

This Instrument Prepared by and Return to:

Lee County Homes Associates II, LLLP
1600 Sawgrass Corporate Parkway
Suite 400
Sunrise, Florida 33323
Attn: Steve Helfman, Esq.

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**SECOND AMENDMENT TO DECLARATION OF COVENANTS,
RESTRICTIONS AND EASEMENTS FOR BOTANICA LAKES**

This Second Amendment to Declaration of Covenants, Restrictions and Easements for Botanica Lakes ("Amendment") is made as of the 29th day of May, 2009 by LEE COUNTY HOMES ASSOCIATES II, LLLP, a Florida limited liability limited partnership ("Declarant"), whose principal office is located at 1600 Sawgrass Corporate Parkway, Suite 400, Sunrise, Florida 33323, and joined in by BOTANICA LAKES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit ("Association"), whose principal office is located at 1600 Sawgrass Corporate Parkway, Suite 400, Sunrise, Florida 33323.

WHEREAS, Declarant has executed and recorded that certain Declaration of Covenants, Restrictions and Easements for Botanica Lakes recorded August 23, 2006 under Instrument Number 2006000330775, as amended by First Amendment to Declaration of Covenants, Restrictions and Easements for Botanica Lakes recorded May 1, 2008 under Instrument Number 2008000115918, both of the Public Records of Lee County, Florida (collectively hereinafter referred to as the "Declaration"); and

WHEREAS, the Declaration provides in Section 8 of Article XIII that prior to the "Turnover Date" Declarant may amend the Declaration without the requirement of the consent of the Association or the "Owners" so long as such amendment does not materially impair the common plan of development of "Botanica Lakes" (as such terms are defined in the Declaration); and

WHEREAS, Section 8 of Article XIII of the Declaration also provides that the Association shall, upon the request of the Declarant, join in any such amendment; and

WHEREAS, Declarant desires to amend the Declaration to address certain matters, as more fully set forth herein; and

WHEREAS, Declarant requests the joinder and consent of the Association; and

WHEREAS, the Turnover Date has not occurred as of the date first above written and the changes to the Declaration set forth in this Amendment do not materially impair the common plan of development of Botanica Lakes.

NOW, THEREFORE, Declarant hereby declares that the Declaration is hereby amended as follows:

1. The recitations set forth herein are true and correct and are incorporated herein by reference. Unless otherwise defined herein, each term defined in the Declaration and used herein shall have its meaning as defined in the Declaration.

2. The first sentence of the second paragraph of Article X, Section 7 of the Declaration is hereby amended to read as follows:

Notwithstanding the foregoing, under no circumstances shall a "Pit Bill" (as hereinafter defined) or "Dangerous Dog" (as hereinafter defined) be permitted on the Property.

3. This Amendment shall become effective upon recording amongst the Public Records of Lee County, Florida.

4. As modified hereby, the Declaration shall remain in full force and effect in accordance with the terms thereof.

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Signatures to appear on following pages.

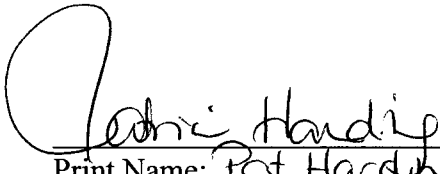
IN WITNESS WHEREOF, this Amendment has been signed by Declarant and joined in by the Association on the respective dates set forth below.

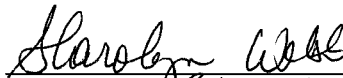
WITNESSES:

DECLARANT:

LEE COUNTY HOMES ASSOCIATES II, LLLP,
a Florida limited liability limited partnership

By: Lee County Homes II Corporation, a Florida
corporation, its general partner

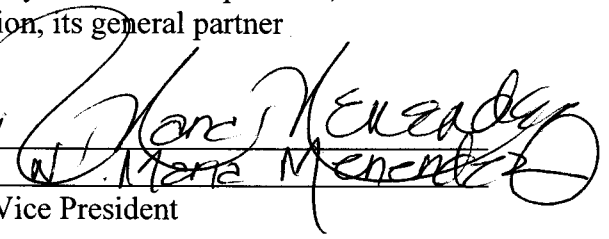

Print Name: Peter Hardy


Print Name: SHARYN WEBB

By:

Name:

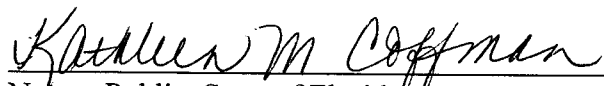
Title: Vice President


Name: N. Maria Menendez

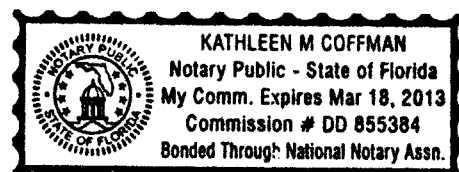
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by N. MARIA MENENDEZ, the Vice President of Lee County Homes II Corporation, a Florida corporation, the general partner of LEE COUNTY HOMES ASSOCIATES II, LLLP, Florida limited liability limited partnership, freely and voluntarily under authority duly vested in him/her by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. He^(she) is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of May, 2009.


Notary Public, State of Florida at Large

Typed, Printed or Stamped Name of Notary Public
My Commission Expires:



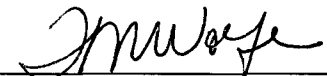
WITNESSES:


Print Name: Jackie Anderson


Print Name: KIM KISSEL

ASSOCIATION:

BOTANICA LAKES HOMEOWNERS
ASSOCIATION, INC., a Florida corporation not
for profit

By: 
Name: Tandra Wolfe
Title: President

[CORPORATES SEAL]

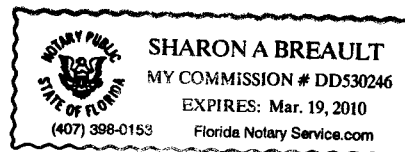
STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Tandra Wolfe, the President of BOTANICA LAKES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, freely and voluntarily under authority duly vested in him/her by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. She is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of April, 2009.


Notary Public, State of Florida at Large

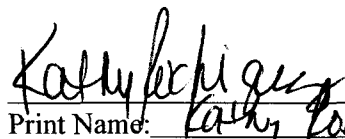
SHARON A. BREAUT
Typed, Printed or Stamped Name of Notary Public
My Commission Expires:

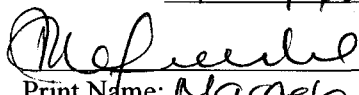


MORTGAGEE'S JOINDER AND CONSENT

The undersigned, Bank of America, N.A., a national banking association ("Bank"), as Agent by virtue of that certain Assignment of Mortgage and Other Loan Documents recorded July 20, 2005 in Official Records Book 4805, at Page 4156 of the Public Records of Lee County, Florida, is the owner and holder of the following loan documents (collectively, the "Loan Documents"): (i) Real Estate Mortgage, Assignment and Security Agreement given by Lee County Homes Associates II, LLLP, a Florida limited liability limited partnership ("Declarant"), dated July 15, 2005 and recorded July 20, 2005 in Official Records Book 4805, at Page 4131, as modified by Mortgage Modification Agreement and Notice of Future Advance recorded February 27, 2006 under Instrument Number 2006000085456, as affected by Partial Release of Mortgage dated October 26, 2006 and recorded November 2, 2006 under Instrument Number 200600416343, all of the Public Records of Lee County, Florida; and (ii) any other collateral loan documents securing the indebtedness referred to in the Loan Documents; which Loan Documents encumber the "Property" as defined in the Declaration of Covenants, Restrictions and Easements for Botanica Lakes recorded August 23, 2006 under Instrument Number 2006000330775, as amended (the "Declaration"). Bank does hereby join in and consent to the execution and recording of the Second Amendment to which this Joinder and Consent is attached.

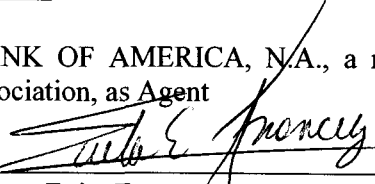
Signed, sealed and delivered in
the presence of:


Print Name: Kathy Rodriguez


Print Name: Marcela Perez

BANK:

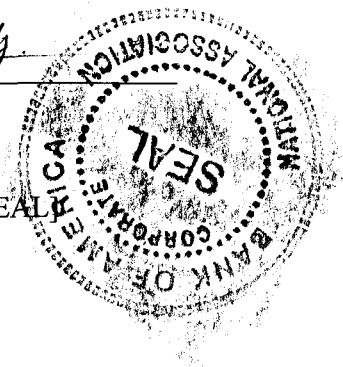
BANK OF AMERICA, N.A., a national banking
association, as Agent

By: 

Name: Evita Francuz

Title: Senior Vice President

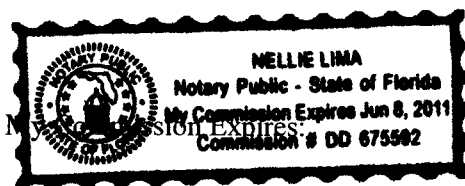
[CORPORATE SEAL]

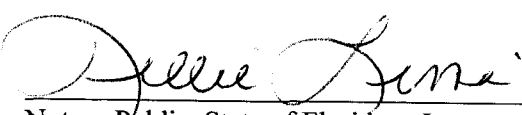


STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Evita Francuz, as Senior Vice President of BANK OF AMERICA, N.A., a national banking association, on behalf of said association. She is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of May, 2009.




Notary Public, State of Florida at Large

Nellie Lima
Typed, Printed or Stamped Name of Notary Public