) annexation of property; (ii) Amendments to this Declaration; or (iii) dissolution, merger or consolidation of the Association.

3. Article XIII, Section 1 of the By-Laws, attached to the Declaration as Exhibit "C", are hereby amended to read to read, in their entirety, as follows:

THIS INSTRUMENT PREPARED BY:
Morris J. Watsky, Esq.
Seven Hundred N.W. 107 Ave.
Miami, Florida 33172

Communities/Single Family/Westbrooke
Amend/Declaration/May 29, 1996 (je)



CFN 96100114

06-10-96 08:58 am

OR Book/Page: 3578 / 3783

Sandy Crawford

Clerk Of Courts, Brevard County

#Pgs: 4

#Names: 2

Trust: 2.50

Rec: 17.00

Serv 0.00

Dead: 0.00

Excise: 0.00

Mtg: 0.00

Int Tax: 0.00

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration and/or the Veterans Administration, while either of such entities has an interest, shall have the right to veto any of the above while there is a Class B membership.

4. Article XV of the Articles of Incorporation is hereby amended as shown on the Amendment to Articles of Incorporation attached hereto as Exhibit "A".

In all other respects, the Declaration and Exhibits thereto shall remain in full force as recorded.

WITNESSES:

Janet S. English
Name: JANET S. ENGLISH

Beatrice S. Preblod
Name: BEATRICE S. PREBLOD

LENNAR HOMES, INC.

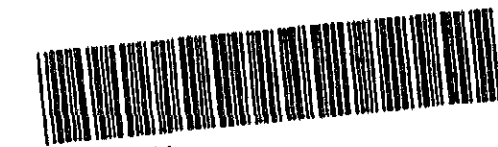
By: M. E. Saleda
M. E. Saleda, Vice President

Attest: Morris J. Watsky
Morris J. Watsky, Asst. Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Amendment to Declaration was acknowledged before me this 29th day of May, 1996, by M. E. Saleda and Morris J. Watsky, as Vice President and Assistant Secretary of Lennar Homes, Inc., a Florida corporation, on behalf of the Corporation. They are personally known to me and did not take an oath.

Janet S. English
Notary Public, State of Florida



CFN 96100114
OR Book/Page: 3578/ 3784

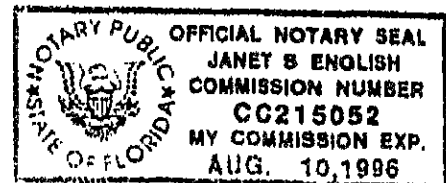


EXHIBIT "A"

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
WESTBROOKE HOMEOWNERS ASSOCIATION, INC.

The undersigned, Kathy B. Harter, being President of WESTBROOKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, not-for-profit, (the "Corporation"), incorporated July 11, 1995, under Document No. N95000003289, does hereby certify, attest and serve notice, pursuant to the provisions of Section 617.1002 of the Florida Business Corporation Act, that Article IV, Section (f) of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE XV
FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal housing Administration and the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized and directed by all of the members of the Corporation by Consent of the members of the Corporation dated as of the 29th day of May, 1996. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in her capacity as aforestated as of the 29th day of May, 1996, on behalf of the Corporation.

WESTBROOKE HOMEOWNERS
ASSOCIATION, INC.

BY: Kathy B. Harter

Kathy B. Harter, President

[CORPORATE SEAL]

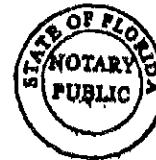
STATE OF FLORIDA
COUNTY OF BREVARD }

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of May, 1996, by Kathy B. Harter, as President, and on behalf of Westbrooke Homeowners Association, Inc., a Florida corporation, not-for-profit; such individual is personally known to me and did not take an oath.

Vera V. Muller
NOTARY PUBLIC, State of Florida

This instrument prepared by:
Morris J. Watsky, Esquire
700 N. W. 107 Avenue
Miami, Florida 33172
Telephone: 305-229-6429

My Commission Expires:



VERA V. MULLER
My Comm Exp. 10/15/99
Bonded By Service Ins
No. CC501993-
[Signature] Known [Signature] Other



CFN 96100114

OR Book/Page: 3578/ 3785

CONSENT IN LIEU OF MEETING
OF BOARD OF DIRECTORS OF
WESTBROOKE HOMEOWNERS ASSOCIATION, INC.

The undersigned, as all of the Directors of WESTBROOKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, do hereby consent to the following action of the Board of Directors of Westbrooke Homeowners Association, Inc.:

RESOLVED, that Article IV, Section (f) of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE XV
FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal housing Administration and the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

DATED this 29th day of May, 1996.



CFN 96100114

OR Book/Page: 3578 / 3786

Kathy B. Harter, Director

Jody Mikvicka, Director

Michael Webb, Director