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PREPARED BY:
RETURN TO:
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Naples, Florida 34108

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800 LAUREL OAK DR #600
NAPLES FL 34108 2713

AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, RESTRICTIONS
AND EASEMENTS FOR
CRESTVIEW VILLAS AT HERITAGE GREENS
TO ADD PHASE 20

THIS AMENDMENT TO THE DECLARATION OF PROTECTIVE COVENANTS, RESTRICTIONS AND EASEMENTS FOR CRESTVIEW VILLAS AT HERITAGE GREENS TO ADD PHASE 20 ("Amendment"), is made this 5th day of November, 1999, by HERITAGE GREENS CONSTRUCTION LIMITED PARTNERSHIP, a Delaware limited partnership ("Developer") as owner of the "Phase 20 Land" (as hereinafter defined).

WHEREAS, Developer has established Crestview Villas at Heritage Greens ("Crestview Villas"), according to the Declaration of Protective Covenants, Restrictions and Easements for Crestview Villas at Heritage Greens ("Declaration") recorded in Official Records Book 2393, Page 554, of the Public Records of Collier County, Florida ("County"), and any amendments thereto adding prior phases, the recording information for which amendments is set forth on Exhibit C hereto; and

WHEREAS, Crestview Villas is a "Phase Project" as set forth in the Declaration; and

WHEREAS, the Declaration subjects to the provisions of the Declaration as the initial phase "Phase 1;" and also provides for the subjecting to the provisions of the Declaration of Phases 2 through 52; and

WHEREAS, Developer desires to add Phase 20 as part of Crestview Villas;

NOW, THEREFORE, in consideration of the premises and covenants herein contained, Developer, as the owner in fee simple of the Phase 20 Land hereby declares:

1. The real property more particularly described in Exhibit A hereto and also described on Exhibit C to the Declaration ("Phase 20 Land") shall be owned, held, used, transferred, sold, conveyed, demised and occupied subject to the covenants, restrictions, easements, regulations, burdens and liens set forth in the Declaration and all amendments thereto, all of which shall run with Phase 20 Land and any part thereof and which shall be binding upon all parties having any right, title or interest in the Phase 20 Land or any part thereof, their heirs, successors and assigns.

2. The Phase 20 Land is added as a part of Crestview Villas pursuant to Paragraph 2 of the Declaration.

3. The effect of this Amendment shall be that Phase 20, together with other phases included in Crestview Villas pursuant to the Declaration or an amendment thereto, shall be, and the same shall constitute, Crestview Villas.

4. This Amendment shall become effective upon recording amongst the Public Records of the County.

IN WITNESS WHEREOF, Developer has hereunto set its hand and official seal on the date set forth below.

DEVELOPER:

HERITAGE GREENS CONSTRUCTION LIMITED PARTNERSHIP, a Delaware limited partnership
By: HERITAGE GREENS GP, LLC, a Delaware limited liability company, as a general partner of Heritage Greens Construction Limited Partnership

By: IHP INVESTMENT ADVISORS, L.L.C., a Delaware limited liability company, its authorized agent pursuant to Limited Liability Company Agreement of Heritage Greens GP, LLC

By: INSTITUTIONAL HOUSING PARTNERS 1, L.P., a California limited partnership, its Sole Member

Witnesses:

By: INSTITUTIONAL HOUSING PARTNERS, INC., a California corporation, its General Partner

Tiffany Perez
(witness as to Rush)

Tiffany Perez
Please Print

Loe Williams
(witness as to Rush)

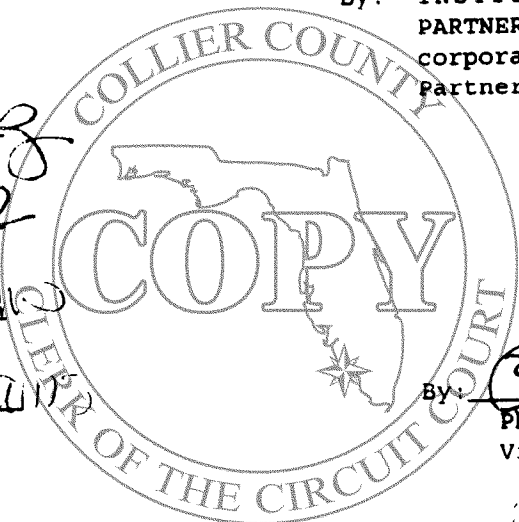
Loe Williams
Please Print

Melva McClintock
(witness as to Members)

Melva McClintock
Please Print

Diagalele Mikani
(witness as to)

Diagalele Mikani
Please Print



By: [Signature]
Phil L. Rush, Senior Vice President

By: [Signature]
Meryl Chambers
Vice President

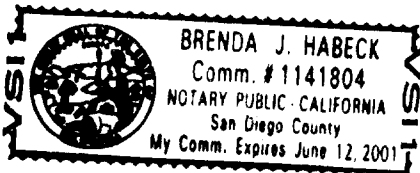
(CORPORATE SEAL)



STATE OF CALIFORNIA)
COUNTY OF San Diego) ss:

The foregoing instrument was acknowledged before me, this 15th day of November, 1999, by PHIL L. RUSH as Senior Vice President of INSTITUTIONAL HOUSING PARTNERS, INC., a California corporation, the General Partner of INSTITUTIONAL HOUSING PARTNERS 1, L.P., a California limited partnership, the Sole Member of IHP INVESTMENT ADVISORS, L.L.C., a Delaware limited liability company, the authorized agent of HERITAGE GREENS GP, LLC, a Delaware limited liability company pursuant to the Limited Liability Company Agreement of Heritage Greens GP, LLC, the General Partner of HERITAGE GREENS CONSTRUCTION LIMITED PARTNERSHIP, a Delaware limited partnership who is personally known to me ~~or~~ produced as identification _____

(Seal)



Brenda J. Habeck
Notary Public

Brenda J. Habeck

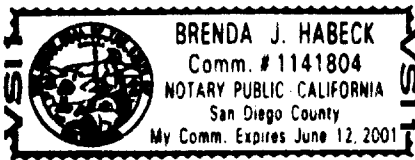
Typed, printed or stamped name of Notary Public

My Commission Expires: June 12, 2001

STATE OF CALIFORNIA)
COUNTY OF San Diego) ss:

The foregoing instrument was acknowledged before me, this 15th day of November, 1999, by Tracy L. Chanbas Vice President of INSTITUTIONAL HOUSING PARTNERS, INC., a California corporation, the General Partner of INSTITUTIONAL HOUSING PARTNERS 1, L.P., a California limited partnership, the Sole Member of IHP INVESTMENT ADVISORS, L.L.C., a Delaware limited liability company, the authorized agent of HERITAGE GREENS GP, LLC, a Delaware limited liability company pursuant to the Limited Liability Company Agreement of Heritage Greens GP, LLC, the General Partner of HERITAGE GREENS CONSTRUCTION LIMITED PARTNERSHIP, a Delaware limited partnership who is personally known to me ~~or~~ produced as identification _____

(Seal)



Brenda J. Habeck
Notary Public

Brenda J. Habeck

Typed, printed or stamped name of Notary Public

My Commission Expires: June 12, 2001

EXHIBIT A

LEGAL DESCRIPTION

OF

PHASE 20 LAND

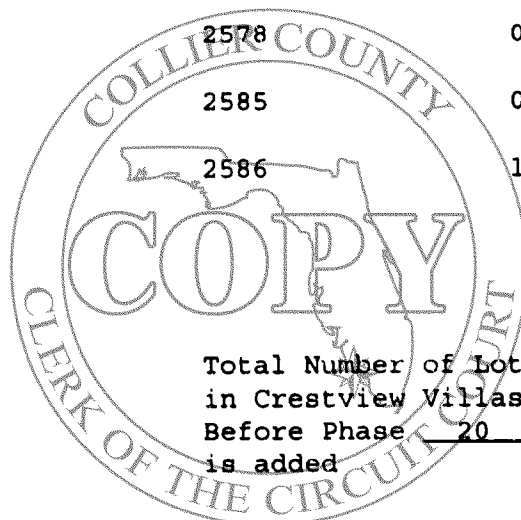
Lots 97 and 98, Block A of Heritage Greens, according to the Plat thereof recorded in Plat Book 28, Pages 78-94, of the Public Records of Collier County, Florida.



EXHIBIT C

The Declaration of Protective Covenants, Restrictions and Easements for Crestview Villas at Heritage Greens and Amendments thereto, if any, adding prior phases have been recorded in the Public Records of Collier County, Florida as follows:

<u>Phase</u>	<u>Date Recorded</u>	<u>Official Records Book</u>	<u>Page</u>	<u>Number of Lots</u>
1	03/02/98	2393	554	2
13	06/16/98	2431	480	2
7	08/11/98	2450	839	2
6	08/21/98	2453	1559	2
14	09/17/98	2462	1718	2
18	11/19/98	2482	2958	2
16	03/05/99	2520	0035	2
3	08/04/99	2578	0178	2
15	08/25/99	2585	0403	2
17	08/30/99	2586	1049	2



Total Number of Lots
in Crestview Villas
Before Phase 20
is added

20

Total Number of Lots
in Phase 20

_____ 2

Total Number of Lots
in Crestview Villas after
Phase 20 is added

_____ 22