

R- This Instrument Prepared By
& Requested Be Returned To:
Craig B. Hill, Esquire
Clark, Campbell & Mawhinney, P.A.
500 South Florida Avenue, Suite 800
Lakeland, Florida 33801

**SECOND AMENDMENT TO MASTER DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR VIENNA SQUARE**

THIS SECOND AMENDMENT TO MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR VIENNA SQUARE ("Second Amendment") is made effective November 14, 2007, by BAYTREE PARTNERS, LLC, a Florida limited liability company ("Declarant").

RECITALS:

WHEREAS, Declarant is the Developer of the Community, and in connection therewith has recorded a Master Declaration of Covenants, Conditions and Restrictions for Vienna Square, in Official Records Book 7080, Page 2010, Public Records of Polk County, Florida ("Master Declaration"), and that certain First Amendment to Master Declaration of Covenants, Conditions and Restrictions for Vienna Square, in Official Records Book 7363, Page 378, Public Records of Polk County, Florida ("First Amendment") (Master Declaration and First Amendment are collectively referred to herein as the, "Declaration"); and

WHEREAS, Section 15.10 of the Declaration provides in pertinent part that the Declarant may, in its sole discretion, by an instrument filed of record in the County, unilaterally modify, enlarge, amend, waive or add to the covenants, conditions, restrictions and other provisions of the Declaration, and any recorded exhibit thereto; and

WHEREAS, Declarant desires to amend the Declaration for the purposes as set forth herein.

NOW THEREFORE, Declarant amends the Declaration as follows:

1. Initially capitalized terms herein shall have the meanings ascribed thereto in the Declaration, unless otherwise defined herein.

2. The foregoing recitals are true and correct and by this reference incorporated into the body of this Second Amendment.

3. The legal description of the Lands is amended and restated in its entirety as set forth on Exhibit "A" attached hereto and incorporated herein by reference.

4. The legal description of the Villas Lands is amended and restated in its entirety as set forth on Exhibit "B" attached hereto and incorporated herein by reference.

5. The following is added to the Declaration:

Section 5.36 Senior Living Property; Use of Common Areas. Declarant or its assigns may (but shall not be under no obligation to) develop all or any portion of the real property described on Exhibit "C" attached hereto and incorporated herein by reference ("Senior Living Property") as skilled, assisted, or independent living facilities and related and accessory uses or any combination thereof ("Senior Living Facilities"). In the event the Senior Living Facilities are constructed, the residents of the Senior Living Facilities (collectively, "Senior Living Residents") shall have the right to utilize the Common Areas within the Community (to the extent that same are constructed), including without limitation, clubhouse, swimming pool and tennis court(s) (collectively, "Community Amenities") on the same basis as a Member, subject to the terms of this Section 5.36. Additionally, the Senior Living Residents shall have a non-exclusive easement over and across the streets within the Community for pedestrian and vehicular ingress to and egress from the Community Amenities, together with a non-exclusive easement for parking at the Community Amenities. The rights of the Senior Living Residents to utilize the Community Amenities shall be subject to any reasonable rules or regulations pertaining to the use of the Community Amenities as promulgated by the Declarant, Association and/or Villas Association, as the case may be, which rules and regulations shall be applicable to all Owners, Members, and Senior Living Residents, and which rules and regulations shall not adversely impact the rights of the Senior Living Residents hereunder. Further, the rights of each Senior Living Resident to utilize the Community Amenities shall be subject to payment of a user fee by that Senior Living Resident in the amount of One Hundred and No/100 Dollars (\$100.00) per each Senior Living Resident per calendar year ("User Fee"). For the purpose of calculating the User Fee, Senior Living Resident shall mean an individual Senior Living Resident or a married couple (with both spouses being Senior Living Residents, in which case, payment of only one User Fee shall be required). Notwithstanding anything to the contrary contained herein, only Senior Living Residents that utilize the Community Amenities are required to pay the User Fee; Senior Living Residents that do not utilize the Community Amenities are not required to pay the User Fee. So long as any Developer is offering any property in the Community for sale in

the ordinary course of business, the User Fee shall be paid to Declarant or such individual or entity as Declarant directs, and thereafter, the User Fee shall be paid to the Association. On January 1, 2012, the Association, by written notice to the owner(s) of the Senior Living Facilities (individually and collectively, "Senior Living Owner") may increase the User Fee by the lesser of three percent (3%) or the Consumer Price Index (defined as the United States Department of Labor Consumer Price Index, U.S. City Average, All Urban Consumers, 1967 equals 100, at the nearest reporting date prior to January 1st of the year of increase) annually. The rights of the Senior Living Residents to utilize the Community Amenities is and shall be exclusive to each individual Senior Living Resident and is not transferable, by assignment or otherwise. Notwithstanding anything to the contrary contained in this Declaration, no amendment may be made to this Declaration that affects the Senior Living Property, the rights of the Senior Living Residents, or any of the provisions of this Section 5.36 without Declarant's consent and the Senior Living Owner's consent, which consent may be withheld in Declarant's and Senior Living Owner's sole and absolute discretion. The Senior Living Residents shall be considered third party beneficiaries to the provisions of this Section 5.36 and shall have the right to enforce their rights hereunder. Declarant and/or Senior Living Owner shall have the right (but not the obligation) in its/their sole and absolute discretion to divide or subdivide the Senior Living Property or add additional real property thereto or withdraw real property therefrom by an amendment to this Declaration, including any exhibit thereto, consented to or joined in only by Declarant and/or Senior Living Owner, as applicable.

6. The Association is a party to this Second Amendment in order to evidence its agreement therewith and consent thereto, to the extent necessary, inasmuch as certain Common Areas were dedicated to the Association on that certain plat of Vienna Square Phase 1, recorded in Plat Book 143, Pages 36-39, inclusive, Public Records of Polk County, Florida, and additional Common Areas may be dedicated or otherwise conveyed to the Association. The Association shall continuously operate, maintain and hold record title to the Common Areas (including the Community Amenities).

7. Except as expressly amended and modified herein, the Declaration shall remain in full force and effect.

[SIGNATURES TO FOLLOW ON SUBSEQUENT PAGES]

IN WITNESS WHEREOF, Baytree Partners, LLC, a Florida limited liability company, hereby executes this Second Amendment to Master Declaration of Covenants, Conditions and Restrictions for Vienna Square effective as of the day and year first set forth above, and VIENNA SQUARE HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation, joins in this Second Amendment to the extent that it has rights hereunder and as expressly set forth herein effective the day and year first set forth above.

"DECLARANT"

Witnesses:

Derandar Evans
Name: DERANDAR EVANS
Sharon L Cribbs
Name: SHARON L CRIBBS

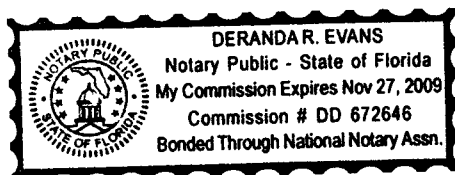
BAYTREE PARTNERS, LLC, a Florida limited liability company

By: CRF Management Co., Inc., a Florida corporation, its managing member

By: *Laurence T. Maxwell*
Print Name: Laurence T. Maxwell
Title: President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was executed before me this 16 day of November, 2007, by Laurence T. Maxwell as President of CRF Management Co., Inc., a Florida corporation, the managing member of Baytree Partners, LLC, a Florida limited liability company. He is personally known to me or did produce as identification.



Derandar Evans
Notary Public, State of Florida
Print Name

(SEAL)

"ASSOCIATION"

Witnesses:

Name:

Sharon L. Cribbs

Name: SHARON L. CRIBBS

VIENNA SQUARE HOMEOWNERS'
ASSOCIATION, INC., a Florida not
for profit corporation

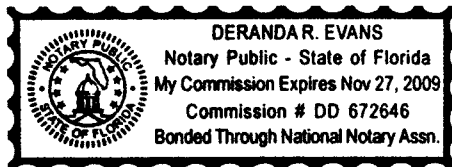
By:

Print Name: Lawrence T. Maxwell

Title: President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was executed before me this 16 day of November,
2007, by Lawrence T. Maxwell as President of Vienna Square
Homeowners' Association, Inc., a Florida not for profit corporation. He is personally known to me
or did produce _____ as identification.



Derandar R. Evans
Notary Public, State of Florida

Print Name

(SEAL)

EXHIBIT "A"

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LEGAL DESCRIPTION OF THE LANDS

That part of Lots 4, 5, 6, 7, 8 and 9 of Florida Highland Company as recorded in Plat Book 3, page 27, Public Records of Polk County, Florida lying in the south half of Section 26, Township 28 South, Range 26 East, Polk County, Florida and that part of Lot 3 of said Florida Highland Company in Section 35, Township 28 South, Range 26 East, Polk County, Florida, all being more particularly described as follows:

Begin at the southwest corner of the southeast quarter of the southwest quarter of said Section 26; thence North 00°09'26" West along the west line of said Lot 8 a distance of 671.32 feet; thence North 90°00'00" East a distance of 2717.51 feet; thence North 28°57'20" East a distance of 28.57 feet; thence North 90°00'00" East a distance of 365.71 feet; thence South 00°00'00" East a distance 9.08 feet; thence South 25°36'48" East a distance of 6.06 feet thence South 72°26'48" East a distance of 221.98 feet; thence South 21°35'14" West a distance of 14.79 feet; thence South 60°58'04" East a distance of 8.17 feet; thence South 29°31'26" West a distance of 167.07 feet; thence South 43°35'57" West a distance of 154.36 feet; thence South 38°58'46" East a distance of 38.50 feet to a point on a curve concave to the south and having a radius of 90.00 feet; thence southeast along said curve to the right through a central angle of 5°57'24" an arc distance of 9.36 feet; (chord = 9.35 feet, bearing = South 63°58'08" East); thence South 60°59'26" East a distance of 118.93 feet to the beginning of a curve concave to the north and having a radius of 50.00 feet; thence east along said curve to the left through a central angle of 89°59'18" an arc distance of 78.53 feet; (chord = 70.70 feet, bearing = North 73°59'56" East); thence South 60°59'26" East a distance of 13.30 feet to a point on the westerly right of way of County Road 550 (formerly State Road 542); thence South 29°00'34" West along said westerly right of way line a distance of 160.00 feet; thence North 60°59'26" West a distance of 13.30 feet to the beginning of a curve concave to the southwest and having a radius of 50.00 feet; thence northwest along said curve to the left through a central angle of 90°06'38" an arc distance of 78.64 feet (chord = 70.78 feet, bearing = North 16°02'44" West); thence North 60°59'26" West a distance of 118.83 feet to the beginning of a curve concave to the south and having a radius of 50.00 feet; thence west along said curve to the left through a central angle of 90°00'00" an arc distance of 78.54 feet (chord = 70.71 feet, bearing = South 74°00'34" West); thence South 29°00'34" West a distance of 194.66 feet to the beginning of a curve concave to the northwest and having a radius of 90.00 feet; thence southwest along said curve to the right through a central angle of 60°26'02" an arc distance of 94.93 feet (chord = 90.59 feet, bearing = South 59°13'35" West) to the south line of said Section 26; thence South 89°26'36" West along said south line a distance of 224.68 feet; thence South 00°30'06" East along the east line of said Lot 3 a distance of 962.25 feet to the north right of way line of County Road 550 (formerly State Road 542) thence south and west along said north right of way line the following (3) three courses: (1) thence South 28°59'04" West a distance of 213.27 feet to the beginning of a curve concave to the northwest and having a radius of 285.67 feet; (2) thence southwest

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EXHIBIT "A"

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along curve to the right through a central angle of 60°45'20", an arc distance of 302.92 feet; (chord = 288.93 feet, bearing = South 59°22'58" West); (3) thence South 89°45'01" West a distance of 311.76 feet to the west line of said Lot 3 of Florida Highland Company in Section 35 and the east boundary of Overlook Estates East as recorded in Plat Book 87, page 46, Public Records of Polk County, Florida; thence North 00°29'28" West along said east boundary a distance of 1291.32 feet to the northeast corner of Overlook Estates East as recorded in Plat Book 87, page 46 of the public records of Polk County, Florida; thence South 89°28'59" West along the north boundary of said Overlook Estates East a distance of 666.47 feet to the northwest corner of said Overlook Estates East; thence South 89°51'48" West along the south line of said Section 26 a distance of 1328.20 feet to the Point of Beginning.

AND

Lots 39, 40, 41, 42, 43 & 44 of Vienna Square Phase 1 as recorded in Plat Book 143, Pages 36-39 of the Public Records of Polk County, Florida.

LESS AND EXCEPT

Additional right of way dedicated to Overlook Drive (County Road 550) as shown on the plat of Vienna Square Phase 1 as recorded in Plat Book 143, Pages 36-39 of the Public Records of Polk County, Florida.

EXHIBIT "B"

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LEGAL DESCRIPTION OF THE VILLAS LANDS

That part of Vienna Square Phase 1, as recorded in Plat Book 143, Pages 36-39 of the Public Records of Polk County, Florida, described as follows:

Begin at the northwest corner of said Vienna Square Phase 1; thence along the boundary of said plat for the following 32 calls; (1) N 89°26'36" E a distance 228.93 feet; (2) thence N 00°00'00" W a distance of 100.00 feet; (3) thence N 47°35'15" E a distance of 95.56 feet; (4) thence N 02°17'54" E a distance of 37.94 feet; (5) thence N 61°02'04" E a distance of 39.39 feet; (6) thence N 04°12'10" E a distance of 100.15 feet; (7) thence N 12°27'36" W a distance of 61.65 feet; (8) thence N 06°51'04" E a distance of 109.07 feet; (9) thence S 48°37'18" E a distance of 63.46 feet; (10) thence S 64°15'04" E a distance of 114.86 feet; (11) thence S 82°39'28" E a distance of 58.46 feet; (12) thence S 69°33'16" E a distance of 75.10 feet; (13) thence S 81°55'10" E a distance of 102.91 feet; (14) thence N 70°19'36" E a distance of 89.83 feet; (15) thence S 83°41'08" E a distance of 39.05 feet; (16) thence N 74°03'02" E a distance of 56.86 feet; (17) thence N 72°31'32" E a distance of 79.19 feet; (18) thence N 71°36'19" E a distance of 51.21 feet; (19) thence N 26°23'12" E a distance of 54.54 feet; (20) thence N 09°59'21" W a distance of 49.16 feet; (21) thence N 20°23'11" E a distance of 57.08 feet; (22) thence N 35°42'01" E a distance of 66.75 feet; (23) thence S 25°36'48" E a distance of 6.06 feet; (24) thence S 72°26'48" E a distance of 221.98 feet; (25) thence S 21°35'14" W a distance of 14.79 feet; (26) thence S 60°58'04" E a distance of 8.17 feet; (27) thence S 29°31'26" W a distance of 167.07 feet; (28) thence S 43°35'57" W a distance of 154.36 feet; (29) thence S 38°58'46" E a distance of 38.50 feet to a point on a curve concave to the south and having a radius of 90.00 feet; (30) thence southeast along said curve to the right through a central angle of 5°57'21" an arc distance of 9.36 feet; (chord = 9.35 feet, bearing = S 63°59'54" E); (31) thence S 60°59'26" E a distance of 118.93 feet to the beginning of a curve concave to the north and having a radius of 50.00 feet; (32) thence east along said curve to the left through a central angle of 34°28'20" an arc distance of 30.08 feet; (chord = 29.63 feet, bearing = S 78°13'47" E) to a point on the westerly right of way of County Road 550 (formerly State Road 542) as shown per plat of Vienna Square Phase 1; thence South 29°00'34" West along said westerly right of way line a distance of 77.56 feet to the beginning of a curve concave to the southwest and having a radius of 50.00 feet; thence northwest along said curve through a central angle of 34°35'09" an arc distance of 30.18 feet (chord = 29.73 feet, bearing = N 43°48'32" W); thence N 60°59'26" W a distance of 118.83 feet to the beginning of a curve concave to the south and having a radius of 50.00 feet; thence along said curve to the left through a central angle of

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90°00'00" an arc distance of 78.54 feet (chord = 70.71 feet, bearing = S 74°00'34" W); thence S 29°00'34" W a distance of 194.66 feet to the beginning of a curve concave to the northwest and having a radius of 90.00 feet; thence southwest along said curve to the right through a central angle of 60°26'02" an arc distance of 94.93 feet (chord = 90.59 feet, bearing = S 59°13'35" W) to the south line of said Vienna Square Phase 1; thence S 89°26'36" W along said south line a distance of 224.68 feet; thence S 89°28'58" W a distance of 666.43 feet to a point on the west line of said Vienna Square Phase 1; thence N 00°00'00" W along said west line a distance of 39.54 feet to the Point of Beginning.

AND

That part of Lots 4, 5, 6, 7 and 8 of Florida Highland Company as recorded in Plat Book 3, page 27, Public Records of Polk County, Florida lying in the south half of Section 26, Township 28 South, Range 26 East, described as follows:

Begin at the northwest corner of Vienna Square Phase 1 as recorded in Plat Book 143, pages 36-39 of the public records of Polk County, Florida; thence along the boundary of said Vienna Square Phase 1 for the following 22 calls; (1) thence N 89°26'36" E a distance of 228.93 feet; (2) thence N 00°00'00" E a distance of 100.00 feet; (3) thence N 47°35'15" E a distance of 95.56 feet; (4) thence N 02°17'54" E a distance of 37.94 feet; (5) thence N 61°02'04" E a distance of 39.39 feet; (6) thence N 04°12'10" E a distance of 100.15 feet; (7) thence N 12°27'36" W a distance of 61.65 feet; (8) thence N 06°51'04" E a distance of 109.07 feet; (9) thence S 48°37'18" E a distance of 63.46 feet; (10) thence S 64°15'04" E a distance of 114.86 feet; (11) thence S 82°39'28" E a distance of 58.46 feet; (12) thence S 69°33'16" E a distance of 75.10 feet; (13) thence S 81°55'10" E a distance of 102.91 feet; (14) thence N 70°19'36" E a distance of 89.83 feet; (15) thence S 83°41'08" E a distance of 39.05 feet; (16) thence N 74°03'02" E a distance of 56.86 feet; (17) thence N 72°31'32" E a distance of 79.19 feet; (18) thence N 71°36'19" E a distance of 51.21 feet; (19) thence N 26°23'12" E a distance of 54.54 feet; (20) thence N 09°59'21" W a distance of 49.16 feet; (21) thence N 20°23'11" E a distance of 57.08 feet; (22) thence N 35°42'01" E a distance of 66.75 feet; thence N 00°00'00" E a distance of 9.08 feet; thence N 90°00'00" W a distance of 365.71 feet; thence S 28°57'20" W a distance of 28.57 feet; thence N 90°00'00" W a distance of 2717.51 feet to a point on the west line of said Lot 8; thence S 00°09'26" E along said west line a distance of 671.32 feet to the southwest corner of the southeast quarter of the southwest quarter of said Section 26; thence N 89°51'48" E along the south line of said Section 26 a distance of 1328.20 feet; thence N 89°28'59" E along said south line a distance of 666.47 feet to a point on the west boundary line

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of said Vienna Square Phase 1, thence N 00°00'00" W along said west line a distance of 39.54 feet to the Point of Beginning.

AND

Lots 39, 40, 41, 42, 43 & 44 of Vienna Square Phase 1 as recorded in Plat Book 143, Pages 36-39 of the Public Records of Polk County, Florida.

EXHIBIT "C"

LEGAL DESCRIPTION OF SENIOR LIVING PROPERTY

That part of Lots 3, 4 and 9 of Florida Highland Company as recorded in Plat Book 3, page 27, Public Records of Polk County, Florida lying in the southeast quarter of the southeast quarter of Section 26, Township 28 South, Range 26 East, Polk County, Florida, described as follows:

Commence at the northeast corner of the southeast quarter of the southeast quarter of said Section 26; thence S 89°39'15" West along the north line of said southeast quarter of the southeast quarter a distance of 489.43 feet to the northwest corner of a parcel described in Official Records Book 5286, page 1095 of the public records of Polk County, Florida and the Point of Beginning; thence S 00°29'05" E along the west line of said parcel a distance of 200.07 feet; thence S 60°19'33" E along the southwest line of said parcel a distance of 249.85 feet; thence S 30°26'25" W a distance of 29.44 feet; thence S 60°44'03" E a distance of 30.11 feet to the westerly right of way line of County Road 550 (formerly State Road 542); thence along said right of way line the following (3) three courses: (1) thence S 28°57'20" W a distance of 354.36 feet; (2) thence S 59°49'00" E a distance of 10.14 feet; (3) thence S 29°01'56" W a distance of 192.62 feet; thence N 60°59'26" W a distance of 28.00 feet; thence S 29°00'34" W a distance of 316.03 feet to a point on a curve concave to the north and having a radius of 50.00 feet; thence along said curve to the right through a central angle of 34°28'12" an arc distance of 30.08 feet (chord = 29.63 feet, chord bearing = N 78°13'32" W); thence N 60°59'26" W a distance of 118.93 feet to the beginning of a curve concave to the southwest and having a radius of 90.00 feet; thence along said curve to the left through a central angle of 5°57'24" an arc distance of 9.36 feet (chord = 9.35 feet, chord bearing = N 63°58'08" W); thence N 38°58'46" W a distance of 38.50 feet; thence N 43°35'59" E a distance of 154.36 feet; thence N 29°31'26" E a distance of 167.07 feet; thence N 60°58'04" W a distance of 8.17 feet; thence N 21°35'14" E a distance of 14.79 feet; thence N 72°26'48" W a distance of 221.98 feet; thence N 25°36'48" W a distance of 6.06 feet; thence N 00°00'03" E a distance of 9.08 feet; thence S 90°00'00" W a distance of 365.71 feet; thence N 28°57'20" E a distance of 748.01 feet to the north line of the southeast quarter of the southeast quarter of said Section 26; thence N 89°46'14" E along said north line a distance of 400.30 feet to the Point of Beginning.