

Prepared by and return to:
WaterMill Master Association, Inc.
4729 U. S. Highway 17, Suite 204
Orange Park, Florida 32003

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JIM FULLER
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SECOND SUPPLEMENTAL DECLARATION
TO
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
AND EASEMENTS FOR
WATERMILL AND
NOTICE OF ASSESSMENTS FOR
WATERMILL MASTER ASSOCIATION, INC.

THIS SECOND SUPPLEMENTAL DECLARATION is made this 23rd day of October 2002, by WATERMILL, L.L.C., a Florida limited liability company ("Declarant").

RECITALS

A. Declarant, subjected certain lands to the terms and conditions of the Declaration of Covenants, Conditions, Restrictions and Easements for WaterMill and Notice of Assessments for WaterMill Master Association, Inc. recorded in the Official Records Book 9927, page 781, as amended by the First Amendment recorded in Official Records Book 10245, page 829, and the first Supplemental Declaration recorded in Official Records Book 10106, page 933 of the public records of Duval County, Florida ("Declaration").

B. Pursuant to Section 2.2 of the Declaration, The Declarant is authorized to subject other lands contained within the Future Development Property to the terms and conditions of the Declaration by recording Supplemental Declarations.

C. Declarant is the owner of certain lands which are contained within the Future Development Property which are more fully described as all of the lands contained in:

WaterMill Unit One B according to plat thereof recorded in Plat Book 55, Pages 50 through 50C of the public records of Duval County, Florida ("Unit One B Land"); and

205961 - 225989
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WaterMill Unit Four according to plat thereof recorded in Plat Book 55, Pages 49 through 49D of the public records of Duval County, Florida ("Unit Four Land")

The Unit One B Land and the Unit Four Land are sometimes jointly referred to herein as "Additional Property".

D. Further pursuant to the provisions of Section 2.2 of the Declaration, the Supplemental Declaration may vary the terms of the Declaration by addition, deletion, or modification so as to reflect any unique characteristics of a particular portion of the development of the Additional Property.

NOW THEREFORE, in consideration of the premises the Declarant hereby declares:

1. All Recitals are true and correct

2. The Additional Property is hereby subjected to all terms and conditions of the Declaration and all owners of all or any portion of the Additional Property shall be bound by all such terms and conditions and shall have all rights and obligations set forth herein. The Additional Property shall be held, transferred, conveyed and encumbered in compliance with the terms and conditions of the Declaration, which are covenants running with title to the Additional Property.

3. The following paragraph is hereby added to Section 8.8 of the Declaration:

"The Lots contained in the Unit One B Land shall be improved with dwellings containing not less than Twelve Hundred (1,200) square feet of heated and air conditioned space. The Lots contained in the Unit Four Land shall be improved with dwellings containing not less than Fourteen Hundred (1,400) square feet of heated and air conditioned space.

The minimum set back for the Unit One B Land and the Unit Four Land are as follows:

Front Setback	20 feet
Rear Setback	10 feet
Side Setback	5 feet
Side Street Setback	10 feet"

4. Except as set forth herein, all terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has set its hand and seal as of the date first above written.

Signed, sealed and delivered
In the presence of:

WATERMILL, L.L.C., A Florida limited liability company

Joleen Esquierdo
Print Name: JOLEEN ESQUIERDO

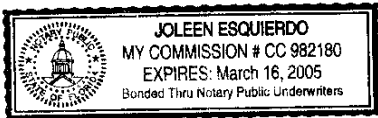
Tracey E. Cluck
Print Name: TRACEY E. CLUCK

By: *Susan D. Wood*
Susan D. Wood, Vice President
The Wood Development Company
of Jacksonville Inc., Managing
Member

[Corporate Seal]

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 23rd day of October, 2002, by Susan D. Wood, Vice President of The Wood Development Company of Jacksonville, Inc., Managing Member of WATERMILL, L.L.C., a Florida limited liability company, on behalf of the limited liability company. She is personally known to me.



Joleen Esquierdo
Print Name: JOLEEN ESQUIERDO

Notary Public – State of Florida
My commission expires: _____
Commission number: _____