

**FIRST AMENDMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF PINEY WOODS BEACH**

THIS FIRST AMENDMENT MADE THIS 12 DAY OF May, 2005,

WHEREAS, THE UNDERSIGNED OWNERS OF REAL PROPERTY LOCATED IN THE GULF COUNTY, FLORIDA DESCRIBED IN PLAT BOOK 3, PAGE 63, PUBLIC RECORDS OF GULF COUNTY, FLORIDA, HAVE PREVIOUSLY RECORDED THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF PINEY WOODS BEACH AT OFFICIAL RECORDS BOOK 255, PAGE 1; AND

WHEREAS, IT IS NECESSARY TO AMEND THOSE COVENANTS AND RESTRICTIONS; AND

WHEREAS, PURSUANT TO ARTICLE VIII, SECTION 2. OF THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF PINEY WOODS BEACH, THE UNDERSIGNED HAS THE POWER AND AUTHORITY TO MAKE SUCH AMENDMENTS;

NOW, THEREFORE, THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF PINEY WOODS BEACH RECORDED AT ORB 255, PAGE 1, PUBLIC RECORDS OF GULF COUNTY, FLORIDA, IS HEREBY AMENDED AS FOLLOWS:

1. ARTICLE I, SECTION 2 IS HEREBY AMENDED TO READ AS FOLLOWS:

"PROPERTY" SHALL MEAN AND REFER TO THAT CERTAIN REAL PROPERTY DESCRIBED IN THE REPLAT OF PINEY WOODS BEACH RECORDED AT PLAT BOOK 5, PAGE 46, PUBLIC RECORDS OF GULF COUNTY PROPERTY.

2. ARTICLE 1, SECTION 3 IS HEREBY AMENDED TO DELETE THE REFERENCE TO THE TWO FOOT WIDE COMMON AREA ON THE WEST BOUNDARY LINE OF THE PROPERTY.

3. ARTICLE 2 IS HEREBY AMENDED TO REFER TO THE PROPERTY DESCRIBED AT PLAT BOOK 5, PAGE 46, PUBLIC RECORDS OF GULF COUNTY, FLORIDA.

4. ARTICLE 7, SECTION 4, SUBSECTION C, IS HEREBY AMENDED TO ADD THE FOLLOWING PARAGRAPH 16:

16. NO OWNER, TENANT, GUEST OR INVITEE OF ANY OWNER SHALL REMOVE ANY VEGETATION OR UNDERTAKE THE CONSTRUCTION OF ANY IMPROVEMENT SEAWARD OF THE COASTAL CONSTRUCTION CONTROL LINE THAT WOULD HAVE THE EFFECT OF DIMINISHING OR DESTROYING THE SAND DUNES LYING WITHIN SAID AREA; PROVIDED HOWEVER, THE ASSOCIATION MAY INSTALL DUNE WALKOVERS AND OTHER IMPROVEMENTS WITHIN SAID AREA THAT ARE CUSTOMARILY

USED FOR PROVIDING PEDESTRIAN ACCESS TO THE PUBLIC BEACH
OR THAT MAY BE USEFUL OR NECESSARY FOR THE PRESERVATION
OF THE DUNE SYSTEM OR THE HOMES WITHIN THE PROPERTY.

5. All other provisions of the original Covenants, Conditions and Restrictions and the plat of Piney Woods Beach described above, shall remain in full force and effect.

IN WITNESS WHEREOF WE HAVE HEREUNTO SET THEIR HANDS AND SEALS THE
DATE AND YEAR FIRST ABOVE WRITTEN.

SIGNATURE OF WITNESS

PRINTED NAME: Thomas S. Gibson

SIGNATURE OF WITNESS

PRINTED NAME: Burt S. Brantly

STATE OF Florida

COUNTY OF Gulf

CAPE SAN BLAS, LLC

BY: [Signature] M62.

Inst: B60 Date: 05/16/2005 Time: 10:52
DC, Rebecca L. Norris, GULF County B:377 P:307

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED TO ADMINISTER
OATHS AND TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED personally known, AS
MANAGING MEMBER OF CAPE SAN BLAS, LLC, KNOWN TO ME TO BE THE PERSON(S) DESCRIBED IN AND
WHO EXECUTED THE FOREGOING INSTRUMENTS, WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED
THE SAME, THAT I RELIED UPON THE FOLLOWING FORM(S) OF IDENTIFICATION OF THE ABOVE-NAMED
PERSON(S):

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 11
DAY OF May 2005.



Thomas S. Gibson
MY COMMISSION # DD160449 EXPIRES
October 23, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC STATE OF
MY COMMISSION EXPIRES

CAPE SAN BLAS HOLDINGS, LLC

SIGNATURE OF WITNESS

PRINTED NAME: Robert Thompson

SIGNATURE OF WITNESS

PRINTED NAME: Peggy Phillips

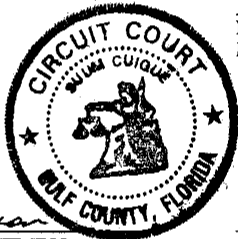
STATE OF Georgia

BY: [Signature] M62.

COUNTY OF Trump State of Georgia

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED personally known, AS MANAGING MEMBER OF CAPE SAN BLAS HOLDINGS, LLC, KNOWN TO ME TO BE THE PERSON(S) DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENTS, WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME, THAT I RELIED UPON THE FOLLOWING FORM(S) OF IDENTIFICATION OF THE ABOVE-NAMED PERSON(S):

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 12 DAY OF May, 2005.



Kimberly G. Bailey
NOTARY PUBLIC STATE OF Georgia
MY COMMISSION EXPIRES: Aug 3, 2005

ELLIS C. SMITH

Rob Thompson
SIGNATURE OF WITNESS

PRINTED NAME: Robert Thompson

Pease Phillips
SIGNATURE OF WITNESS

PRINTED NAME: Pease Phillips

STATE OF Georgia
COUNTY OF Trump

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED personally known, KNOWN TO ME TO BE THE PERSON(S) DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENTS, WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME, THAT I RELIED UPON THE FOLLOWING FORM(S) OF IDENTIFICATION OF THE ABOVE-NAMED PERSON(S):

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 12 DAY OF May, 2005.

Kimberly G. Bailey
NOTARY PUBLIC STATE OF Georgia
MY COMMISSION EXPIRES: Aug 3, 2005

Inst:0020053803 Date:05/16/2005 Time:10:52

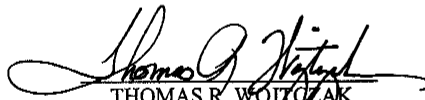
6LD DC, Rebecca L. Norris, GULF County B:377 P:308

JOINDER ON THE DEDICATION OF PINEY WOODS BEACH

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, having an interest in the property described as Piney Woods Beach Subdivision as recorded in the public records of Gulf County, Florida at Plat Book 3, page 63 and replatted and rerecorded at Plat Book 5, page 46, hereby joins in and consents to the replat of the subdivision and the dedications contained therein. Further, the undersigned consents to and joins in the First Amendment to the Declaration of Restrictive Covenants, Conditions and Restrictions of Piney Woods Beach recorded in the public records of Gulf County, Florida at ORB 372, page 306.

The consent contained herein is conditioned that there will be no requirement for the undersigned, as owner of Lot 4, to concede any property to facilitate the replatting of the Subdivision and the dedication contained therein, nor shall the undersigned incur any costs pertaining to the replat and dedication of the Subdivision.

Dated this 25 day of March, 2005.


THOMAS R. WOJTCZAK

Signature of Witness

Printed Name:

Signature of Witness

Printed Name:

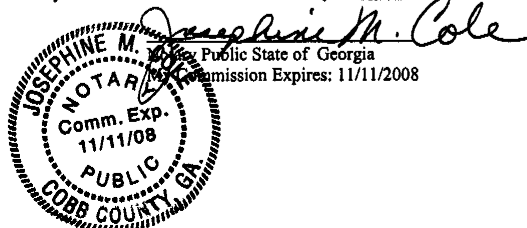
Inst:0020053803 Date:05/16/2005 Time:10:52

DC, Rebecca L. Norris, GULF County B:377 P:309

STATE OF GEORGIA
COUNTY OF FULTON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Thomas R. Wojtczak, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s):
Georgia Driver's License

Witness my hand and official seal in the County and State last aforesaid this 23rd day of March, 2005.



STATE OF GEORGIA

Inst: 0020053803 Date: 05/16/2005 Time: 10:52
BLO DC, Rebecca L. Norris, GULF County B: 377 P: 310

COUNTY OF TROUP

AGREEMENT OF PROPERTY OWNERS OF
PINEY WOODS BEACH SUBDIVISION

THIS AGREEMENT, made to be effective as of September 24, 2004, by and between the undersigned, who constitute all of the owners of record of lots in Piney Woods Beach Subdivision in Gulf County, Florida (the "Subdivision"), as parties of the first part, hereinafter the "Owners", and Ellis C. Smith of Troup County, Georgia, as party of the second part.

WHEREAS, the Owners own all of the lots in the Subdivision, and

WHEREAS, the Cape San Blas, LLC, is the owner of Lot 6 in Block 2 of the Subdivision and are set to acquire another piece of real property that adjoins the Subdivision on its western boundary, and

WHEREAS, Cape San Blas, LLC, would like to incorporate the adjoining property being acquired by them into the Subdivision, with access off of McCosh Mill Road, and in connection therewith to re-plat the Subdivision, and

WHEREAS, Cape San Blas, LLC, has agreed to upgrade and enhance the common areas of the Subdivision as consideration for the consent of the present owners of the Subdivision to permit the additional lots to be incorporated therein,

NOW, THEREFORE, in consideration of the premises, and in consideration of the mutual benefits accruing to the parties by virtue of these presents, IT IS HEREBY AGREED AS FOLLOWS:

1. The Owners consent to the transfer of the narrow strip of land located between the western boundary of the subdivision and the western right of way of McCosh Mill Road from the Piney Woods Beach Homeowners Association, Inc. to Cape San Blas, LLC.
2. The Owners further consent to the re-plat of the entire Subdivision, to incorporate the adjoining property being acquired by Cape San Blas, LLC, and added to the Subdivision. The Owners understand that this addition and re-plat will create additional lots in the Subdivision. The addition and re-plat will not affect any of the individual lots of the Owners, unless the owner of an individual lot gives his written consent to such effect in a separate document, and the re-plat will not affect any of the common areas of the existing Subdivision, except for the narrow strip being conveyed to Cape San Blas, LLC

3. The Owners authorize Ellis C. Smith, as President of the Piney Woods Beach Homeowners Association, Inc., to make and execute any and all necessary documents to facilitate the transactions contemplated herein and to give effect to the purposes and intents of this Agreement. In connection therewith, the Owners hereby nominate, constitute, and appoint Ellis C. Smith as their attorney-in-fact to make and execute any documents, consents, or agreements, or take any other actions in the name, place, and stead of the Owners, and for their use and benefit, to effect the purposes and intents of this Agreement.
4. The Owners hereby waive any further notices of any proposed actions from the Piney Woods Beach Homeowners Association, Inc., Gulf County, or any other governmental agency or entity required or permitted to give notice to the Owners of any further actions in connection with the matters set forth in this Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement on the day and year first above written.

LOT 1, BLOCK 1


LESIA S. MIKELL

LOT 2, BLOCK 1


PETER CERILLO

Deceased D.O.B. 7-30-04
MARY E. CERILLO

LOT 3, BLOCK 1


ELLIS CAUDLE SMITH

LOT 4, BLOCK 1


ELLIS CECIL SMITH

LOT 5, BLOCK 1


ELLIS C. SMITH

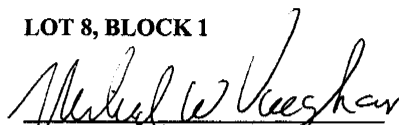
LOT 6, BLOCK 1

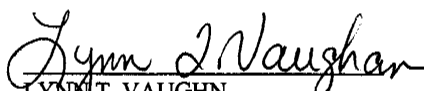

ELLIS C. SMITH

LOT 7, BLOCK 1


ELLIS C. SMITH

LOT 8, BLOCK 1


MICHAEL WAYNE VAUGHN


LYNN T. VAUGHN

LOT 1, BLOCK 2

Ellis C. Smith
ELLIS C. SMITH

LOT 2, BLOCK 2

Ellis C. Smith
ELLIS C. SMITH

LOT 3, BLOCK 2

Christopher Alan Roman
CHRISTOPHER ALAN ROMAN

Brenda Nannette Roman
BRENDA NANNETTE ROMAN

LOT 4, BLOCK 2

Ellis Caudle Smith
ELLIS CAUDLE SMITH

LOT 5, BLOCK 2

Ellis C. Smith
ELLIS C. SMITH

LOT 6, BLOCK 2

CAPE SAN BLAS, LLC
Richard E. Parvey
RICHARD E. PARVEY, Manager

LOT 7, BLOCK 2

CAPE SAN BLAS HOLDINGS, LLC
Edward D. Smith
EDWARD D. SMITH, Manager

Inst:0020053803 Date:05/16/2005 Time:10:52
BLO DC, Rebecca L. Norris, GULF County B:377 P:312

006437

CERTIFICATE OF DEATH/STATE OF GEORGIA		Local File Number	State File Number
1a. MARY EILEEN CERILLO		1b. DELL-PIANO	1c. FEMALE
2a. WHITE		2b. JULY 18, 1951	2c. 53
3a. ATLANTA		3b. HAVEN HOUSE HOSPICE	3c. INPATIENT
4a. NY/BRONX		4b. USA	4c. MARRIED
5a. SYSTEM ANALYST		5b. CUMMING	5c. 6655 FOX CREEK DR.
6a. GEORGIA		6b. FORSYTH	6c. NO
7a. RALPH		7b. DELL-PIANO	7c. MARY
8a. PETER		8b. CERILLO	8c. 6655 FOX CREEK DR. CUMMING GA 30040
9a. AUGUST 1, 2004		9b. AMERICAN CREMATORY	9c. ROSWELL, GA 30076 FULTON
10a. RICHARD BOBO		10b. 3959	10c. ROSWELL FUNERAL HOME
11a. NO EMBALMING		11b. NONE	11c. 950 MANSELL ROAD
12a. IMMEDIATE CAUSE		12b. NONE	12c. ROSWELL, GA 30076
13a. GEORGIA		13b. FORSYTH	13c. 6655 FOX CREEK DR.
14a. RALPH		14b. DELL-PIANO	14c. MARY
15a. PETER		15b. CERILLO	15c. 6655 FOX CREEK DR. CUMMING GA 30040
16a. AUGUST 1, 2004		16b. AMERICAN CREMATORY	16c. ROSWELL, GA 30076 FULTON
17a. RICHARD BOBO		17b. 3959	17c. ROSWELL FUNERAL HOME
18a. NO EMBALMING		18b. NONE	18c. 950 MANSELL ROAD
19a. IMMEDIATE CAUSE		19b. NONE	19c. ROSWELL, GA 30076
20a. GEORGIA		20b. FORSYTH	20c. 6655 FOX CREEK DR.
21a. RALPH		21b. DELL-PIANO	21c. MARY
22a. PETER		22b. CERILLO	22c. 6655 FOX CREEK DR. CUMMING GA 30040
23a. AUGUST 1, 2004		23b. AMERICAN CREMATORY	23c. ROSWELL, GA 30076 FULTON
24a. RICHARD BOBO		24b. 3959	24c. ROSWELL FUNERAL HOME
25a. NO EMBALMING		25b. NONE	25c. 950 MANSELL ROAD
26a. IMMEDIATE CAUSE		26b. NONE	26c. ROSWELL, GA 30076
27a. GEORGIA		27b. FORSYTH	27c. 6655 FOX CREEK DR.
28a. RALPH		28b. DELL-PIANO	28c. MARY
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36a. PETER		36b. CERILLO	36c. 6655 FOX CREEK DR. CUMMING GA 30040
37a. AUGUST 1, 2004		37b. AMERICAN CREMATORY	37c. ROSWELL, GA 30076 FULTON
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42a. RALPH		42b. DELL-PIANO	42c. MARY
43a. PETER		43b. CERILLO	43c. 6655 FOX CREEK DR. CUMMING GA 30040
44a. AUGUST 1, 2004		44b. AMERICAN CREMATORY	44c. ROSWELL, GA 30076 FULTON
45a. RICHARD BOBO		45b. 3959	45c. ROSWELL FUNERAL HOME
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48a. GEORGIA		48b. FORSYTH	48c. 6655 FOX CREEK DR.
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143a. RICHARD BOBO		143b. 3959	143c. ROSWELL FUNERAL HOME
144a. NO EMBALMING		144b. NONE	144c. 950 MANSELL ROAD
145a. IMMEDIATE CAUSE		145b. NONE	145c. ROSWELL, GA 30076
146a. GEORGIA		146b. FORSYTH	146c. 6655 FOX CREEK DR.
147a. RALPH		147b. DELL-PIANO	147c. MARY
148a. PETER		148b. CERILLO	148c. 6655 FOX CREEK DR. CUMMING GA 30040
149a. AUGUST 1, 2004		149b. AMERICAN CREMATORY	149c. ROSWELL, GA 30076 FULTON
150a. RICHARD BOBO		150b. 3959	150c. ROSWELL FUNERAL HOME
151a. NO EMBALMING		151b. NONE	151c. 950 MANSELL ROAD
152a. IMMEDIATE CAUSE		152b. NONE	152c. ROSWELL, GA 30076
153a. GEORGIA		153b. FORSYTH	153c. 6655 FOX CREEK DR.
154a. RALPH		154b. DELL-PIANO	154c. MARY
155a. PETER		155b. CERILLO	155c. 6655 FOX CREEK DR. CUMMING GA 30040
156a. AUGUST 1, 2004		156b. AMERICAN CREMATORY	156c. ROSWELL, GA 30076 FULTON
157a. RICHARD BOBO		157b. 3959	157c. ROSWELL FUNERAL HOME
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159a. IMMEDIATE CAUSE		159b. NONE	159c. ROSWELL, GA 30076
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161a. RALPH		161b. DELL-PIANO	161c. MARY
162a. PETER		162b. CERILLO	162c. 6655 FOX CREEK DR. CUMMING GA 30040
163a. AUGUST 1, 2004		163b. AMERICAN CREMATORY	163c. ROSWELL, GA 30076 FULTON
164a. RICHARD BOBO		164b. 3959	164c. ROSWELL FUNERAL HOME
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166a. IMMEDIATE CAUSE		166b. NONE	166c. ROSWELL, GA 30076
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168a. RALPH		168b. DELL-PIANO	168c. MARY
169a. PETER		169b. CERILLO	169c. 6655 FOX CREEK DR. CUMMING GA 30040
170a. AUGUST 1, 2004		170b. AMERICAN CREMATORY	170c. ROSWELL, GA 30076 FULTON
171a. RICHARD BOBO		171b. 3959	171c. ROSWELL FUNERAL HOME
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173a. IMMEDIATE CAUSE		173b. NONE	173c. ROSWELL, GA 30076
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176a. PETER		176b. CERILLO	176c. 6655 FOX CREEK DR. CUMMING GA 30040
177a. AUGUST 1, 2004		177b. AMERICAN CREMATORY	177c. ROSWELL, GA 30076 FULTON
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184a. AUGUST 1, 2004		184b. AMERICAN CREMATORY	184c. ROSWELL, GA 30076 FULTON
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203a. RALPH		203b. DELL-PIANO	203c. MARY
204a. PETER		204b. CERILLO	204c. 6655 FOX CREEK DR. CUMMING GA 30040
205a. AUGUST 1, 2004		205b. AMERICAN CREMATORY	205c. ROSWELL, GA 30076 FULTON
206a. RICHARD BOBO		206b. 3959	206c. ROSWELL FUNERAL HOME
207a. NO EMBALMING		207b. NONE	207c. 950 MANSELL ROAD
208a. IMMEDIATE CAUSE		208b. NONE	