

RECORDED IN OFFICIAL RECORDS OF COLLIER COUNTY, FL
11/08/2001 at 02:03PM DWIGHT B. BROCK, CLERKRBC FEE 24.00
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STEPHEN D MCCANN
800 LAUREL OAK DR #600
NAPLES FL 34108PREPARED BY:
RETURN TO: Stephen D. McCann, Esquire
2180 Immokalee Road
Suite 306
Naples, Florida 34110**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
HERITAGE GREENS**

This Supplemental Declaration of Covenants, Conditions and Restrictions for Heritage Greens ("Supplemental Declaration") is made this 15th day of November, 2001, by Heritage Greens Development Limited Partnership, a Delaware limited partnership ("Declarant").

W I T N E S S E T H :

WHEREAS, Declarant has already recorded a Declaration of Covenants, Conditions and Restrictions for Heritage Greens, in Official Records Book 2337, at Page 619 and a First Amendment thereto in Official Records Book 2421, at Page 2132, both of the Public Records of Collier County ("County"), Florida ("Declaration of Covenants"); and

WHEREAS, Section 11.7 of the Declaration of Covenants obligates the Declarant to record a "Supplemental Declaration" in the Public Records of the County for the purpose of establishing Voting Groups at least ninety (90) days before the turnover of control of Heritage Greens Community Association, Inc. ("Community Association"); and

WHEREAS, it is more than ninety (90) days prior to the date on which Declarant will turn control of the Community Association over to members other than the Declarant; and

WHEREAS, Declarant now wishes to establish the Voting Groups contemplated in Section 11.7 of the Declaration of Covenants,

NOW, THEREFORE, Declarant declares that the real property described in Exhibit "A" to the Declaration of Covenants, as amended from time to time, shall be held, transferred, sold, conveyed and occupied subject to both the Declaration of Covenants, and to the supplementary restrictions and covenants hereinafter set forth. Words and phrases used in this Supplemental Declaration are used with the same meaning as provided in Section 1 of the Declaration of Covenants.

1. VOTING GROUPS.

In order to try to promote equitable representation on the Board of Directors for various Neighborhoods with potentially dissimilar interest and of varying sizes, four (4) Voting Groups are hereby established as set forth on Exhibit A attached hereto and made a part hereof. Each Voting Group shall elect one (1) Director to serve on the Board of Directors of the Community Association. As set forth in Section 4.2 of the Bylaws of the Community Association, there shall be a total of seven (7) Directors elected by the regular members and the remaining three (3) Directors not elected by the four (4) Voting Groups shall be elected at large by all regular members.

2. GENERAL PROVISIONS.

2.1 **Conflict.** If any provision of this Supplemental Declaration is in irreconcilable conflict with a provision of the Declaration of Covenants or its recorded exhibits, the Declaration of Covenants shall control.

2.2 **Severability.** If any section, subsection, sentence, clause phrase or portion of this Supplemental Declaration is, for any reason, held invalid, unenforceable or unconstitutional by any court of competent jurisdiction, that portion shall be deemed a separate, distinct and independent provision, and its invalidity shall not affect the validity of the remaining portion thereof.

IN WITNESS WHEREOF, Declarant does hereby execute this Supplemental Declaration through its undersigned, duly authorized agent, this 1st day of November, 2001.

HERITAGE GREENS DEVELOPMENT LIMITED PARTNERSHIP, a Delaware limited partnership

By: HERITAGE GREENS GP, LLC, a Delaware limited liability company, its general partner

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 I, L.P., a California limited partnership, its Sole Member

Witnesses:

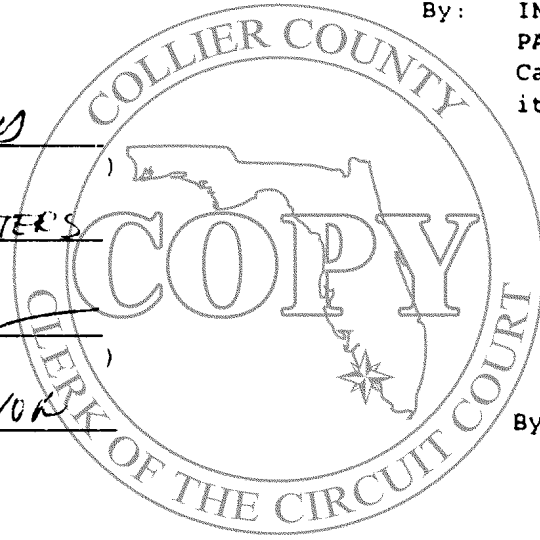
By: INSTITUTIONAL HOUSING PARTNERS, INC., a California corporation, its General Partner

Katherine R Walters
(witness as to)

KATHERINE R WALTERS
Please Print

[Signature]
(witness as to)

V.W. BEHNS-FRYOR
Please Print



By: [Signature]
Richard M. Moore,
Vice President

Katherine R Walters
(witness as to)

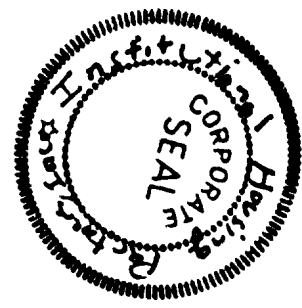
KATHERINE R WALTERS
Please Print

[Signature]
(witness as to)

V.W. BEHNS-FRYOR
Please Print

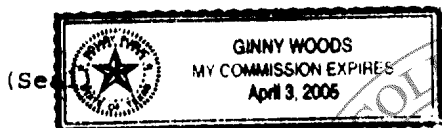
By: [Signature]
Jim Moore,
Sole Vice President

(CORPORATE SEAL)



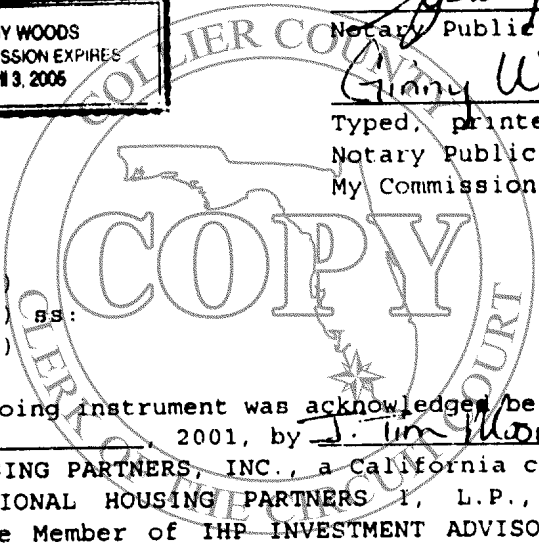
STATE OF TEXAS)
COUNTY OF Dallas) SS:

The foregoing instrument was acknowledged before me, this 1st day of November, 2001, by Richard M. Milam as Vice President of INSTITUTIONAL HOUSING PARTNERS, INC., a California corporation, the General Partner of INSTITUTIONAL HOUSING PARTNERS I, 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 DEVELOPMENT LIMITED PARTNERSHIP, a Delaware limited partnership who is personally known to me or produced as identification _____



Ginny Woods
Notary Public
Ginny Woods

Typed, printed or stamped name of Notary Public
My Commission Expires: 4/3/06



STATE OF TEXAS)
COUNTY OF Dallas) SS:

The foregoing instrument was acknowledged before me, this 1st day of November, 2001, by J. Tim Moore as Vice President of INSTITUTIONAL HOUSING PARTNERS, INC., a California corporation, the General Partner of INSTITUTIONAL HOUSING PARTNERS I, 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 DEVELOPMENT LIMITED PARTNERSHIP, a Delaware limited partnership who is personally known to me or produced as identification _____



Ginny Woods
Notary Public
Ginny Woods

Typed, printed or stamped name of Notary Public
My Commission Expires: 4/3/06

EXHIBIT A

VOTING GROUPS

Voting Group 1 - shall be the following Neighborhoods (180 Living Units):

- Club Homes I at Heritage Greens (54 Living Units)
- Club Homes II at Heritage Greens (42 Living Units)
- Club Homes III at Heritage Greens (42 Living Units)
- Club Homes IV at Heritage Greens (42 Living Units)

Voting Group 2 - shall be the following Neighborhoods (104 Living Units):

- Crestview Villas at Heritage Greens (30 Living Units)
- Colonial Links Villas at Heritage Greens (30 to 74 Living Units)
- Separate Neighborhoods, if any, on all or a portion of Lots 9, 10, 43 through 70, both inclusive, 75 through 84, both inclusive, 115, 116, 119 and 120, Block A, Heritage Greens (all or some of these Lots may be included in Colonial Links Villas at Heritage Greens) (0 to 44 Living Units)

Voting Group 3 - shall be the following Neighborhoods (80 Living Units):

- Crestview Condominium at Heritage Greens (24 Living Units)
- Colonial Links Condominium at Heritage Greens (8 to 56 Living Units)
- Separate Neighborhoods, if any, on all or a portion of Lots 13 and 22 through 32, both inclusive, of Block A, Heritage Greens (all or some of these lots may be included in Colonial Links Condominium at Heritage Greens) (0 to 48 Living Units)

Voting Group 4 - shall be the following Neighborhood (163 Living Units):

- Heritage Greens Single Family Homes (163 Living Units)