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**FIRST AMENDMENT TO DECLARATION
AND GENERAL PROTECTIVE COVENANTS**

This Amendment to Declaration and General Protective Covenants is made this 23rd day of February, 1998 by River Wilderness Associates, Ltd., a Florida Limited Partnership.

BACKGROUND

Whereas, River Wilderness Associates, Ltd., DECLARANT is a successor DECLARANT to River Wilderness of Bradenton, Inc., pursuant to that certain Declaration of General Protective Covenants recorded in O.R. Book 1100 Page 3266 of the Public Records of Manatee County, Florida.

WHEREAS, pursuant to the provisions of Section 8.06. Amendment of Declaration, DECLARANT has the power in its sole discretion to amend the Declaration and

WHEREAS, DECLARANT desires to amend the Declaration to enhance, clarify, and continue the objectives of the Declaration.

NOW THEREFORE, DECLARANT amends the Declaration as follows:

1. Article 1, Section 1.18 is amended to add at the end of the sentence therein contained, the following: "DECLARANT intends to develop 965 Plots as shown by the P.R.D.D. as amended from time to time, and as of the date hereof the Undeveloped Plot contains and is assigned 410 Property Units to be used, developed and conveyed." as follows:

Section 1.18. "Plot" shall mean and refer to a platted lot, a platted parcel, a condominium unit together with the undivided share of the common elements which is appurtenant to the unit, or any quantity of land, including any fixtures and improvements thereon, capable of being described with such definiteness that its location and boundaries may be established, which is designated by the DECLARANT to be used, developed and conveyed as a unit. "DECLARANT intends to develop 965 Plots as shown by the P.R.D.D. as amended from time to time, and as of the date hereof the Undeveloped Plot contains and is assigned 410 Property Units to be used, developed and conveyed."

2. Article 1 is amended to add section 1.24 as follows:

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Section 1.24. "Undeveloped Plot:" The real property described in Exhibit "A" attached hereto, an undeveloped plot contains and is assigned 410 Property Units to be used, developed and conveyed.

3. Section 2.02 (a) is amended in its entirety to read as follows:

~~Section 2.02 (a) DECLARANT shall have the right and the power, but neither the duty nor the obligation, in its sole discretion, to add lands to RIVER WILDERNESS, without the consent of the Class A Members so long as DECLARANT is a Class B Member, and thereafter only with the consent of a majority of the Class A Members~~

Section 2.02 (a) DECLARANT shall have the right and power but neither the duty nor the obligation, in its sole discretion, to add lands to River Wilderness without the consent of the class A members so long as DECLARANT owns any property in the P.R.D.D.

In Witness Whereof, River Wilderness Associates, Ltd., a Florida Limited Partnership, the DECLARANT has caused the foregoing First Amendment to Declaration and General Protective Covenants to be executed the date and year first above written.

River Wilderness Associates, Ltd., A Florida Limited Partnership

By: Matthew Investments, Inc., a Florida Corporation its sole general partner

By: William G. Vernon
William G. Vernon, President

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 23rd day of February, 1998, by William G. Vernon as President of Matthew Investments, Inc., a Florida Corporation as sole general partner of River Wilderness Associates, Ltd., a Florida Limited Partnership, on behalf of the Partnership who is personally known to me or has produced _____ type of identification.



Stephanie Hodges
MY COMMISSION # CC697257 EXPIRES
November 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Stephanie Hodges
Notary
My Commission Expires 11/18/01

Prepared by and Return to:
Kenneth G. Arsenault, Jr.
Arsenault & Reardon, P.A.
10225 Ulmerton Road, Suite 2
Largo, Florida 33771

DESCRIPTION: RIVER WILDERNESS PHASE III

IN SECTION 6, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

THE NORTH 1/2 OF THE SOUTHEAST 1/4 LYING SOUTH OF OLD TAMPA ROAD; THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 LYING SOUTH OF OLD TAMPA ROAD; THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4; THE EAST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 LESS THE WEST 20 FT. FOR DITCH AS RECORDED IN DEED BOOK 125, PAGE 308, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA.

LESS:

ANY PART OF THE ABOVE DESCRIBED PROPERTY, LYING WITHIN THE PLAT OF "RIVER WILDERNESS PHASE I", AS DESCRIBED AND RECORDED IN PLAT BOOK 22, PAGES 80 THROUGH 94, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA, AND ANY PART THEREOF LYING WITHIN THE PLAT OF "RIVER WILDERNESS PHASE II-A", AS DESCRIBED AND RECORDED IN PLAT BOOK 25, PAGES 80 THROUGH 85, AFORESAID PUBLIC RECORDS.

TOGETHER WITH:

IN SECTION 7, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

THAT PART OF THE SOUTHEAST 1/4 OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 LYING EAST OF THE CENTERLINE OF THE CREEK ON THE PROPERTY.

TOGETHER WITH:

IN SECTION 5, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

THE SOUTHWEST 1/4 LYING SOUTH OF OLD TAMPA ROAD AND WEST OF FORT HAMER ROAD;
AND

IN SECTION 8, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

THE NORTH 1/2 OF THE NORTHWEST 1/4 LYING WEST OF FORT HAMER ROAD; THE SOUTH 3/4 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4; AND

THAT CERTAIN PARCEL OF LAND AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS BOOK 954, PAGE 267, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA, TO WIT:

COMMENCE AT THE SOUTHEAST CORNER OF THE NW 1/4 OF SECTION 8, TOWNSHIP 34 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA; THENCE N 00°19'01" W, ALONG THE EAST LINE OF THE NW 1/4, A DISTANCE OF 1004.96 FT.; THENCE S 89°54'51" W, 40 FT. TO THE WEST RIGHT-OF-WAY LINE OF FORT HAMER ROAD FOR THE POINT OF BEGINNING; THENCE N 00°19'01" W, ALONG SAID WEST RIGHT-OF-WAY LINE, 20 FT.; THENCE S 89°54'51" W, 685.20 FT.; THENCE N 00°19'01" W, 316.51 FT.; THENCE S 89°41'06" W, ALONG THE NORTH LINE OF THE S 1/2 OF THE NW 1/4, A DISTANCE OF 1905.07 FT.; THENCE S 00°34'23" E, ALONG THE WEST LINE OF SECTION 8, A DISTANCE OF 333.62 FT.; THENCE N 89°44'32" E, 1314.39 FT. TO A CONCRETE MONUMENT; THENCE N 89°54'51" E, 1277.11 FT. TO THE POINT OF BEGINNING, SECTION 8, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA.

LESS:

ANY PART OF THE ABOVE DESCRIBED PROPERTY, LYING WITHIN THE PLAT OF "RIVER WILDERNESS PHASE I", AS DESCRIBED AND RECORDED IN PLAT BOOK 22, PAGES 80 THROUGH 94, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA AND ANY PART THEREOF LYING WITHIN THE PLAT OF "RIVER WILDERNESS PHASE II-A", AS DESCRIBED AND RECORDED IN PLAT BOOK 25, PAGES 80 THROUGH 85, AFORESAID PUBLIC RECORDS, AND ANY PART THEREOF LYING WITHIN THE PLAT OF "RIVER WILDERNESS PHASE II-B", AS DESCRIBED AND RECORDED IN PLAT BOOK 26, PAGES 33 THROUGH 50, AFORESAID PUBLIC RECORDS.

TOGETHER WITH:

IN SECTION 7, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

THE SOUTHEAST 1/4; THE EAST 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4; THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4; AND

IN SECTION 8, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

THE SOUTHWEST 1/4, LYING WEST OF FORT HAMER ROAD; AND

IN SECTION 17, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

THAT PART OF U.S. GOVERNMENT LOT 3 AND THE NORTHEAST 1/4 OF THE NORTHWEST 1/4 LYING WEST OF FORT HAMER ROAD; AND

IN SECTION 18, TOWNSHIP 34 S., RANGE 19 E., MANATEE COUNTY, FLORIDA:

U.S. GOVERNMENT LOTS 1, 2, 3 AND 4.

LESS:

ANY PART OF THE ABOVE DESCRIBED PROPERTY, LYING WITHIN THE PLAT OF "RIVER WILDERNESS PHASE I", AS DESCRIBED AND RECORDED IN PLAT BOOK 22, PAGES 80 THROUGH 94, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA, AND ANY PART THEREOF LYING WITHIN THE PLAT OF "RIVER WILDERNESS PHASE II-B", AS DESCRIBED AND RECORDED IN PLAT BOOK 26, PAGES 33 THROUGH 50, AFORESAID PUBLIC RECORDS.

ALSO LESS:

THAT CERTAIN PORTION OF THE UNNAMED RIGHT-OF-WAY AS IDENTIFIED AND DESCRIBED IN THAT CERTAIN RESOLUTION OF VACATION OF PART OF "CRYSTAL HAVEN ON THE MANATEE" SUBDIVISION (PLAT BOOK 5, PAGE 27) AS RECORDED IN OFFICIAL RECORDS BOOK 1338, PAGE 2736, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA.

ALSO LESS:

THAT CERTAIN PARCEL OF LAND COMMONLY KNOWN AS "PUBLIC PARK AREA AT FT. HAMER", AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS BOOK 1323, PAGE 640, PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA.

CONTAINING 723 ACRES MORE OR LESS.