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**SECOND AMENDMENT TO BRENTWOOD HILLS
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS SECOND AMENDMENT TO BRENTWOOD HILLS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, made this 14 day of October, 1991, by SCARBOROUGH-SEMBLER JOINT VENTURE, a Florida General Partnership, hereinafter called "Declarant."

W I T N E S S E T H:

ICFF. 6404 PG 073
REG.

WHEREAS, Declarant caused the Brentwood Hills Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Hillsborough County, Florida, in O.R. Book 5632, Page 1158, on March 3, 1989; and

WHEREAS, Declarant caused the First Amendment to Brentwood Hills Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Hillsborough County, Florida, in O.R. Book 5658, Page 559, on April 5, 1989; and

WHEREAS, pursuant to Article VIII, Section 4, the Covenants, Conditions and Restrictions may be amended by an instrument approved by not less than two-thirds (2/3) of the unit owners; and

WHEREAS, by a vote duly taken at the 1991 Annual Meeting of the Brentwood Hills Homeowners' Association, Inc., which was duly and lawfully held on September 30, 1991, the following amendment was passed by a vote greater than two-thirds (2/3) of the unit owners at the meeting.

NOW, THEREFORE, the Declarant, with the joinder of the Brentwood Hills Homeowners' Association, Inc., hereby amends and gives notice of the amendment of the Brentwood Hills Declaration of Covenants, Conditions and Restrictions as recorded in O.R. Book 5632, Page 1158, of the Public Records of Hillsborough County, Florida, as previously amended by First Amendment thereto recorded in O.R. Book 5658, Page 559, of the Public Records of Hillsborough County, Florida. The following constitutes the amendment duly and regularly passed by more than two-thirds (2/3) of the unit owners at the 1991 Annual Meeting of the Brentwood Hills Homeowners' Association, Inc.:

1. Article VI, Section 8 is amended as follows:

Paragraph 2 of Section 8 is deleted in its entirety and the following Paragraph 2 is inserted in its place and stead:

2. Hedges shall be grown no higher than three (3) feet from the street right-of-way to the minimum building setback line. Boundary walls and hedges shall not exceed six (6) feet in height from the back building line of the main structure to the rear property line unless written approval is received from the Association. No boundary wall or hedge shall exceed six (6) feet in height regardless of location.

The last sentence of Paragraph 3 of Section 8 which reads as follows: "All fences shall be constructed of wood and shall be of a shadow box design" is deleted in its entirety.

Prepared By & Return to:
Gary N. Strohauser, Esquire
BAXTER & STROHAUSER
918 Drew Street, Suite A
Clearwater, Florida 34615

RICHARD ANE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

THIS IS NOT A COPY
Paragraph 4 of Section 8 is deleted in its entirety and the following Paragraph 4 is inserted in its place and stead:

4. Fences. No chain link fences shall be permitted on any residential lot. Chain link fences may be permitted in Common Area recreational areas as deemed essential by the Association. All fences shall not exceed six (6) feet in height. All fences shall be constructed of wood using pressure treated wood materials and galvanized nails and all stringers and/or posts utilized in such fencing shall be visible only from the interior of the lot upon which the same is constructed. In all cases, no fencing shall be closer to the street than the front building line.

2. Except as herein modified and amended, the original Declaration of Covenants, Conditions and Restrictions and the First Amendment thereto, all as are more fully referenced above, shall remain in full force and effect as first written.

3. Brentwood Hills Homeowners' Association, Inc., by and through its undersigned officers certifies that the above Second Amendment to Declaration of Covenants, Conditions and Restrictions was duly approved by a vote of the members of the Association, 1054 members for and 11 members opposed at the 1991 Annual Meeting of the Association, which was duly and regularly called on September 30, 1991.

Executed this 1st day of October, 1991.

Signed Sealed and Delivered
In the Presence Of:

SCARBOROUGH-SEMBLER JOINT VENTURE,
a Florida General Partnership

BY SCARBOROUGH CONSTRUCTORS, INC.,
a Florida corporation
As General Partner

Amy E. Bureau
Joni E. [unclear]

By: Frederick H. Burcaw
Frederick H. Burcaw, President

(Corporate Seal)

BY SD VENTURE ASSOCIATES, LTD., a
Florida limited partnership,
General Partner

Catherine C. [unclear]
Amy E. Bureau

BY SEMBLER DEVELOPERS, INC., a
Florida corporation, General
Partner of SD VENTURE
ASSOCIATES LTD.

By: M. Steven Sembler
M. STEVEN SEMBLER, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, FREDERICK H. BURCAW, well known to me to be the President of SCARBOROUGH CONSTRUCTORS, INC., a Florida corporation, as General Partner of SCARBOROUGH-SEMBLER JOINT VENTURE, a Florida General Partnership, the corporation named in the foregoing instrument, and that he severally acknowledged executing the same in the presence of two subscribing witnesses,

freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of October, A.D. 1991.

Amy E. Burcaw
Notary Public

My Commission Expires: Notary Public, State of Florida
 My Commission Expires April 2, 1993
 Bonded Thru Tray Fair - Insurance Inc.

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, M. STEVEN SEMBLER, well known to me to be the President of SEMBLER DEVELOPERS, INC., a Florida corporation, General Partner of SD VENTURE ASSOCIATES, LTD., a Florida Limited Partnership, as General Partner of SCARBOROUGH-SEMBLER JOINT VENTURE, a Florida General Partnership, the corporation named in the foregoing instrument, and that he severally acknowledged executing the same in the presence of two subscribing witnesses, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of October, A.D. 1991.

Catherine C. Cole
Notary Public

My Commission Expires:

NOTARY PUBLIC AT LARGE
MY COMMISSION EXPIRES APRIL 02, 1993
BONDED THRU AGENT'S NOTARY BROKERAGE

BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.

By: Mark K. Evans
Mark K. Evans, President

ATTEST:

Amy E. Burcaw
Amy Burcaw, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, MARK K. EVANS and AMY BURCAW, President and Secretary respectively of BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC., the corporation named in the foregoing instrument, and that they severally acknowledged executing the same in the presence of two subscribing witnesses, freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of October, A.D. 1991.

Jamie E. Hubert
Notary Public

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Aug. 24, 1993
Bonded Thru Tray Fair - Insurance Inc.

csr:BH.1