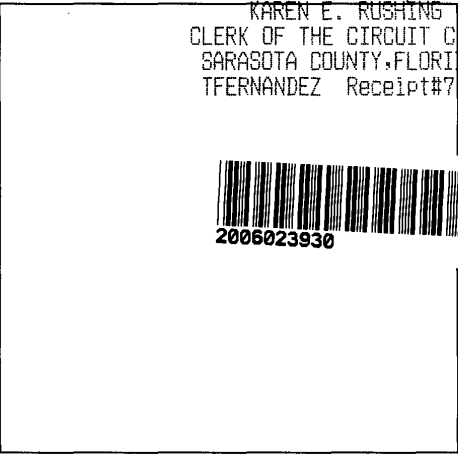


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KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
TFERNANDEZ Receipt#745554

Prepared by and return to:
Douglas C. Roland, Esq.
Brickleymer, Smolker & Bolves
✓ 500 E. Kennedy Blvd., Suite 200
Tampa, Florida 33602

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
FOR CYPRESS FALLS: SUBORDINATION
TO MASTER DECLARATION**



WHEREAS, CENTEX HOMES, a Nevada general partnership is the Declarant of the Declaration of Covenants, Conditions and Restrictions for Cypress Falls recorded in Official Records Instrument 2005167077, of the public records of Sarasota County, Florida (the "Declaration"); and

WHEREAS, the Declarant is also the Declarant of the Master Declaration of Covenants, Conditions, Restrictions and Easements for The Woodlands recorded in Official Records Instrument No. 2006023093, of the public records of Sarasota County, Florida (the "Master Declaration"); and

WHEREAS, pursuant to Article XX of the Declaration, the Declarant reserved to itself the right to make certain unilateral amendments to the Declaration; and

WHEREAS, it is the intent of the Declarant that the covenants, easements and restrictions of the Master Declaration be superior to the Declaration; and

WHEREAS, it is beneficial to the Owners of property in Cypress Falls to amend the Declaration to clarify the priority of the restrictive covenants.

NOW, THEREFORE, the Declaration is amended as follows:

I. Article II, Section 1.3 is hereby amended by the addition of the following paragraph:

"Notwithstanding any other provision in the Declaration to the contrary, this Declaration shall be subordinate and subject to all terms, conditions and obligations set forth in the Master Declaration and the Master Declaration shall be deemed to have been recorded in the public records prior to the Declaration."

II. Article III, Section 3.2 is hereby amended by the addition of the following subparagraph 3.2(h):

"(h) Notwithstanding any other provision in the Declaration to the contrary, this Section 3.2 shall not be revoked or amended for a period of thirty (30) years from the date of recording of the Declaration except as such amendment may be required to

comply with the provisions of the Federal Fair Housing Act, Title VIII of the Civil Rights Act of 1968, as amended by the Fair Housing Amendments Acts of 1988, the Housing for Older Persons Act of 1995, 42 U.S.C. Sections 3601-19, or Title 24, United States Code of Federal Regulations, Part 100, as the same may be amended from time to time, or the statutory successors in function to the foregoing laws and regulations.”

III. Except as specifically provided herein, all remaining terms and conditions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has executed this First Amendment as of the 6th day of February, 2006.

CENTEX HOMES,
a Nevada general partnership

WITNESSES:

By: Centex Real Estate Corporation,
a Nevada corporation,
its Managing general partner

Candice Bain
Print name: CANDICE BAIN

By: Patrick LeGault
Its: Patrick LeGault, Division Manager


David L. Liston
Print name: DAVID L. LISTON

Date: 2/6/06
Address: Centex Homes
301 N. Cattlemen Road, Suite 108
Sarasota, FL 34232

[CORPORATE SEAL]

STATE OF FLORIDA)
) §.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 6th day of February, 2006, by Patrick LeGault, as Division Manager, of Centex Real Estate Corporation, a Nevada corporation, Managing general partner of Centex Homes, a Nevada general partnerships, on behalf of the corporation and the partnership. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
 **Candice N. Bain**
Commission # DD502310
Expires: FEB. 14, 2010
Bonded Thru Atlantic Bonding Co., Inc.

Candice N. Bain
NOTARY PUBLIC
My Commission Expires: 2-14-10
State of FLORIDA at Large [SEAL]