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26

PREPARED BY AND [redacted]O:
Richard B. MacFarland, P.A.
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434

RECORD & RETURN TO:
U.F.C. TITLE INS. AGENCY, LLC
7777 GLADES ROAD, STE. 207
BOCA RATON, FLORIDA 33434

THIRD AMENDMENT TO DECLARATION OF RESTRICTIONS AND PROTECTIVE COVENANTS FOR CASCADES AT ESTERO

This Third Amendment to Declaration of Restrictions and Protective Covenants for Cascades at Estero (the "Third Amendment") is made and executed this 24th day of April, 2006, by CASCADES BY LEVITT AND SONS, LLC, a Florida limited liability company ("Developer").

WITNESSETH:

WHEREAS, the Declaration of Restrictions and Protective Covenants for Cascades at Estero is recorded in Official Records Book 03706, Page 4023 of the Public Records of Lee County, Florida, as amended by that certain Amendment to Declaration of Restrictions and Protective Covenants for Cascades at Estero recorded in Official Records Book 04143, Page 3734 of the Public Records of Lee County, Florida; and as further as amended by that certain Second Amendment to Declaration of Restrictions and Protective Covenants for Cascades at Estero recorded in Official Records Book 04372, Page 3520 of the Public Records of Lee County, Florida (collectively the "Declaration");

WHEREAS, pursuant to Section 5 of Article XIII of the Declaration, the Declaration may be amended by the Developer, unilaterally, for as long as the Developer has the right to appoint the entire Board of Directors of the Association; and,

WHEREAS, the Developer currently retains the right to appoint the entire Board of Directors of the Association and has decided to amend the Declaration as hereinafter set forth.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Article XV WATER QUALITY STANDARDS is hereby added to the Declaration following Article XIV.

2. The following additional language shall appear under Article XV WATER QUALITY STANDARDS:

Section 1. Nutrient and Pesticide Management. In order to minimize loss of nutrient compounds in stormwater runoff and promote revegetation, the following comprehensive landscape plan establishes the landscape design guidelines provided by the Association and applying to each Lot and Owner:

(a) Commercial applicators of chemical lawn products must register with the Association annually and provide a copy of current occupational license, liability insurance and proof of compliance with any applicable Lee County education and licensing requirements. Individual employees working under the direction of a licensed commercial applicator are exempt for educational requirements. Only commercial applicators and Lot Owners are permitted to apply chemicals on a Lot, which must be applied pursuant to the manufacturer's recommendations. The application or use of any chemical product within 5 feet of any surface water including but not limited to ponds, lakes, canals, or drainage ditches or in a manner that would allow airborne or waterborne entry of such products into the surface water is strictly prohibited. The foregoing shall not apply to the use of chemical agent by certified lake management specialists for the control of algae and vegetation with the stormwater lakes and ponds.

(b) Management and application of nutrient and fertilizers within the Property shall follow the guidelines set forth below:

(i) All fertilizers shall be stored in a dry storage area protected from rainfall and ponding;

(ii) Fertilizer containing an excess of 2% phosphate/phosphorus per guaranteed analysis label (as defined in Florida Statute Chapter 576) shall not be applied to turf grass unless justified by a soil test;

(iii) Fertilizer containing an excess of 2% phosphate/phosphorus per guaranteed analysis label (as defined in Florida Statute Chapter 576) shall not be applied within 5 feet of the edge of any surface water or drainage facility;

(iv) Fertilizer shall be applied such that spreading of fertilizer on all impervious surfaces is minimized;

(v) Liquid fertilizer containing an excess of 2% phosphate/phosphorus per guaranteed analysis label (as defined in Florida Statute Chapter 576) shall not be applied through an irrigation system within 10 feet of the edge any surface water or a drainage facility; and

(vi) Liquid fertilizer containing an excess of 2% phosphate/phosphorus per guaranteed analysis label (as defined in

Florida Statute Chapter 576) shall not be applied through high or medium mist applications or direct spray applications within 10 feet of the edge any surface water or drainage facility.

(c) Maintenance of plants and turf areas and the use of pesticides, fungicides and herbicides within the Property shall follow the guidelines set forth below:

(i) Application shall be limited to moderate amounts when Owner or Association deems necessary;

(ii) St. Augustine grass shall be mowed to a height of 3-4 inches. Each mowing shall not remove more than one-third of the leaf blade and all cuttings shall remain on the grass to decompose;

(iii) Broad application of pesticides, fungicides and herbicides as a preventative measure is discouraged. Encouraged use is in response to a specific problem. All use shall be in the manner and amount recommended by the manufacturer to address specific problems; and

(iv) The use of pesticides, fungicides and herbicides is limited to products meeting the following criteria:

(1) Consistency with USDA-NRCS Soil Rating for Selecting Pesticides;

(2) Minimal potential for leaching into groundwater or loss from runoff;

(3) EPA-Approval; and

(4) Half life of the products used shall not exceed 70 days.

Section 2. Street Sweeping. The Association shall perform street sweeping operations within the Property every other month to remove dry weather accumulations of pollutants prior to wash off of the pollutants in surface water thus improving the quality of stormwater runoff generated from impervious traffic areas. The Association shall use a licensed vendor using a vacuum type device to perform street sweeping activities of all primary street surfaces. The Association shall employ such vendor to collect and dispose of solid residual.

Section 3. Wet Detention Ponds. Maintenance of wet detention ponds temporarily detaining stormwater runoff prior to the discharge of the treated water through the outfall structure will be monitored by an annual inspection by the Association. The following items shall be the responsibility of the Association to correct, on an annual basis as necessary, to maintain the wet detention pond system:

(a) All outfall structures and orifices shall be engineered for stability and free flow of the outfall system;

(b) Banks of lakes and canals shall have the proper side slope stabilization to reduce excessive groundwater flow and possible subsurface channeling;

(c) Reduce the excessive sediment accumulation or erosion of lakes and canals; and

(d) Ensure aquatic vegetation in the littoral zone is the desired vegetation species with the correct percentage coverage and density required.

Section 4. Stormwater Inlets, Pipes and Culverts. All stormwater inlets, pipes and culverts shall be monitored by the Association to assure that grates remain unobstructed, the bottom and inside of inlets remain clean, and there is no accumulation of sediment, trash or debris in the culverts. Any noted blockage should be further investigated by the Association and flushed out as necessary. The Association shall replace crushed or corrode culverts with new culverts of the same size.

Section 5. Swales and Grassed Water Storage Areas. Swales shall be periodically monitored for fill or erosion and regraded and/or revegetated as necessary. Swales areas shall be mowed regularly to improve the water quality and recharge the underground water table.

Section 6. Ditches and Canals. The Association shall periodically monitor ditches and canals to assure no fill material, yard waste, clippings, vegetation, sediment, or other trash, debris or blockage is prohibiting the drainage flow away. Maintenance, cleaning and excavation shall be limited to the specification of the SFWMD permit. Any change to the specification, such as making a ditch deeper or wider, may trigger a need to modify the existing permit.

Section 7. Discharge Control Structure. All outfall structures of the water management system on the Property shall be free of any obstructions impeding water flow through the structure. Any blockages should be removed and structures shall be repaired and maintained by the Association as necessary. Outfall structure shall also have a "baffle" or trash collector to prevent flow blockage and hold back any floating oils. All elevations and dimensions of outfall structures shall be maintained in accordance with the SFWMD permit and verified for compliance annual. The Association shall conduct periodic inspections to assure proper maintenance, water levels and discharge ability of the outfall structures.

Section 8. Dikes and Berm. The Association shall maintain proper elevations, widths and stabilization of all dikes and berms to avoid washout created by natural wear. Any worn down berms or dikes shall be repaired, compacted or re-vegetated as necessary by the Association.

Section 9. Construction Activities. A Stormwater Pollution Prevention Plan ("SWPPP") pertaining to construction activities on the Property to minimize contamination that may be caused by erosion and sedimentation during the construction process is attached hereto as Exhibit "A" and made a part herof.

3. Section 15 of Article VIII is hereby amended to include the following additional language:

Maintenance of adequate sanitary facilities for temporary storage of solid waste refuse such as urban refuse, litter and leaves on each Lot prior to collection shall be the Owners responsibility. Local requirements for collection will be brought to the Owners attention at the closing of the sale of the property and additional information regarding specifications for containers, separation of waste by type, placement of containers prior to collection and collection schedules will be provided by Lee County as necessary. The Association shall also provide periodic educational materials addressing disposal of leaves and other vegetation to aid in minimizing negative water quality impacts of accumulation of the same in swales and street gutters.

4. Article XIII is hereby amended by deleting the following sentence:

At such time as the Developer no longer has the right to appoint the entire Board of Directors of the Association this Declaration may be amended only by the affirmative vote or written consent, or any combination thereof, of Members representing two-thirds of the total votes of the Association, with the exception of Article VIII, Section 10 pertaining to age restrictions, which may not be amended for a period of thirty (30) years.

And replacing such sentence as follows:

At such time as the Developer no longer has the right to appoint the entire Board of Directors of the Association this Declaration may be amended only by the affirmative vote of 66 2/3% of voting members present in person or by proxy at a duly noticed meeting at which a quorum has been attained, with the exception of Article VIII, Section 10 pertaining to age restrictions, which may not be amended for a period of thirty (30) years.

5. Exhibit "D" to the Declaration, the Articles of Incorporation for Cascades at Estero Residents' Association, Inc., has been amended as set forth on Exhibit "B" attached hereto and made a part hereof.

6. Exhibit "E" to the Declaration, the Bylaws of Cascades at Estero Residents' Association, Inc., has been amended as set forth on Exhibit "C" attached hereto and made a part hereof.

(SIGNATURES TO APPEAR ON THE FOLLOWING PAGE)

IN WITNESS WHEREOF, this Amendment is executed this 24 th day of April, 2006.

Signed, sealed and delivered
in the presence of:

Mary Ellen Gabriele
Name: Mary Ellen Gabriele

Dawn Applebee
Name: Dawn Applebee

DEVELOPER:

CASCADES BY LEVITT AND SONS, LLC, a Florida limited liability company

By: _____
Name: ALFRED G. WEST
Title: SENIOR VICE-PRESIDENT

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 24 th day of April, 2006 by Alfred G. West, as Sr. V.P. of Cascades by Levitt and Sons, LLC, a Florida limited liability company, who is personally known to me or who produced — as identification.

_____
Notary Public
State of Florida
My Commission Expires:_____

Susan J. Robes
MY COMMISSION # DD247049 EXPIRES
November 15, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT "A"

Stormwater Pollution Prevention Plan

CONSTRUCTION POLLUTION PREVENTION PLAN
for
Cascades at Estero

SITE DESCRIPTION			
Project Name and Location: (Latitude, Longitude, or Address)	Latitude 26° 26' 40" N Longitude 81° 47' 54" W	Owner Name and Address:	Cascades by Levitt and Sons, LLC 7777 Glades Road, Suite 410 Boca Raton, FL 33434

Description: (Purpose and Types of Soil Disturbing Activities)

Construction in this project will generally consist of site clearing, lake excavation, and construction of roadways, utility infrastructure, and multi-use vertical construction.

Soil disturbing activities will include: clearing and grubbing, installing a stabilized construction entrance, perimeter berming and other erosion and sediment controls; grading; excavation for the storm water management lake, storm sewer, utilities, and building foundations; construction of curb and gutter, road, and parking areas; and preparation for final planting, sodding, seeding and mulching.

The plan may not be all-inclusive of all on-site contingencies and the contractor should inspect his erosion and NPDES features regularly. It is the contractor's ultimate responsibility to insure that there are no violations.

Runoff Coefficient:	The final coefficient of runoff for the site will be C = 0.6
Site Area:	The site is approximately 187 acres.

Sequence of Major Activities:

The order of activities will be as follows:

1. Installation of stabilized construction entrance.
2. Partial clearing and grubbing.
3. Install perimeter berm(s) or silt fences with straw bale barrier(s) adjacent to wetland areas.
4. Continue clearing and grading.
5. Construction storm water management lakes
6. Stockpile excavated soil.
7. Stabilize denuded areas and stockpiles within 21 days of last construction activity in that area.
8. Install utilities, storm sewer, curb and gutter.
9. Complete grading, subgrade and base course construction.
10. Complete final paving.
11. Complete landscape grading and install permanent seeding and plantings.
12. When all construction activity is complete and the site is stabilized, remove temporary earth berms, straw bale barriers and filter fences and re-seed any areas disturbed by their removal.

Name of Receiving Waters:	The existing onsite water management system which discharges to existing offsite drainage swales which drain to the Estero River.

CONTROLS

Erosion and Sediment Controls

Stabilization Practices

Temporary Stabilization: Top soil stock piles and disturbed portions of the site where construction activity temporarily cease for at least 21 days will be stabilized with temporary seed and mulch no later than 14 days from the last construction activity in that area. The seed shall be Bahia, millet, rye, or other fast-growing grasses. Prior to seeding, fertilizer or agricultural limestone shall be applied to each area to be temporarily stabilized. After seeding, each area shall be mulched with the mulch disked into place. Areas of the site which will be paved will be temporarily stabilized by applying limerock subgrade until bituminous pavement can be applied.

Permanent Stabilization: Disturbed portions of the site, where construction activities permanently cease, shall be stabilized with sod, seed and mulch, landscaping, and/or other equivalent stabilization measures (e.g., rip-rap, geotextiles) no later than 14 days after the date of the last construction activity. The sod shall typically be Floratam or Bahia sod. Prior to seeding, fertilizer or agricultural limestone shall be applied to each area to be temporarily stabilized. After seeding, each area shall be mulched with the mulch disked into place.

CONTROLS (Continued)

Structural Practices

Silt Fence / Straw Bale Barrier - will be constructed along those areas of the project that border adjacent wetlands. At a minimum, the silt fence and/or straw bale barrier will be placed along all wetland buffers and all Corps of Engineers jurisdictional wetland boundaries.

Straw Bale Drop Inlet Sediment Filter - will be placed around all constructed storm drain inlets immediately upon completion of construction and shall remain in-place until the contributing drainage area is stabilized. Alternatively, grate inlets can be covered with filter fabric material until stabilization.

Storm Water Management

The project will utilize a system of lakes to provide the required water quality treatment and attenuation. Discharges from the water management system will be regulated by a series of water control structures. These control structures will be used to maintain water levels in the detention facilities that will maintain or restore the hydroperiod in the wetlands and flowways. The water control structures will also be used to restrict the discharges from the project as described above.

DISCHARGE RATES: Discharge from the entire Cascades at Estero project has been designed to meet Lee County's master discharge plan which allows a maximum discharge rate of 0.06 cfs per acre for the 25 year-3 day storm event.

OTHER CONTROLS

Waste disposal:

Waste Materials:

All waste materials will be collected and stored in a trash dumpster which will meet all local and State solid waste management regulations. All trash and construction debris from the site will be deposited in this dumpster. The dumpster will be emptied as required due to use and/or State and local regulations, with the trash disposed of at the appropriate landfill operation. No construction waste materials will be buried onsite. All personnel will be instructed regarding the correct procedure for waste disposal. Notices stating these practices will be posted in the construction office trailer.

Hazardous Waste:

All hazardous waste materials will be disposed of in the manner specified by local or State regulation or by the manufacturer. Site personnel will be instructed in these practices.

Sanitary Waste:

All sanitary waste will be collected from the portable units by a local, licensed, City or County sanitary waste management contractor, as required by local regulation.

Offsite Vehicle Tracking:

A stabilized construction entrance has been provided to help reduce vehicle tracking of sediments. As they are completed, paved streets will be swept as needed to remove any excess muck, dirt, or rock tracked from the site. Dump trucks hauling material from the construction site will be covered with a tarpaulin.

TIMING OF CONTROLS/MEASURES

Installation of hay bail / silt fence barriers (around wetlands) and stabilized construction entrance will be constructed prior to extensive clearing or grading of any other portions of the site. Areas where construction activity temporarily ceases for more than 21 days will be stabilized with a temporary seed and mulch within 14 days of the last disturbance. Once construction activity ceases permanently in an area, that area will be stabilized with permanent sod, seed and mulch, landscaping, and/or other equivalent stabilization measures (e.g., rip-rap, geotextiles). After the entire site is stabilized, the silt fence / straw bale barriers can be removed.

CERTIFICATION OF COMPLIANCE WITH FEDERAL, STATE, AND LOCAL REGULATIONS

The storm water pollution prevention plan reflects the United States Environmental Protection Agency and the South Florida Water Management District (SFWWD) requirements for storm water management and erosion and sediment control, as established in the Chapter 40E-4 FAC and Chapter 373 FS.

MAINTENANCE/INSPECTION PROCEDURES

Erosion and Sediment Control Inspection and Maintenance Practices

These are the inspection and maintenance practices that will be used to maintain erosion and sediment controls.

- All control measures will be inspected at least once each week and following any storm event of 0.5 inches or greater.
- All measures will be maintained in good working order; if a repair is necessary, it shall be corrected as soon as possible, but in no case later than 7 days after the inspection.
- Built up sediment will be removed from silt fence when it has reached one-half the height of the fence.
- Silt fence will be inspected for depth of sediment, tears, to see if the fabric is securely attached to the fence posts, and to see that the fence posts are firmly in the ground.
- Temporary seeding and permanent sodding and planting will be inspected for bare spots, washouts, and healthy growth.
- A maintenance inspection report will be made after each inspection. A copy of the report form to be completed by the inspector is attached.
- The Owner will appoint one individual who will be responsible for inspections, maintenance and repair activities, and for completing the inspection and maintenance reports.
- Personnel selected for inspection and maintenance responsibilities will receive training from the site superintendent. They will be trained in all the inspection and maintenance practices necessary for keeping the erosion and sediment controls used onsite in good working order.

Non-Storm Water Discharge

It is expected that the following non-storm water discharges will occur from the site during the construction period:

- Water from water line flushings.
- Pavement wash waters (when no spills or leaks of toxic or hazardous materials have occurred).
- Uncontaminated groundwater (from dewatering excavation).
- All non-storm water discharges will be directed to the storm water management facilities prior to discharge.

INVENTORY FOR POLLUTION PREVENTION PLAN

The materials or substances listed below are expected to be present onsite during construction:

- Concrete
- Detergents
- Paints (enamel and latex)
- Metal Studs
- Asphalt
- Roofing Shingles
- Fertilizers
- Petroleum Based Products
- Cleaning Solvents
- Wood
- Masonry Block
- Clay or concrete bricks

SPILL PREVENTION

Material Management Practices

The following are the materials management practices that will be used to reduce the risk of spills or other accidental exposure of materials and substances to storm water runoff.

Good Housekeeping:

The following good housekeeping practices will be followed onsite during the construction project:

- An effort will be made to store only enough product required to do the job.
- All materials stored onsite will be stored in a neat, orderly manner in their appropriate containers, and if possible, under a roof or other enclosure.
- Products will be kept in their original containers with the original manufacturer's label.
- Substances will not be mixed with one another unless recommended by the manufacturer.
- Whenever possible, all of a product will be used up before disposing of the container.
- Manufacturers' recommendations for proper use and disposal will be followed.
- The site superintendent will inspect to ensure proper use and disposal of materials onsite.

Hazardous Products:

These practices are used to reduce the risks associated with hazardous materials:

- Products will be kept in original containers unless they are not resealable.
- Original labels and material safety data will be retained; they contain important product information.
- If surplus product must be disposed of, manufacturers' or local and State recommended methods for proper disposal will be followed.

Product Specific Practices

The following produce specific practices will be followed onsite:

Petroleum Products:

All onsite vehicles will be monitored for leaks and receive regular preventive maintenance to reduce the chance of leakage. Petroleum products will be stored in tightly sealed containers which will be clearly labeled. Any asphalt substances used onsite will be applied in accordance with the manufacturer's recommendations and standard construction practices.

Fertilizers:

Fertilizers will be applied only in the minimum amounts recommended by the manufacturer. Once applied, fertilizer will be worked into the soil to limit exposure to storm water. Storage will be in a covered shed. The contents of any partially used bags of fertilizer will be transferred to a sealable plastic bin to avoid spills.

Paints:

All containers will be tightly sealed and stored when not required for use. Excess paint will not be discharged to the storm sewer system but will be properly disposed of according to manufacturers' instructions and/or state and local regulations.

SPILL PREVENTION (Continued)

Spill Control Practices

In addition to the good housekeeping and material management practices discussed in the previous sections of this plan, the following practices will be followed for spill prevention and cleanup.

- Manufacturers' recommended methods for spill cleanup will be clearly posted and site personnel will be made aware of the procedures and the location of the information and cleanup supplies.
- Materials and equipment necessary for spill cleanup will be kept in the material storage area onsite. Equipment and materials will include--but not be limited to--rags, gloves, goggles, kitty litter, sand, and plastic and metal trash containers specifically for this purpose.
- All spills will be cleaned up as soon as possible after discovery.
- The spill area will be kept well ventilated and personnel will wear appropriate protective clothing to prevent injury from contact with a hazardous substance.
- Spills of toxic or hazardous material will be reported to the appropriate state or local government agency, regardless of the size.
- The spill prevention plan will be adjusted to include measures to prevent this type of spill from reoccurring and how to clean up the spill if there is another one. A description of the spill, what caused it, and the cleanup measures will also be included.
- The Contractor's site superintendent will be responsible for the day-to-day site operations and will be the spill prevention and cleanup coordinator. He will designate at least two other site personnel who will receive spill prevention and cleanup training. These individuals will each become responsible for a particular phase of prevention and cleanup. The names of responsible spill personnel will be posted in the material storage area and in the office trailer onsite.

POLLUTION PREVENTION PLAN CERTIFICATION

I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

Signed: _____

Print Name: _____

Title: _____

Date: _____

CONTRACTOR'S CERTIFICATION

I certify under penalty of law that I understand the terms and conditions of the general National Pollutant Discharge Elimination System (NPDES) permit that authorizes the storm water discharges associated with industrial activity from the construction site identified as part of this certification.

Signature	For	Responsible for
_____ Date: _____ _____ Date: _____ _____ Date: _____ _____ Date: _____		

CONSTRUCTION POLLUTION PREVENTION PLAN
for
Cascades at Estero

Inspection And Maintenance Report Form

(To be completed every 7 days and within 24 hours of a rainfall event of 0.5 inches or more)

INSPECTOR: _____ DATE: _____

INSPECTOR'S QUALIFICATIONS:

_____

_____

Days since last rainfall: _____ Amount of last rainfall _____ inches

STABILIZATION MEASURES

Area	Date Since Last Disturbed	Date of Next Disturbance	Stabilized? (yes / no)	Stabilized With	Condition

Stabilized required:

_____

_____

To be performed by: _____ on or before: _____

CONSTRUCTION POLLUTION PREVENTION PLAN
for
Cascades at Estero

Inspection And Maintenance Report Form
Structural Controls

DATE: _____

SILT FENCE / STRAW BALE BARRIER

From	To	Is Silt Fence / Straw Bale Barrier in place?	Is there evidence of washout or over-topping?

Maintenance required for silt fence / straw bale barrier:

_____

_____

_____

To be performed by: _____ on or before: _____

CONSTRUCTION POLLUTION PREVENTION PLAN
for
Cascades at Estero

Inspection And Maintenance Report Form

Structural Controls

DATE: _____

EARTHEN PERIMETER BERM

From	To	Is berm stabilized ?	Is there evidence of washout or over-topping?

Maintenance required for perimeter berm:

_____

_____

To be performed by: _____ on or before: _____

CONSTRUCTION POLLUTION PREVENTION PLAN
for
Cascades at Estero

Inspection And Maintenance Report Form

CHANGES REQUIRED TO THE POLLUTION PREVENTION PLAN:

REASONS FOR CHANGES:

I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

Signature

Date

EXHIBIT "B"

AMENDMENT TO THE ARTICLES OF INCORPORATION FOR CASCADES AT ESTERO RESIDENTS' ASSOCIATION, INC.

April 27, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CASCADES AT ESTERO RESIDENTS' ASSOCIATION, INC.
7777 GLADES ROAD
SUITE 410
BOCA RATON, FL 33434

Re: Document Number N03000002942

The Articles of Amendment to the Articles of Incorporation for CASCADES AT ESTERO RESIDENTS' ASSOCIATION, INC., a Florida corporation, were filed on April 27, 2006.

The certification requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H06000116059.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Alan Crum
Document Specialist
Division of Corporations Letter Number: 806A00029281

State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on April 27, 2006, to Articles of Incorporation for CASCADES AT ESTERO RESIDENTS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000116059. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N03000002942.

Authentication Code: 806A00029281-042706-N03000002942-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-seventh day of April, 2006

Sue M. Cobb

Sue M. Cobb
Secretary of State

Fax Audit Number: H06000116059 3

AMENDMENT TO ARTICLES OF INCORPORATION
FOR CASCADES AT ESTERO RESIDENTS' ASSOCIATION, INC
(a Florida corporation not for profit)
Document Number N03000002942

WHEREAS, the Articles of Incorporation for the Cascades at Estero Residents' Association, Inc., a Florida corporation not for profit were filed with the Florida Secretary of State on April 7, 2003 (the "Articles");

WHEREAS, pursuant to Article XIII of the Articles, the Articles may be unilaterally amended by the Developer for so long as the Developer has the right to appoint the entire Board of Directors; and

WHEREAS, the Developer has the right to appoint the entire Board of Directors and the Developer does hereby wish to amend the Articles as hereinafter set forth.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Article VII is hereby amended as follows, with deletion being stricken through and additions being underlined:

As long as Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At such time as the Developer turns over control of the Board of Directors to Owners, the number of Directors shall automatically increase to seven (7) Directors. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the four (4) elected ~~Director~~Directors receiving the highest plurality of votes shall be established at two (2) years, with the other three (3) elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor director may be appointed, at any time by the Class B Member.

Fax Audit Number: H06000116059 3

Fax Audit Number: H06000116059 3

2. Article XIII is hereby amended as follows, with deletions being stricken through and additions being underlined:

For so long as the Developer has the right to appoint the entire board of Directors of the Association the Developer may unilaterally amend these Articles. As such time as the Developer no longer has the right to appoint the entire Board of Directors of the Association, amendment of these Articles requires the approval of at least ~~two-thirds of the membership votes~~66 2/3% of the voting members present, in person or in proxy, at a duly noticed meeting at which a quorum has been attained. No amendment affecting the Developer or its successor or assign of Developer of the Property shall be effective without the prior written consent of said Developer or its successors or assigns, as Developer.

[SIGNATURES TO APPEAR ON FOLLOWING PAGE]

Fax Audit Number: H06000116059 3

IN WITNESS WHEREOF, the undersigned Developer hereby certifies that the foregoing is a true and correct copy of this First Amendment to the Articles of Incorporation for Cascades at Estero Association, Inc., as of this 4th day of April, 2006.

Signed, sealed and delivered
in the presence of:

Dawn Applebee
Name: Dawn Applebee

Mary Ellen Gabriele
Name: Mary Ellen Gabriele

CASCADES BY LEVITT AND SONS, LLC, a Florida limited liability company

By: _____
Name: ALFRED G. WEST
Title: SENIOR VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of April, 2006 by Alfred G. West as Sr. V.P. of Cascades by Levitt and Sons, LLC, a Florida limited liability company, who is personally known to me or who produced _____ as identification.

Susan J. Robes
Notary Public
State of Florida
My Commission Expires: _____

Susan J. Robes
MY COMMISSION # DD247049 EXPIRES
November 15, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

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EXHIBIT "C"

AMENDMENT TO BYLAWS OF CASCADES AT ESTERO RESIDENTS' ASSOCIATION, INC.

AMENDMENT TO BYLAWS OF
CASCADES AT ESTERO RESIDENTS' ASSOCIATION, INC
(a Florida corporation not for profit)

WHEREAS, the Bylaws of the Cascades at Estero Residents' Association, Inc., a Florida corporation not for profit were executed by the Secretary of the Association on August 13, 2002 (the "Bylaws");

WHEREAS, pursuant to Article X of the Bylaws, the Class B Member, as described in the Articles of Incorporation, has the right to amend the Bylaws at any time; and

WHEREAS, the Developer is the Class B Member, as defined in Article VI 2(b) of the Articles of Incorporation of the Cascades at Estero Residents' Association, Inc.; and

WHEREAS, the Developer desires to amend the Bylaws as hereinafter set forth.

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. The following is hereby inserted into Article VI, Section 1:

In order for members to be eligible to serve on the Board of Directors, the member must be in good standing with the Association (at the time of elections). A grantor or a beneficiary of a trust which owns a Lot shall be deemed a member of the Association eligible to serve as a Director provided such grantor or beneficiary occupies the residence on such Lot.

2. Article VII, Section 6 is hereby amended, with the deletions stricken through and insertions underlined, as follows:

The presence at the meeting of members in person or by proxy entitled to cast thirty-~~three and one-third~~ percent (~~33 1/3~~30%) of the Class A membership votes shall constitute a quorum for any action governed by these Bylaws.

[SIGNATURES TO APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned, being the President of the Association, hereby certifies that the foregoing is a true and correct copy of this First Amendment to the Bylaws for Cascades at Estero Residents' Association, Inc., as of April 4, 2006.

Signed, sealed and delivered
in the presence of:

Mary Ellen Gabrielle
Name: Mary Ellen Gabrielle

Dawn Applebee
Name: Dawn Applebee

CASCADES BY LEVITT AND SONS, LLC, a Florida limited liability company

By: _____
Name: ALFRED G. WEST
Title: SENIOR VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

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Susan J. Robes
Notary Public
State of Florida
My Commission Expires: _____

Susan J. Robes
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