

This Instrument Prepared By and
Should Be Returned To:

Orange Co FL 1998-0524496
121798 11:00:30am
OR Bk 5639 Pg 4292
Rec 19.50

Harold L. Downing, Esquire, of
GILES & ROBINSON, P.A.
Post Office Drawer 2631
Suite 800
390 North Orange Avenue
Orlando, Florida 32802-2361
407 425 3591

SUPPLEMENTAL DECLARATION
FOR WATERFORD CHASE VILLAGE
ANNEXING TRACT C-2, PHASE II

THIS SUPPLEMENTAL DECLARATION FOR WATERFORD CHASE VILLAGE
is made this 21st day of October, 1998, by **CENTEX HOMES**, a Nevada general partnership
("Centex").

WITNESSETH:

A. Centex is the "Declarant" under that certain Master Declaration of Covenants, Conditions and Restrictions for Waterford Chase Village dated March 17, 1997, recorded May 21, 1997, in O.R. Book 5256, Page 4645, Public Records of Orange County, Florida, as amended and supplemented from time to time (the "Declaration"). The capitalized terms used herein shall have the meanings given them in the Declaration.

B. Section 2.2 of the Declaration provides that Centex may add all or any portion of the Undeveloped Parcel to the Properties from time to time.

C. The real property described on the attached Exhibit "A" (the "Additional Property") is a portion of the Undeveloped Parcel and has become subject to that certain plat (the "Plat") known as:

WATERFORD CHASE VILLAGE, TRACT C-2, PHASE II,
according to the plat thereof as recorded in Plat Book 41, Page
1, Public Records of Orange County, Florida

D. Centex now desires to make a Supplemental Declaration to bring additional real property to become subject to the Declaration.

RETURN TO:
GARY SHOWE
DEVELOPMENT ENGINEERING

NOW, THEREFORE, in consideration of the Centex's authority under the Declaration, it is hereby declared that:

1. *Annexation of Additional Property.* All of the real property (the "Additional Property") located in Orange County, Florida, and described on the attached Exhibit "A" is hereby added to the Properties and subjected to the covenants, restrictions, easements, charges, liens, terms and conditions of the Declaration. The Additional Property shall become part of a Village and shall be subject to a separate Village Declaration.

2. *Protection of Conservation Areas.* Tract "A" is designated as a conservation tract to be owned by the Master Association as Common Property. Except for those alterations to Tract "A" permitted by applicable governmental authorities and to be performed by Declarant incidental to the development of the Additional Property, all future development rights pertaining to Tract "A" are dedicated to Orange County, Florida. After the Declarant completes Declarant's alterations within Tract "A," no further clearing, construction, grading, or alteration of the Conservation Areas shall be permitted without the approval of Orange County and/or any other applicable jurisdictional agencies. Neither the Master Association, any Village Association nor any Owner or other person (except the Declarant pursuant to applicable development permits) shall construct or maintain any building or other improvements within, alter in any way, or remove or add any vegetation within Tract "A" or otherwise alter or disturb Tract "A" or in any wetlands, any buffer areas, or any upland conservation areas described in the approved permit issued by the St. Johns River Water Management District (the "District") or in any recorded plat of the Properties, unless prior approval is received from the District pursuant to Chapter 40D-4, F.A.C.

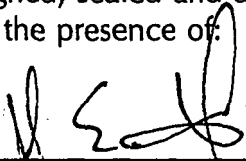
3. *Village Common Area.* Tract "B" depicted on the plat of the Additional Property is hereby designated as a "Village Common Area" as defined in the Master Declaration subject to restrictions as shown on the Plat. As a Village Common Area, Tract "B" shall be owned, operated and maintained by a Village Association as part of the Village Expenses.

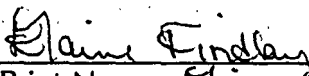
4. *Remaining Matters.* All other provisions of the Declaration shall remain in full force and effect.

DR Bk 5639 Pg 4293
Orange Co FL 1998-0524496

IN WITNESS WHEREOF, Centex has executed this Supplemental Declaration on the day and year above written.

Signed, sealed and delivered in the presence of:


Print Name: JOHN E. KASSIE


Print Name: Elaine Findlay

CENTEX HOMES,
a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION, a Nevada corporation

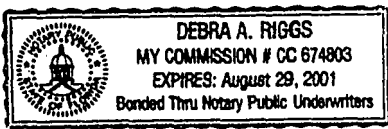
By: Ralph Smith, Jr.,
Development Manager for the Orlando South Division

STATE OF FLORIDA

OR Bk 5639 Pg 4294
Orange Co FL 1998-0524496

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21 day of October, 1998, by Ralph Smith, Jr., as Development Manager for the Orlando South Division of CENTEX REAL ESTATE CORPORATION, a Nevada corporation, a general partner of CENTEX HOMES, a Nevada general partnership, on behalf of the partnership. Said person did not take an oath and (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____





Print Name: Debra A. Riggs
Notary Public, State of Florida
Commission No.: CC 674803
My Commission Expires: Aug 29, 2001

EXHIBIT "A"

OR Bk 5639 Pg 4295
Orange Co FL 1998-0524496
Recorded - Martha D. Haynie

LEGAL DESCRIPTION

A PARCEL OF LAND LYING IN THE NORTHWEST 1/4 OF SECTION 25, TOWNSHIP 22 SOUTH, RANGE 31 EAST, ORANGE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF THE NORTHWEST 1/4 OF SECTION 25, TOWNSHIP 22 SOUTH, RANGE 31 EAST; THENCE RUN S00°20'40"E, ALONG THE WEST LINE OF SAID NORTHWEST 1/4, A DISTANCE OF 1011.30 FEET; THENCE DEPARTING SAID WEST LINE, RUN N89°39'20"E, A DISTANCE OF 2396.34 FEET TO THE NORTHEAST CORNER OF TRACT "K", WATERFORD CHASE VILLAGE, TRACTS B AND C-1, PHASE I, AS RECORDED IN PLAT BOOK 38, PAGES 3 - 8, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA FOR A POINT OF BEGINNING; THENCE N89°57'18"E, ALONG THE NORTH LINE OF THE SOUTH 1/4 OF THE NORTHEAST 1/4 OF THE NORTHWEST 1/4, A DISTANCE OF 282.65 FEET TO THE NORTHEAST CORNER OF SAID SOUTH 1/4; THENCE S00°12'22"E, ALONG THE EAST LINE OF THE NORTHWEST 1/4 OF SAID SECTION 25, A DISTANCE OF 1146.55 FEET; THENCE DEPARTING SAID EAST LINE, RUN N89°27'14"W, A DISTANCE OF 545.22 FEET TO A POINT ON THE EAST LINE OF SAID WATERFORD CHASE VILLAGE, TRACTS B AND C-1, PHASE I; THENCE RUN THE FOLLOWING COURSES AND DISTANCES ALONG THE EASTERLY LINE OF SAID WATERFORD CHASE VILLAGE, TRACTS B AND C-1, PHASE I; THENCE N00°11'48"W, A DISTANCE OF 356.60 FEET; THENCE S89°48'12"W, A DISTANCE OF 150.32 FEET; THENCE N00°11'48"W, A DISTANCE OF 105.00 FEET; THENCE N89°48'12"E, A DISTANCE OF 10.32 FEET; THENCE N00°11'48"W, A DISTANCE OF 166.86 FEET; THENCE S80°32'58"E, A DISTANCE OF 70.77 FEET; THENCE N65°36'50"E, A DISTANCE OF 116.78 FEET; THENCE N29°20'38"E, A DISTANCE OF 237.68 FEET; THENCE N31°02'27"E, A DISTANCE OF 110.87 FEET; THENCE N47°00'26"E, A DISTANCE OF 36.68 FEET; THENCE N21°09'48"E, A DISTANCE OF 66.47 FEET; THENCE N00°02'11"W, A DISTANCE OF 87.38 FEET TO THE POINT OF BEGINNING.

CONTAINING 13.342 ACRES, MORE OR LESS.