

Retn:
CENTEX HOMES
6702 LONE OAK BLVD
NAPLES FL 34109

2290045 OR: 2396 PG: 2178
RECORDED in the OFFICIAL RECORDS of COLLIER COUNTY, FL
03/10/98 at 12:22PM DWIGHT B. BROCK, CLERK

RBC PRR

10.50

**FIRST AMENDMENT TO THE MASTER DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF AUTUMN WOODS**

This First Amendment to the Master Declaration of Covenants, Conditions and Restrictions of Autumn Woods is made this 3rd day of March, 1998, by CENTEX HOMES, a Nevada general partnership authorized to transact business in the State of Florida ("Declarant").

WITNESSETH

WHEREAS, Declarant made and imposed that certain Master Declaration of Covenants, Conditions and Restrictions for Autumn Woods, dated April 14, 1997, and recorded at OR Book 2311, Page 2428, Public Records of Collier County, Florida; and

WHEREAS, Article 4, Section 4.8 of the Master Declaration gives Declarant the right, but not the obligation, to construct a gatehouse for Autumn Woods and to turn over control of the gatehouse to the Master Association, as described in Article 10 of the Master Declaration; and

WHEREAS, Declarant enjoys certain broadly defined easements and access rights under (without limitation) Article 5 of the Master Declaration, which provide Declarant with access rights consistent with this amendment; but Declarant wishes to avoid any question or ambiguity concerning its rights of access in the event of construction of a gatehouse or guardhouse;

NOW, THEREFORE Declarant hereby amends the Master Declaration of Covenants, Conditions and Restrictions for Autumn Woods as follows:

1. Section 4.8 is amended by adding the following at the end of the Section: "Declarant's (and its licensees') rights of ingress and egress through the gate or guardhouse shall be as provided in Section 5.4. Pursuant to the license granted therein, Master Association agrees and covenants to operate the gate and guardhouse, including without limitation during such hours of operation and access as may be required or directed by Declarant, until the 30th day after the date that the Declarant has conveyed the last Unit or Lot owned by Declarant and subject to this Declaration, to a Class "A" Owner."

2. Section 5.4 is amended by adding the following language after the end of the second sentence of the Section: "Declarant reserves a license for itself and its sublicensees to enter through the gate and/or guardhouse at any time, and pursuant to this license, the power to set the hours of operation of and access through the gate and/or guardhouse. Master Association agrees and covenants to operate the gate or guardhouse and allow entry at such operating hours as Declarant shall request in writing from time to time. This license shall be irrevocable until the 30th day after the date that the Declarant has conveyed the last Unit or Lot, owned by Declarant and subject to this Declaration, to

a Class "A" Owner. The revocation of this license after this date shall not be construed to deprive Declarant of any easement or other access right provided herein."

IN WITNESS WHEREOF, Declarant has executed this Amendment to the Master Declaration of Covenants, Conditions and Restrictions of Autumn Woods, the day and year first above written.

WITNESSES:

Mike McLeod
Type Name: MIKE McLeod

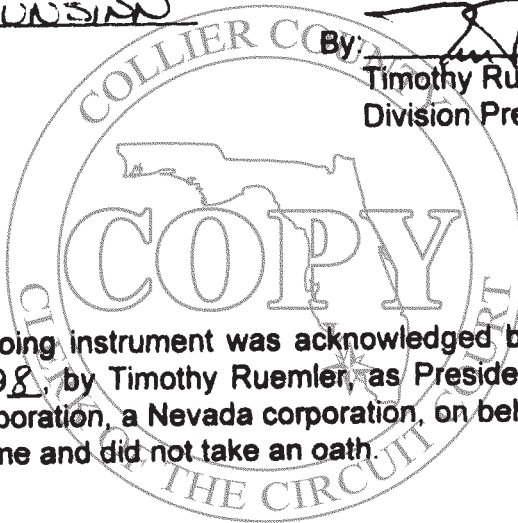
CENTEX HOMES, a Nevada general Partnership

By: Centex Real Estate Corporation, a Nevada corporation, its managing general partner

Diara Ursini
Type name: DIARA URSINI

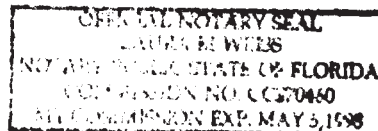
By: *Timothy Ruemler*
**Timothy Ruemler
Division President**

STATE OF FLORIDA
COUNTY OF COLLIER



The foregoing instrument was acknowledged before me this 3rd day of March, 1998, by Timothy Ruemler, as President of the Naples Division, Centex Real Estate Corporation, a Nevada corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Laura M. Weiss
Print Name: Laura M. Weiss
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____



*** OR: 2396 PG: 2179 ***