

Return to: (enclose self-addressed stamped envelope)

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This Instrument Prepared by:

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**SECOND AMENDMENT TO SECOND AMENDED AND RESTATED
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR
TESORO**

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THIS SECOND AMENDMENT TO SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR TESORO (this "Second Amendment") is made and entered into as of the 16 day of February, 2005 by Ginn-LA St. Lucie Ltd., L.L.L.P., a Georgia limited liability limited partnership (together with its successors and assigns, herein called "Declarant"), and is joined in by Tesoro Property Owners Association, Inc., a Florida corporation not-for-profit ("POA").

W I T N E S S E T H:

WHEREAS, Declarant and POA executed that certain Second Amended and Restated Declaration of Covenants, Restrictions and Easements for Tesoro, dated as of August 22, 2003, and recorded on September 19, 2003 in Official Records Book 1803, Page 898, records of the Clerk of the Circuit Court of St. Lucie County, Florida (the "Declaration"), which Declaration relates to a residential community called "Tesoro"; and

WHEREAS, the Declaration contemplates that, upon issuance of a South Florida Water Management District ("SFWMD") permit for Tesoro, the Declaration would be amended to include a copy of such permit; and

WHEREAS, Declarant and POA executed that certain First Amendment to Second Amended and Restated Declaration of Covenants, Restrictions and Easements for Tesoro, dated as of August 13, 2004, and recorded in Official Records Book 2075, Page 1983, records of the Clerk of the Circuit Court of St. Lucie County, Florida (the "First Amendment"), which First Amendment amended the Declaration to include a copy of SFWMD Permit No. 56-01730-P; and

WHEREAS, another SFWMD permit has been issued with respect to Tesoro, and Declarant and POA desire to further amend the Declaration to include a copy of such additional permit.

NOW, THEREFORE, pursuant to and in consideration of the powers of Declarant under the Declaration, the Declaration is hereby amended as follows:

1. Exhibit E of the Declaration is hereby amended to incorporate therein a copy of SFWMD Permit Modification No. 56-00332-S-09, in the form attached hereto.

2. Except as expressly amended hereby, the Declaration shall remain in full force and effect as written.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment as of the 16 day of February, 2005.

DECLARANT:

WITNESSES AS TO DECLARANT:

GINN-LA ST. LUCIE LTD., L.L.L.P., a Georgia limited liability limited partnership

Cynthia S. Ford
Signature
Print Name Cynthia S. Ford

By: Ginn-St. Lucie GP, LLC, a Georgia limited liability company, its sole general partner

Rosemarie Cannon
Signature
Print Name Rosemarie Cannon

By: Alton E. Jones
Alton E. Jones, Vice President

WITNESSES AS TO ASSOCIATION:

POA:

TESORO PROPERTY OWNER'S ASSOCIATION, INC., a Florida Corporation not for profit

Cynthia S. Ford
Signature
Print Name Cynthia S. Ford

By: Alton E. Jones
Alton E. Jones, President

Rosemarie Cannon
Signature
Print Name Rosemarie Cannon

STATE OF FLORIDA)
) SS
COUNTY OF MARTIN)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by ALTON E. JONES, the Vice President of GINN-ST. LUCIE GP, LLC, a Georgia limited liability company, the sole general partner of GINN-LA St. Lucie Ltd., L.L.L.P., a Georgia limited liability limited partnership, freely and voluntarily under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. ALTON E. JONES is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of FEBRUARY, 2005.



Kathleen Kirshtein
Notary Public, State of Florida at Large

My Commission Expires: 7/31/06

KATHLEEN KIRSCHTEIN
Typed, Printed or Stamped Name of Notary Public

STATE OF FLORIDA)
) SS
COUNTY OF Martin)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by ALTON E. JONES, the President of TESORO PROPERTY OWNER'S ASSOCIATION, INC., a Florida corporation not for profit, freely and voluntarily under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. ALTON E. JONES is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of FEBRUARY, 2005.



Kathleen Kirshtein
Notary Public, State of Florida at Large

My Commission Expires: 7/31/06

KATHLEEN KIRSCHTEIN
Typed, Printed or Stamped Name of Notary Public

ADDITION TO EXHIBIT "E" TO DECLARATION

South Florida Water Management District Permit Modification No. 56-00332-S-09



FORM #0115
Rev. 08/95

SOUTH FLORIDA WATER MANAGEMENT DISTRICT
SURFACE WATER MANAGEMENT

PERMIT MODIFICATION NO. 56-00332-S-09

DATE ISSUED: JULY 14, 2004

PERMITTEE: GIN-LA ST LUCIE LTD LLLP
(TESORO PARCEL 14 PLAT 11)
3228 SW MARTIN DOWNS BLVD STE.
PALM CITY, FL 34994

ORIGINAL PERMIT ISSUED: MARCH 15, 2001

ORIGINAL PROJECT DESCRIPTION: MODIFICATION FOR CONCEPTUAL APPROVAL OF THE OVERALL WATERVILLE GOLF AND COUNTRY CLUB DEVELOPMENT, AND CONSTRUCTION AND OPERATION OF THE MASTER SURFACE WATER MANAGEMENT SYSTEM GOLF COURSE AREA AND ENTRANCE ROAD.

APPROVED MODIFICATION: CONSTRUCTION AND OPERATION MODIFICATION OF A SURFACE WATER MANAGEMENT SYSTEM TO SERVE A 71.78 ACRE PHASE OF RESIDENTIAL DEVELOPMENT WITHIN THE TESORO DEVELOPMENT, TO BE KNOWN AS TESORO PARCEL 14 PLAT 11.

PROJECT LOCATION: ST LUCIE COUNTY, SECTION 34 TWP 37S RGE 40E

PERMIT DURATION: See Special Condition No. 1. See attached Rule 40E-4.321, Florida Administrative Code.

This Permit Modification is approved pursuant to Application No. 031217-13, dated December 9, 2003. Permittee agrees to hold and save the South Florida Water Management District and its successors harmless from any and all damages, claims or liabilities which may arise by reason of the construction, operation, maintenance or use of any activities authorized by this Permit. This Permit is issued under the provisions of Subsections 373.414(11)-(16), Florida Statutes(F.S.), and the Operating Agreement Concerning Regulation Under Part IV, Chapter 373 F.S. between South Florida Water Management District and the Department of Environmental Protection. Issuance of this Permit constitutes certification of compliance with state water quality standards where necessary pursuant to Section 401, Public Law 92-500, 33 USC Section 1341, unless this Permit is issued pursuant to the net improvement provisions of Subsections 373.414(1)(b), F.S., or as otherwise stated herein.

This Permit Modification may be revoked, suspended, or modified at any time pursuant to the appropriate provisions of Chapter 373, F.S., and Sections 40E-4.351(1), (2), and (4), Florida Administrative Code (F.A.C.). This Permit Modification may be transferred pursuant to the appropriate provisions of Chapter 373, F.S., and Sections 40E-1.6107(1) and (2), and 40E-4.351(1), (2), and (4), F.A.C.

All specifications and special and limiting/general conditions attendant to the original Permit, unless specifically rescinded by this or previous modifications, remain in effect.

This Permit Modification shall be subject to the Limiting Conditions set forth in Rule 40E-4.381, F.A.C., unless waived or modified by the Governing Board. The Application, and Surface Water Management Staff Review Summary of the Application, including all conditions, and all plans and specifications incorporated by reference, are a part of this Permit Modification. All activities authorized by this Permit Modification shall be implemented as set forth in the plans, specifications, and performance criteria as set forth and incorporated in the Surface Water Management Staff Review Summary. Within 30 days after completion of construction of the permitting activity, the Permittee shall submit a written statement of completion and certification by a registered professional engineer or other appropriate individual, pursuant to the appropriate provisions of Chapter 373, F.S. and Sections 40E-4.361 and 40E-4.381, F.A.C.

In the event the property is sold or otherwise conveyed, the Permittee will remain liable for compliance with this Permit until transfer is approved by the District pursuant to Rule 40E-1.6107, F.A.C.

SPECIAL AND LIMITING CONDITIONS ARE AS FOLLOWS:

- SEE PAGES 2 - 3 OF 1 (15 SPECIAL CONDITIONS).
- SEE PAGES 4 - 5 OF 1 (19 LIMITING CONDITIONS).

PERMIT MODIFICATION APPROVED BY THE GOVERNING BOARD OF THE SOUTH FLORIDA WATER MANAGEMENT DISTRICT

FILED WITH THE CLERK OF THE
SOUTH FLORIDA WATER MANAGEMENT DISTRICT

ON ORIGINAL SIGNED BY:
ELIZABETH VEGUILLA
BY _____
DEPUTY CLERK

ORIGINAL SIGNED BY:
LORI OJALA
BY _____
SECRETARY

SPECIAL CONDITIONS

1. The construction phase of this permit shall expire on July 15, 2009.
2. Operation of the surface water management system shall be the responsibility of TESORO PROPERTY OWNERS ASSOCIATION. Within one year of permit issuance or concurrent with the engineering certification of construction completion, whichever comes first, the permittee shall submit a copy of the recorded deed restrictions (or declaration of condominium, if applicable), a copy of the filed articles of incorporation, and a copy of the certificate of incorporation for the association.
3. Discharge Facilities: Through previously permitted facilities.
4. The permittee shall be responsible for the correction of any erosion, shoaling or water quality problems that result from the construction or operation of the surface water management system.
5. Measures shall be taken during construction to insure that sedimentation and/or turbidity violations do not occur in the receiving water.
6. The District reserves the right to require that additional water quality treatment methods be incorporated into the drainage system if such measures are shown to be necessary.
7. Lake side slopes shall be no steeper than 4:1 (horizontal:vertical) to a depth of two feet below the control elevation. Side slopes shall be nurtured or planted from 2 feet below to 1 foot above control elevation to insure vegetative growth, unless shown on the plans.
8. Facilities other than those stated herein shall not be constructed without an approved modification of this permit.
9. A stable, permanent and accessible elevation reference shall be established on or within one hundred (100) feet of all permitted discharge structures no later than the submission of the certification report. The location of the elevation reference must be noted on or with the certification report.
10. The permittee shall provide routine maintenance of all of the components of the surface water management system in order to remove all trapped sediments/debris. All materials shall be properly disposed of as required by law. Failure to properly maintain the system may result in adverse flooding conditions.
11. Minimum building floor elevation: BASIN: 400 - 14.98 feet NGVD.
12. Minimum road crown elevation: Basin: 400 - 12.48 feet NGVD.
13. All special conditions and exhibits previously stipulated by permit number 56-00332-09 remain in effect unless otherwise revised and shall apply to this modification.
14. Silt screens, hay bales, turbidity screens/barriers or other such sediment control measures shall be utilized prior to and during construction. The selected sediment control measure shall be installed at the limits of construction and around all mitigation areas and shall be properly "trenched" etc, in accordance

with Exhibit No. 3. All areas shall be stabilized and vegetated immediately after construction to prevent erosion into the wetlands and upland buffer zones.

15. This permit supersedes Application No. 021025-5 of District Permit Number 56-00332-S-09.

LIMITING CONDITIONS

1. The permittee shall implement the work authorized in a manner so as to minimize any adverse impact of the works on fish, wildlife, natural environmental values, and water quality. The permittee shall institute necessary measures during the construction period, including full compaction of any fill material placed around newly installed structures, to reduce erosion, turbidity, nutrient loading and sedimentation in the receiving waters.
2. Water quality data for the water discharged from the permittee's property or into surface waters of the State will be submitted to the District as required by Section 5.9, "Basis of Review for Surface Water Management Permit Applications within South Florida Water Management District". Parameters to be monitored may include those listed in Chapter 62-302, F.A.C.. If water quality data is required, the permittee shall provide data on volumes of water discharged, including total volume discharged during the days of sampling and total monthly discharges from the property or into surface waters of the State.
3. This permit shall not relieve the permittee of any obligation to obtain necessary federal, State, local or special district approvals.
4. The operation phase of this permit will not become effective until the District's acceptance of certification of the completed surface water management system. The permittee shall request transfer of the permit to the responsible operation entity accepted by the District, if different from the permittee. The transfer request can be submitted concurrently with the construction completion certification.
5. All road elevations shall be set in accordance with the criteria set forth in Section 6.5, "Basis of Review for Surface Water Management Permit Applications within South Florida Water Management District".
6. All building floor elevations shall be set in accordance with the criteria set forth in Section 6.4, "Basis of Review for Surface Water Management Permit Applications within South Florida Water Management District".
7. Off-site discharges during construction and development will be made only through the facilities authorized by this permit.
8. A permit transfer to the operation phase shall not occur until a responsible entity meeting the requirement in Section 9.0, "Basis of Review for Surface Water Management Permit Applications within South Florida Water Management District" has been established to operate and maintain the system. The entity must be provided with sufficient ownership or legal interest so that it has control over all water management facilities authorized herein.
9. The permit does not convey to the permittee any property rights or privileges other than those specified in the permit and Chapter 40E-4, F.A.C..
10. The permittee shall hold and save the District harmless from any and all damages, claims, or liabilities which may arise by reason of the construction, operation, maintenance or use of any facility authorized by the permit.
11. This permit is issued based on the applicant's submitted information which reasonably demonstrates that adverse water resource related impacts will not be caused by the completed permit activity. Should any adverse impacts caused by the

completed surface water management system occur, the District will require the permittee to provide appropriate mitigation to the District or other impacted party. The District will require the permittee to modify the surface water management system, if necessary, to eliminate the cause of the adverse impacts.

12. Within 30 days of issuance of this permit, the permittee or authorized agent shall notify the District (via the supplied construction commencement notice or equivalent) of the actual or anticipated construction start date and the expected completion date.
13. When the duration of construction exceeds one year, the permittee or authorized agent shall submit construction status reports on an annual basis (via the supplied annual status report or equivalent) beginning one year after the initial commencement of construction.
14. Within 30 days after completion of construction of the surface water management system, the permittee or authorized agent shall file a written statement of completion and certification by a Florida registered professional engineer. These statements must specify the actual date of construction completion and must certify that all facilities have been constructed in substantial conformance with the plans and specifications approved by the District (via the supplied construction completion/certification or equivalent). The construction completion certification must include, at a minimum, existing elevations, locations and dimensions of the components of the water management facilities. Additionally, if deviations from the approved drawings are discovered during the certification process, the certification must be accompanied by a copy of the approved permit drawings with deviations noted:
15. Within 30 days of any sale, conveyance or other transfer of any of the land which is proposed for development under the authorization of this permit, the permittee shall notify the District of such transfer in writing via either Form 0483, Request for Permit Transfer; or Form 0920, Request for Transfer of Surface Water Management Construction Phase to Operation Phase (to be completed and submitted by the operating entity), in accordance with Sections 40E-1.6105 AND 40E-4.351, F.A.C..
16. A prorated share of surface water management retention/detention areas, sufficient to provide the required flood protection and water quality treatment, must be provided prior to occupancy of any building or residence.
17. A stable, permanent and accessible elevation reference shall be established on or within one hundred (100) feet of all permitted discharge structures no later than the submission of the certification report. The location of the elevation reference must be noted on or with the certification report.
18. It is the responsibility of the permittee to insure that adverse off-site water resource related impacts do not occur during construction.
19. The permittee must obtain a Water Use permit prior to construction dewatering, unless the work qualifies for a general permit pursuant to Subsection 40E-20.302(4), F.A.C..

SURFACE WATER MANAGEMENT

CHAPTER 40E-4 (4/94)

40E-4.321 Duration of Permits

(1) Unless revoked or otherwise modified pursuant to Rules 40E-4.331 and 40E-4.441, F.A.C., the duration of a surface water management permit issued under this chapter is as follows:

(a) Two years from the date of issuance for Conceptual Approval, unless within that period an application for a construction and operation permit is filed for any portion of the project. If an application for a construction and operation permit is filed, then the Conceptual Approval remains valid until final action is taken on the application. If the application is granted, then the Conceptual Approval is valid for an additional two years from the date of issuance of the construction and operation permit.

Conceptual Approvals which have no applications for construction and operation filed for a period of two years will expire automatically.

(b) Five years from the date of issuance for a construction permit.

(c) Perpetual for an operation permit.

(2) The Governing Board shall issue permit extensions provided that a permittee files a written request with the District showing good cause. For the purpose of this rule, good cause shall mean a set of extenuating circumstances outside of the control of the permittee. Requests for extensions, which shall include documentation of the extenuating circumstances and how they have delayed this project, will not be accepted more than 180 days prior to the expiration date.

(3) For a Conceptual Approval filed concurrently with a development of regional impact (DRI) application for development approval (ADA) and a local government comprehensive amendment, the duration of the Conceptual Approval shall be two years from whichever one of the following occurs at the latest date:

(a) the effective date of the local government's comprehensive plan amendment,

(b) the effective date of the local government development order, or

(c) the date on which the district issues the Conceptual Approval, or

(d) the latest date of the resolution of any Chapter 120 or other legal appeals.

(4) Substantial modifications to Conceptual Approvals will extend the duration of the Conceptual Approval for two years from the date of issuance of the modification. For the purposes of this section, the term "substantial modification" shall mean a modification which is reasonably expected to lead to substantially different water resource or environmental impacts which require a detailed review.

(5) Modifications to construction permits issued pursuant to a formal permit application extend the duration of the permit for three years from the date of issuance of the modification. Construction permit modifications do not extend the duration of a Conceptual Approval.

(6) Permit modifications issued pursuant to subsection 40E-4.331(2)(b), F.A.C. (letter modifications) do not extend the duration of a permit.

Specific authority 373.044, 373.113 F.S. Law Implemented 373.413, 373.416(1) F.S. History—New 9-3-81, Amended 1-31-82, 12-1-82, Formerly 16K-4.07(4), Amended 7-1-86, 4/20/94.