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and to be returned to:
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5(B)

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**FOURTH AMENDMENT TO DECLARATION
OF COVENANTS, RESTRICTIONS,
CONDITIONS AND EASEMENTS
OF
HARBOUR ISLAND AT MARSH LANDING**

THIS AMENDMENT is made this 12th day of MARCH, 1998 by
FLETCHER REALTY III, INC., a Florida corporation ("Developer").

RECITALS

A. Developer subjected certain lands owned by it to the Declaration of Covenants, Restrictions, Conditions and Easements of Harbour Island at Marsh Landing recorded in Official Records Book 997, page 1273 of the public records of St. Johns County, Florida, as such instrument has been amended ("Declaration").

B. From time to time, Developer has subjected additional lands owned by it to the terms and conditions of the Declaration pursuant to Supplemental Declarations recorded in the public records of St. Johns County, Florida ("Supplemental Declarations").

C. Pursuant to the terms of Paragraph XIV.4, the Supplemental Declarations may contain modifications and additions to the covenants, conditions and restrictions contained in the Declaration.

D. Pursuant to the term of Paragraph XVII.3, the Developer has the right to amend the Declaration and Supplemental Declarations, as the Developer may deem necessary or convenient to supplement the terms and conditions of the Declaration.

E. In connection with the development of certain Lots, Developer has determined that the set back requirements for such Lots should be modified in order to promote the orderly development of the Property.

F. Developer desires to amend the Declaration and Supplemental Declarations to clarify the set back restrictions for the construction of Dwelling Units on the Property.

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NOW, THEREFORE, in consideration of the premises, Developer hereby amends the Declaration as follows:

1. Paragraph V.6(c) of the Declaration is hereby amended in its entirety as follows:

"(c) Set Back Restrictions. The set back restrictions are established with respect to the construction of liveable, enclosed, heated floor area of any Dwelling Units and shall be made by the ARB in accordance with any applicable governmental regulations. The minimum set back lines shall be:

(1) Units One and Five

(A) Front Set Back Lines - 35 feet measured from front lot line.

(B) Side Set Back Lines - 15 feet from side lot lines.

(C) Back Set Back Lines - 30 feet from rear lot line or from top of bank on lake lots or from Wetland boundary on marsh lots abutting the Wetland Preserve.

(D) Corner Lots - 25 feet on each side that faces the roads, as measured from the lot lines.

(2) Units Three and Four. The set back lines for Lots in Units Three and Four vary from Lot to Lot and shall be in accordance with the schedule set forth in Exhibit A attached hereto and made a part hereof.

(3) Harbour Island Estates. The set back lines for the Lots in the Harbour Island Estates vary from Lot to Lot and shall be in accordance with the schedule set forth in Exhibit B attached hereto and made a part hereof.

Notwithstanding the foregoing, the adoption of the foregoing set back restrictions shall be applicable to all construction commenced after the recording of this Amendment and will not be enforced retroactively with respect to any Dwelling Unit constructed on the date of recording this Amendment.

The ARB may grant waivers of a set back restriction for an individual Lot (provided it is permitted under governmental regulations) where in its opinion and sole discretion, taking into consideration the preservation of trees, the maintenance of overall aesthetics in the area or such other reasons as the ARB may deem beneficial or advisable and the ARB may consider the overall effect if the building plot incorporates more than one Lot."

2. Except as modified herein, all terms and conditions of the Declaration as Amended and Supplemental Declarations remain in full force and effect.

IN WITNESS whereof, the undersigned set their hands and seals this 12th day of MARCH, 1998.

FLETCHER REALTY III, 'INC., a Florida corporation

By: Stephen D. Melching
Print Name STEPHEN D. MELCHING
Its VICE PRES.



STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 12th day of MARCH, 1998, by STEPHEN D. MELCHING, VICE PRESIDENT of FLETCHER REALTY III, INC., a Florida corporation, on behalf of the corporation. He/she is personally known to me/has produced _____ as identification.

Gloria Broadus
Printed/Typed Name: Gloria Broadus
Notary Public-State of Florida
Commission Number: _____



GLORIA BROADUS
MY COMMISSION # 00438322 EXPIRES
March 19, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

HARBOUR ISLAND UNIT 3 BUILDING SETBACK REQUIREMENTS

LOT	FRONT	REAR	(FACING LOT)	
			RIGHT	LEFT
1.	15'	15'	ZERO side 6' or 12' open side	6"
2.	15'	15'	12'	3'
3.	15'	15'	6"	3'
4.	15'	15'	ZERO side 6' or 12' open side	20'
5.	15'	15'	12'	3'
6.	15'	15'	6"	3'
7.	15'	15'	3'	6"
8.	15'	15'	3'	12'
9.	15'	15'	3'	12'
10.	15'	15'	3'	12'
11.	15'	15'	6"	12'
12.	15'	15'	12'	6"
13.	15'	15'	12'	3'
14.	15'	15'	15'	3'
17.	15'	15'	12'	3'
18.	15'	15'	12'	3'
20.	15'	15'	12'	3'
21.	15'	15'	12'	3'
22.	15'	15'	12'	3'
23.	15'	15'	12'	3'
24.	15'	15'	12'	3'
25.	15'	15'	12'	3'
26.	15'	15'	12'	3'
27.	15'	15'	12'	3'
28.	15'	15'	12'	3'
29.	15'	15'	6"	3'

HARBOUR AND UNIT 4 BUILDING SETBACK REQUIREMENTS

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LOT	FRONT	REAR	(FACING LOT)	
			RIGHT	LEFT
1.	15'	15'	6"	ZERO SIDE 6' OR 12' OPEN SIDE
2.	15'	15'	12'	3'
3.	15'	15'	12'	3'
4.	15'	15'	6'	12'
5.	15'	15'	12'	3'
6.	15'	15'	12'	3'
7.	15'	15'	12'	3'
8.	20'	15'	20'	3'
9.	15'	15'	3'	10'
10.	15'	15'	3'	12'
11.	15'	15'	3'	12'
12.	15'	15'	6"	12'
13.	15'	15'	12'	6"
14.	15'	15'	12'	3'
15.	15'	15'	12'	3'
16.	15'	15'	12'	3'
17.	15'	15'	20'	3'

FLETCHER REALTY III
 REVISED SEPTEMBER 16, 1997

SET BACK REQUIREMENTS FOR HARBOUR ISLAND ESTATES			
LOTS	FRONT	REAR	SIDE
1	100'	40' from bulkhead or property line, see note below.	15'
2	100'	"	20'
3	100'	"	20'
4	150'	"	20'
5	200'	"	20'
6	250'	"	20'
7	250'	"	20'
8	250'	"	20'
9	250'	"	20'
10	250'	"	20'
11	200'	"	20'
12	200'	"	20'
13	250'	"	20'
14	250'	"	
15	ARB approval required		
16	100'	40'	30'
17	150'	40'	17.5'
18	150'	40'	20'
19	150'	40'	20'
20	200'	40'	South lake 40' / North 20'
21	50'	40'	20'
22	50'	40'	20'
23	50'	40'	20'
24	50'	40'	South 40' / North 20'

Lots 1 through 20 - if a guest home of up to 1500 square feet is included then the front set back shall be reduced by 50 feet. i.e. if the set back for lot 4 is 150 feet and the plans include a guest house then the set back may be reduced to 100'.

Lots 1 through 14 are adjacent to the Intercoastal Waterway.

Some of the foregoing lots have an additional 40 feet or more of land between their back property line and the finished bulkhead; in these lots the building restriction line will be the same as the back property line. If there is less than 40 feet between the back property line and the bulkhead then the 40' minimum set back from the bulkhead will apply. Building restriction lines include swimming pools and swimming pool enclosures.