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This instrument prepared by:
Robert G. Cuff
ITT Community Development Corporation
1 Corporate Drive
Palm Coast, Florida 32151

OFF REC 0498 0971

**FIRST SUPPLEMENT TO
DECLARATION AND GENERAL PROTECTIVE COVENANTS
FOR
LAKE FOREST NORTH HOMEOWNERS ASSOCIATION OF PALM COAST**

This First Supplement to the Declaration and General Protective Covenants for Lake Forest North Homeowners Association of Palm Coast ("First Supplement") is made this 15th day of October, 1993, by ITT COMMUNITY DEVELOPMENT CORPORATION, a Delaware corporation ("Declarant").

WHEREAS, Declarant recorded the Declaration and General Protective Covenants for Lake Forest North Homeowners Association of Palm Coast, dated November 17, 1989, and recorded on December 1, 1989, in Official Records Book 415, Pages 30-103, of the Public Records of Flagler County, Florida ("Declaration");

WHEREAS, Declarant, pursuant to the provisions of the Declaration, including, but not limited to, the provisions of Article II thereof, reserved the right to add additional property to the Lake Forest North Homeowners Association of Palm Coast and modify the provisions of the Declaration applicable to all or a portion of the Committed Property;

WHEREAS, Declarant now desires to subject the real property described in Exhibit A attached to the terms of the Declaration and make such real property Committed Property, as that term is defined in the Declaration;

WHEREAS, Declarant further desires to amend certain provisions of the Declaration with respect to the operation and maintenance of the surface water management system for the Committed Property;

NOW, THEREFORE, in consideration of the premises and covenants herein contained, Declarant hereby declares that:

1. The words and phrases used herein which are defined in the Declaration shall have the meanings set forth in the Declaration, except if the context thereof clearly indicates otherwise. In addition, the following definitions shall apply to this Supplement and the Declaration as amended:

(a) "First Supplemental Plat" shall mean the plat of Lake Forest North Phase II, as recorded in Map Book 30, Pages 7 & 8, of the Public Records of Flagler County, Florida and attached to this First Supplement as a portion of Exhibit B.

(b) "Surface Water or Stormwater Management System" shall mean a system which is designed and constructed or

implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42, Florida Administrative Code. Except as otherwise specifically excepted herein, all Surface Water or Stormwater Management Systems located on the Committed Property shall be part of the Common Areas of Lake Forest North and shall be maintained by the Association as part of the Operating Expenses.

2. Article VI, Section 1 of the Declaration is hereby amended by adding the following language to the existing text:

The Association shall be responsible for the maintenance, operation and repair of the surface water or stormwater management system. Maintenance of the surface water or stormwater management system shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the surface water or stormwater management system shall be as permitted, or, if modified, as approved by the St. Johns River Water Management District.

3. Article XIII, Section 4 of the Declaration is hereby amended by adding the following language to the existing text:

Any provision of this Declaration relating to the maintenance, operation or repair of the surface water or stormwater management system may be enforced by the St. Johns River Water Management District.

4. Article XIII, Section 5 of the Declaration is hereby amended by adding the following language to the existing text:

In the case of any surface water or stormwater management system which is maintained by the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with § 40C-42.027, Florida Administrative Code and be approved by the St. Johns River Water Management District prior to any termination, dissolution or liquidation of the Association. If such dedication is refused acceptance, which refusal in the case of the County shall be by formal resolution of the Board of County Commissioners, such assets shall be granted, conveyed and assigned to any corporation not for profit, association, trust or other organization to be devoted to

purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

5. Article XIII, Section 7 of the Declaration is hereby amended by adding the following language to the existing text:

Any amendment to this Declaration which alters any surface water or stormwater management system, beyond the maintenance in its original condition, including the water management portions of the Common Areas, must have the prior approval of the St. Johns River Water Management District.

6. The real property described in Exhibit A, attached hereto is hereby declared to be Committed Property and subject to the Declaration. The Committed Property added to Lake Forest North by this First Supplement shall have the classifications shown on the First Supplemental Property Plan, attached hereto as Exhibit B. The First Supplemental Property Plan, including the First Supplemental Plat, are hereby incorporated into the original Property Plan for Lake Forest North (Exhibit D to the Declaration). The Committed Property, including the portion of the Committed Property added by this First Supplement, shall be owned, used, sold, conveyed, encumbered, demised, occupied and mortgaged subject to the provisions of the Declaration and this First Supplement, which shall run with the Committed Property and shall be binding on all parties having any right, title or interest in that property or any part thereof, their heirs, legal representatives, successors, successors in title and assigns.

IN WITNESS WHEREOF, Declarant has caused these presents to be signed by the President of ITT COMMUNITY DEVELOPMENT CORPORATION, a Delaware corporation, this 15th day of October, 1993.

WITNESSES:

DECLARANT:

ITT COMMUNITY DEVELOPMENT CORPORATION

Arlene Wilson
Arlene Wilson

By: James E. Gardner
James E. Gardner, President

Debra K. Reigler
Debra K. Reigler

Attest: Robert G. Cuff
Robert G. Cuff, Secretary



(Additional Signatures and Acknowledgements on Next Page)

JOINED BY OWNERS' ASSOCIATION:

LAKE FOREST NORTH HOMEOWNERS ASSOCIATION OF PALM COAST, INC.

Kathleen J. Ross
KATHLEEN J. ROSS

By: Steven A. Tubbs
Steven Tubbs, President

Delna K. Bryant
Delna K. Bryant

Attest: Jean McKinstry
Jean McKinstry, Secretary

STATE OF FLORIDA)
COUNTY OF FLAGLER) SS:

The foregoing instrument was acknowledged before me this 15th day of October, 1993, by James E. Gardner and Robert G. Cuff, as President and Secretary, respectively, of ITT COMMUNITY DEVELOPMENT CORPORATION, a Delaware corporation. They are personally known to me and did not take an oath.

Victoria P. Gard
NOTARY PUBLIC, STATE OF FLORIDA
[SEAL]

My Commission Expires:
VICTORIA P. GARD
MY COMMISSION # CC 202009 EXPIRES
June 1, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF FLAGLER) SS:

The foregoing instrument was acknowledged before me this 15th day of October, 1993, by Steven Tubbs and Jean McKinstry, as President and Secretary, respectively, of LAKE FOREST NORTH HOMEOWNERS ASSOCIATION OF PALM COAST, INC., a Florida corporation not for profit. They are personally known to me and did not take an oath.

Victoria P. Gard
NOTARY PUBLIC, STATE OF FLORIDA
[SEAL]

My Commission Expires:
VICTORIA P. GARD
MY COMMISSION # CC 202009 EXPIRES
June 1, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

LEGAL DESCRIPTION:

A parcel of land being a portion of Reserved Parcels "A" and "B" Country Club Cove Section-8 Palm Coast, Map Book 6, Pages 28 through 33, said parcel lying in Government Section 45, Township 11 South, Range 31 East, Flagler County, Florida, being more particularly described as follows:


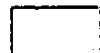

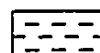
The POINT OF BEGINNING being the southeasterly corner of Reserved Parcel "A" of said Country Club Cove Section-8 thence South 63°20'59" West along the northerly right-of-way line of Palm Coast Parkway a distance of 200.00 feet, thence departing said right-of-way North 26°39'01" West along the Easterly Boundary of the Subdivision Plat Lake Forest North recorded in Map Book 28, Pages 57 and 58, a distance of 533.81 feet, thence North 76°24'35" East a distance of 205.31 feet, thence South 26°39'01" East along the westerly right-of-way line of Colbert Lane (50'R/W) a distance of 487.42 feet to the POINT OF BEGINNING.

Parcel containing 2.3444 acres more or less.

- Bearings refer to the Transverse Mercator Grid System of the East Zone of Florida and locally referenced to the Subdivision Plat Country Club Cove Section-8 Map Book 6, Pages 28-33, Flagler County, Florida.

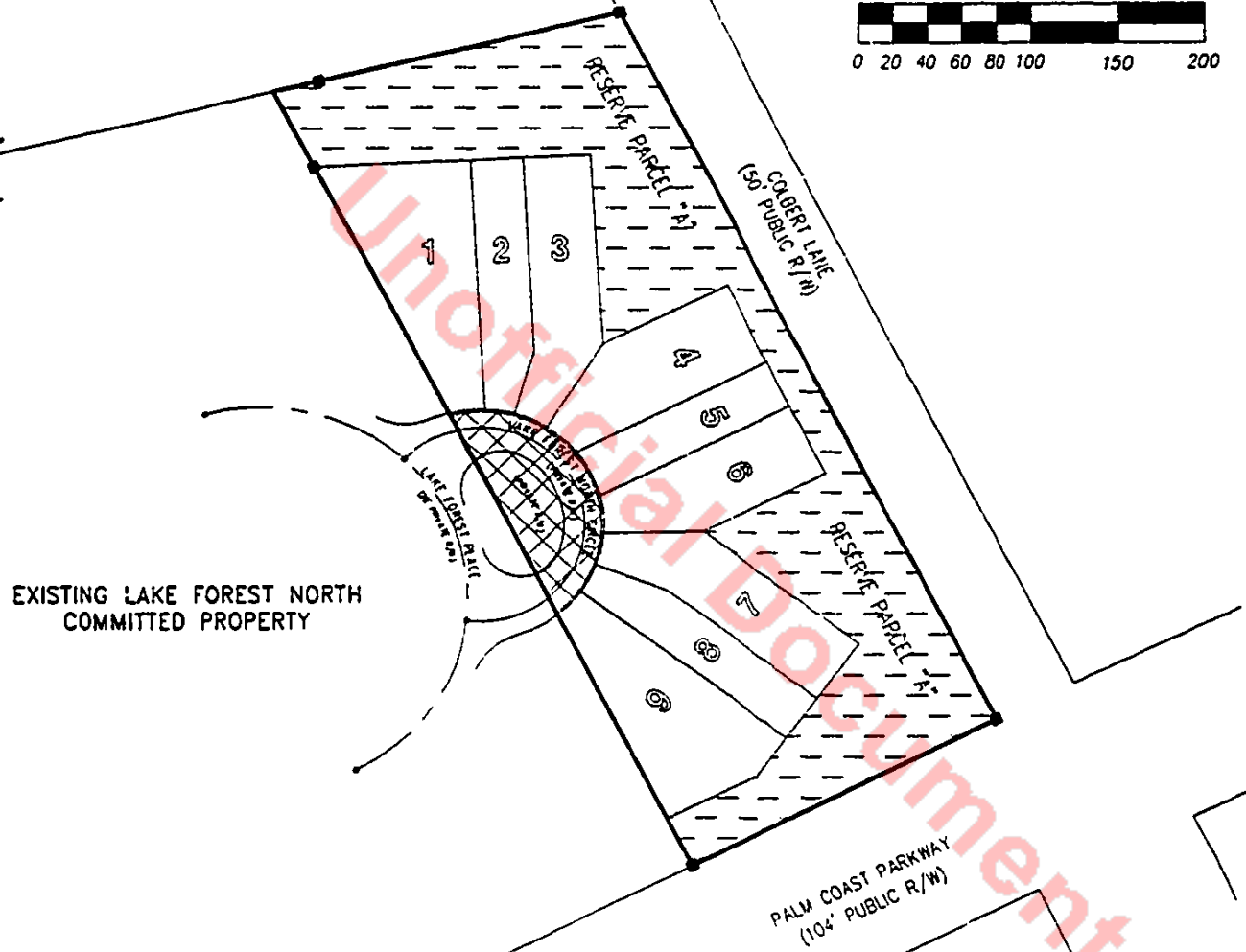
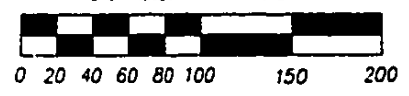
Exhibit A

REC 0498 PAGE 0976

-  BOUNDARY OF PROPERTY PLAN
-  LOT
-  COMMON AREA: ROADWAYS
-  COMMON AREA: LANDSCAPE & DRAINAGE



SCALE: 1"=100'

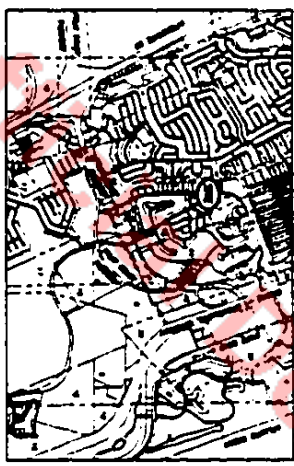


**EXHIBIT B
SUPPLEMENTAL PROPERTY PLAN FOR
LAKE FOREST NORTH ADDITIONAL COMMITTED PROPERTY**

SUBDIVISION PLAT OF LAKE FOREST NORTH PHASE II

AT PALM COAST

AN ADJACENT PART OF A PORTION OF RESERVED PARCELS "A" AND "B" OF THE SHERBORN PLAT COUNTRY CLUB ONE SECTION-8 PALM COAST, SITUATE WITHIN GOVERNMENT SECTION 45, TOWNSHIP 11 SOUTH, RANGE 31 EAST, PALM COAST COUNTY, FLORIDA.



ADJACENT MAP

EXHIBIT AND REFERENCE

1. THE LOTS, BLOCKS, AND OTHER DIVISIONS OF THE SHERBORN PLAT COUNTRY CLUB ONE SECTION-8 PALM COAST, SITUATE WITHIN GOVERNMENT SECTION 45, TOWNSHIP 11 SOUTH, RANGE 31 EAST, PALM COAST COUNTY, FLORIDA, AS SHOWN ON MAP BOOK 32 PAGE 7.

2. THE LOTS, BLOCKS, AND OTHER DIVISIONS OF THE SHERBORN PLAT COUNTRY CLUB ONE SECTION-8 PALM COAST, SITUATE WITHIN GOVERNMENT SECTION 45, TOWNSHIP 11 SOUTH, RANGE 31 EAST, PALM COAST COUNTY, FLORIDA, AS SHOWN ON MAP BOOK 32 PAGE 7.

STATE OF FLORIDA
COUNTY OF PALM COAST

I, Richard A. Spivey, Director of Services, do hereby certify that the foregoing plat of subdivision of land is a true and correct copy of the original plat as filed in my office on this 15th day of April, 1979.

Richard A. Spivey
DIRECTOR OF SERVICES
COUNTY CLERK'S OFFICE
PALM COAST, FLORIDA

RECORDED IN MAP BOOK 32 PAGE 7

STATE OF FLORIDA
COUNTY OF PALM COAST

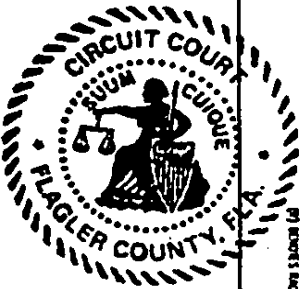
I, Richard A. Spivey, Director of Services, do hereby certify that the foregoing plat of subdivision of land is a true and correct copy of the original plat as filed in my office on this 15th day of April, 1979.

Richard A. Spivey
DIRECTOR OF SERVICES
COUNTY CLERK'S OFFICE
PALM COAST, FLORIDA

I, Richard A. Spivey, Director of Services, do hereby certify that the foregoing plat of subdivision of land is a true and correct copy of the original plat as filed in my office on this 15th day of April, 1979.

Richard A. Spivey
DIRECTOR OF SERVICES
COUNTY CLERK'S OFFICE
PALM COAST, FLORIDA

I, Richard A. Spivey, Director of Services, do hereby certify that the foregoing plat of subdivision of land is a true and correct copy of the original plat as filed in my office on this 15th day of April, 1979.



NO. 92-015578
 FILED & RECORDED
 O.R. BOOK 498 PAGE 978

93 OCT 26 09:15

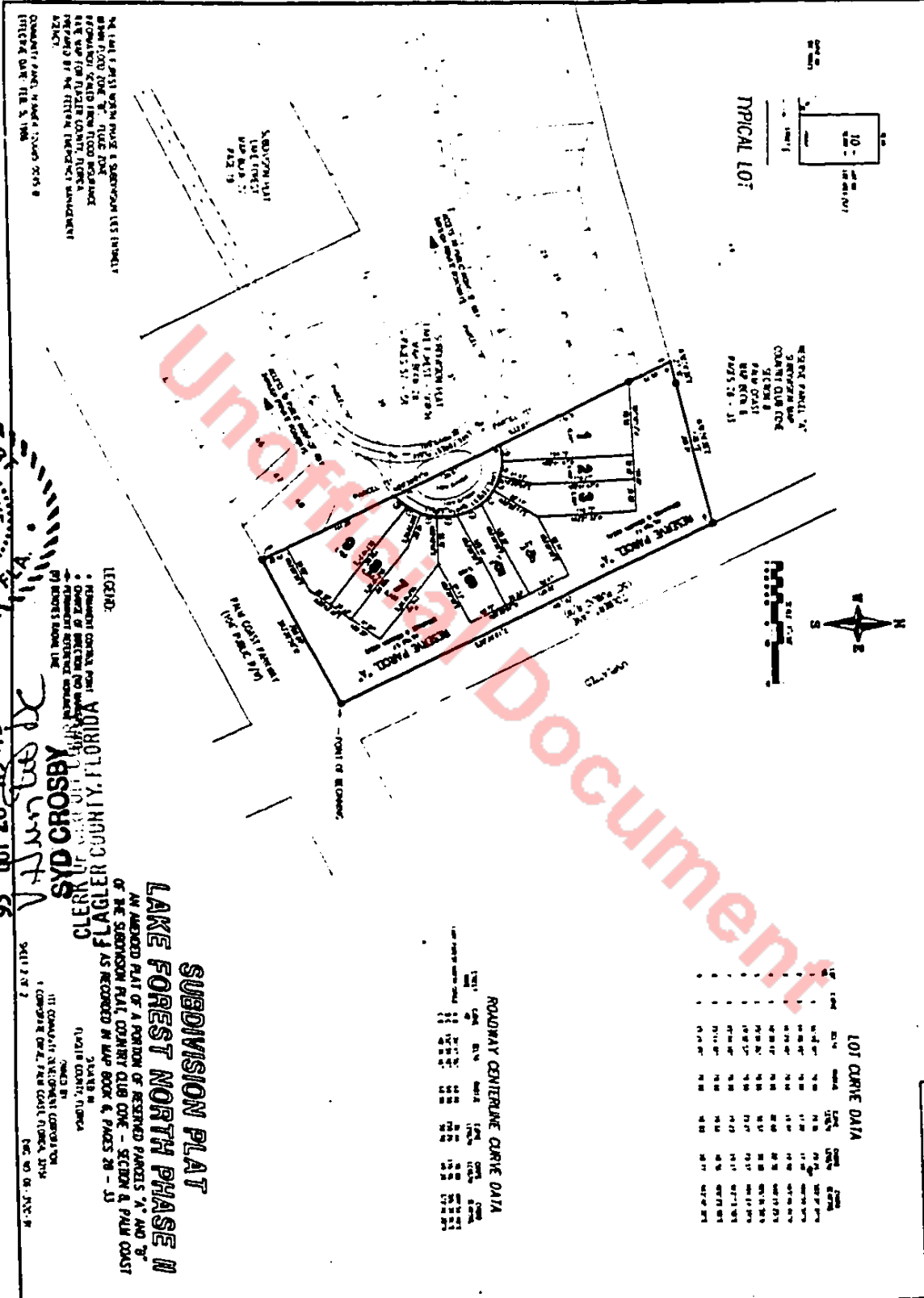
V. J. ...

SYD CROSBY
 CLERK OF COURT
 FLAGLER COUNTY, FLORIDA

SUBDIVISION PLAT
LAKE FOREST NORTH PHASE II
 AN AMENDED PLAT OF A PORTION OF RESERVED PARCELS 5, 6 AND 7
 OF THE SUBDIVISION PLAT, COUNTY CLUB ONE - SEVEN & PALM COAST
 AS RECORDED IN MAP BOOK 6, PAGES 26 - 33

3 PLATS IN
 2 PLATS IN
 111 CORP. & INDIVIDUAL COMP. IN
 1 CORP. & INDIVIDUAL COMP. IN
 INC. NO. 81-111-11

IN THE CITY OF PALM BEACH, FLORIDA, I, SYD CROSBY, CLERK OF COURT, DO HEREBY CERTIFY THAT THIS PLAT IS A TRUE AND CORRECT COPY OF THE ORIGINAL PLAT AS FILED IN MY OFFICE ON OCTOBER 26, 1993, AT 9:15 AM.



ROADWAY CENTERLINE CURVE DATA

STATION	CHORD BEARING	CHORD DIST.	CHORD BEARING	CHORD DIST.	CHORD BEARING	CHORD DIST.	CHORD BEARING	CHORD DIST.
1+00.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+200.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+300.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+400.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+500.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+600.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+700.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+800.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
1+900.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00
2+000.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00	S 89° 58' 00" W	100.00

LOT CURVE DATA

LOT NO.	AREA	PERCENT	AREA	PERCENT	AREA	PERCENT	AREA	PERCENT
1	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
2	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
3	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
4	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
5	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
6	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
7	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
8	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
9	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00
10	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00