

Prepared by and return to:
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**FIRST AMENDMENT TO
SPECIAL RESTRICTIVE COVENANTS**

This **FIRST AMENDMENT TO SPECIAL RESTRICTIVE COVENANTS** (“**Amendment**”) is made this 29 day of February, 2016, by Palmetto Club Properties Limited Partnership, a South Carolina Limited Partnership, whose mailing address is 117 Manly St., Greenville, SC 29601 (“**Declarant**” and “**Owner**”).

WHEREAS, the predecessor in interest to the Declarant recorded the Special Restrictive Covenants in Official Records Book 933, Page 446, of the Public Records of Leon County, Florida (“**Covenants**”);

WHEREAS, the Declarant desires to amend the Covenants, as specifically described below.

NOW, THEREFORE, in consideration of the sum of Ten (\$10.00) Dollars, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant hereby amends the Declaration as follows:

1. ARTICLE IV is hereby deleted and restated in its entirety as follows:

RESTRICTED USE

The Declarant binds itself and all subsequent purchasers for and during the term hereof to the restricted use of the 18-hole golf course, commonly referred to as the “Championship Golf Course” located on the property now known as Killlearn Golf and Country Club, to its exclusive use and purpose as a golf course. Of the property described in said Exhibit “A,” so much of it,

BUT ONLY so much of it as is specified to be used or is currently being used with regard solely to the particular articulated functions, as follows, being included in this Covenant:

- A. The Championship 18-hole Course; and
- B. A golf driving range; and
- C. Golf practice putting greens; and
- D. A golf pro shop; and
- E. A golf cart storage shed and area.

(The location of items B-E may be relocated) EXCLUDED from the effect of this Article are all areas, uses, lands, and improvements not specifically included above, among which exclusions from this Article shall be:

- 1. The country club house and 19th hole; and
- 2. The motel units and office thereof; and
- 3. The swimming pool and pool area; and
- 4. The tennis and handball courts; and
- 5. All lands not now developed or under development; and
- 6. The 9-hole golf course commonly referred to as "the Narrows" or "North Course";
and
- 7. Any and all extensions, enlargements, or additions to the above uses enumerated in items 1 through 6, inclusive.

- 2. ARTICLE VI is hereby deleted and restated in its entirety as follows:

DURATION

The Covenants and Restrictions of this Declaration shall run with and bind the land and inure to the benefit of the membership of the Killearn Golf and Country Club, by whatever changed name it might function under, until December 31, 2061, after which time, or if sooner terminated pursuant hereto, said Covenants shall automatically expire and be without legal efficacy whatever without further act or comment.

3. ARTICLE VII is hereby created as follows:

PROCEEDS FROM SALE OF PROPERTY

In the event Declarant sells any portion of the property comprising the Narrows, also known as the North Course, Declarant shall be expressly prohibited from receiving sales proceeds relevant to said sale, and will be required to utilize the net sales proceeds to benefit any or all of the following: club house; locker rooms; pro shop; dining areas and kitchen facilities; Championship Course; tennis facilities; pool area; fitness area; and, other amenities of the Killearn Golf and Country Club. As used herein, "net sales proceeds" shall mean all funds generated from the said sale(s) after payment of all closing costs and expenses associated with the development and sale of that same property, exclusive of any pre-existing debt owed on the property.

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AREA I - Holes 6 and 7, Old Course (27.58 Acres)

Begin at the Southeast corner of Lot 14, Block "AII" of Killearn Estates Unit No. 10, as recorded in Plat Book 6, Page 4 of the Public Records of Leon County, Florida, and run thence South 03 degrees 05 minutes 40 seconds West 115.0 feet to a point of curve to the right, thence Southwesterly along said curve with a radius of 370.54 feet, through a central angle of 39 degrees 00 minutes, for an arc distance of 252.22 feet, thence

South 42 degrees 05 minutes 40 seconds West 130.0 feet, thence
 North 39 degrees 21 minutes 40 seconds West 122.69 feet, thence
 South 88 degrees 57 minutes 30 seconds West 275.05 feet, thence
 South 54 degrees 01 minute 40 seconds West 383.05 feet, thence
 South 21 degrees 31 minutes 20 seconds West 381.61 feet, thence
 South 12 degrees 12 minutes 00 seconds East 189.27 feet, thence
 South 27 degrees 20 minutes 00 seconds East 163.25 feet, thence
 North 74 degrees 14 minutes 40 seconds East 150.42 feet, thence
 South 25 degrees 30 minutes 50 seconds East 487.54 feet, thence
 South 57 degrees 39 minutes 10 seconds West 177.55 feet, thence
 South 02 degrees 23 minutes 10 seconds West 240.21 feet, thence
 South 08 degrees 11 minutes 30 seconds East 364.33 feet, thence
 South 65 degrees 43 minutes 30 seconds West 35.0 feet

to a point of curve to the right, thence Southwesterly along said curve with a radius of 669.12 feet, through a central angle of 22 degrees 00 minutes 30 seconds, for an arc distance of 256.90 feet, thence

North 07 degrees 03 minutes 30 seconds West 744.48 feet, thence
 North 38 degrees 36 minutes 38 seconds West 390.84 feet, thence
 North 38 degrees 33 minutes 30 seconds West 50.00 feet, thence
 North 30 degrees 33 minutes 30 seconds West 86.53 feet, thence
 South 83 degrees 50 minutes 24 seconds West 41.50 feet, thence
 North 06 degrees 09 minutes 36 seconds West 91.50 feet, thence
 North 05 degrees 20 minutes 13 seconds East 430.84 feet, thence
 North 20 degrees 01 minute 50 seconds East 510.91 feet, thence
 North 53 degrees 58 minutes 20 seconds East 340.04 feet, thence
 North 75 degrees 07 minutes 30 seconds East 331.10 feet, thence
 South 88 degrees 57 minutes 40 seconds East 561.30 feet

to the POINT OF BEGINNING: containing 27.58 acres, more or less.

AREA II - Holes 13, 14, 15 and 16, Old Course (40.12 Acres)

Begin at the most Easterly corner of Lot 20, Block "EE" of Killearn Estates Unit No. 3, recorded in Plat Book 5, Page 12 of the Public Records of Leon County, Florida. From said POINT OF BEGINNING run thence

South 45 degrees 44 minutes 40 seconds East 312.26 feet, thence
 South 01 degree 39 minutes 40 seconds West 131.04 feet, thence
 South 19 degrees 51 minutes 20 seconds East 382.75 feet, thence
 South 86 degrees 28 minutes 40 seconds East 325.61 feet, thence
 North 49 degrees 29 minutes 50 seconds East 315.63 feet, thence
 North 58 degrees 42 minutes 20 seconds East 596.82 feet, thence
 North 84 degrees 07 minutes 20 seconds East 341.80 feet, thence
 South 71 degrees 01 minute 50 seconds East 338.38 feet, thence
 South 63 degrees 26 minutes 10 seconds East 245.97 feet, thence
 North 74 degrees 03 minutes 20 seconds East 366.01 feet, thence
 North 40 degrees 30 minutes 10 seconds East 315.63 feet, thence
 North 09 degrees 30 minutes 10 seconds West 132.35 feet

to a point lying on a curve concave to the Northwesterly, thence from a tangent bearing of North 77 degrees 14 minutes 10 seconds East run Northwesterly along said curve having a radius of 512.13 feet, through a central angle of 25 degrees 30 minutes, for an arc distance of 277.93 feet, thence

North 51 degrees 44 minutes 10 seconds East 77.0 feet, thence
 South 65 degrees 16 minutes 13 seconds East 156.74 feet, thence

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 South 08 degrees 58 minutes 20 seconds West 192.35 feet, thence
 South 27 degrees 24 minutes 30 seconds West 608.28 feet, thence
 South 74 degrees 49 minutes 40 seconds West 305.65 feet, thence
 South 62 degrees 14 minutes 30 seconds West 322.06 feet, thence
 South 12 degrees 13 minutes 10 seconds West 255.54 feet

to a point on the Northerly right of way boundary of a county road running from Thomasville Road to Centerville Road, thence along the Northerly right of way boundary of said county road, as follows: North 84 degrees 13 minutes 40 seconds West 112.00 feet to a point of curve to the left, thence Northwesterly along said curve with a radius of 2864.83 feet, through a central angle of 06 degrees 12 minutes 50 seconds, for an arc distance of 310.71 feet thence leaving said county road run North 12 degrees 14 minutes 20 seconds West 208.79 feet, thence

North 16 degrees 20 minutes 10 seconds West 302.20 feet, thence
 North 33 degrees 41 minutes 20 seconds West 144.22 feet, thence
 South 55 degrees 24 minutes 30 seconds West 176.14 feet, thence

South 07 degrees 25 minutes 40 seconds West 65.97 feet to a point on a curve concave to the Southeast, thence from a tangent bearing of North 82 degrees 34 minutes 20 seconds West run Southwesterly along said curve with a radius of 50.0 feet, through a central angle of 86 degrees 39 minutes, for an arc distance of 75.61 feet, thence

North 79 degrees 13 minutes 20 seconds West 56.89 feet, thence
 South 54 degrees 27 minutes 40 seconds West 645.17 feet, thence
 South 05 degrees 49 minutes 00 seconds East 137.76 feet

to the Northerly right of way boundary of Shamrock South, thence South 83 degrees 45 minutes 30 seconds West along said right of way boundary 169.18 feet, thence

North 06 degrees 14 minutes 30 seconds West 75.00 feet, thence
 North 82 degrees 27 minutes 18 seconds West 217.07 feet, thence
 South 89 degrees 16 minutes 30 seconds West 212.26 feet, thence
 North 83 degrees 44 minutes 10 seconds West 412.46 feet, thence
 North 02 degrees 43 minutes 30 seconds West 840.95 feet, thence
 North 45 degrees 13 minutes 30 seconds East 225.60 feet

to the POINT OF BEGINNING: containing 40.12 acres, more or less.

AREA III - Holes 2 and 3, New Course (15.02 Acres)

Commence at the Northern most corner of Lot 13, Block "KK" of Killlearn Estates Unit No. 3, as recorded in Plat Book 5, Page 12 of the Public Records of Leon County, Florida. From said POINT OF COMMENCEMENT proceed thence,

North 72 degrees 20 minutes 17 seconds East 714.54 feet, thence
 North 37 degrees 45 minutes 52 seconds East 100.00 feet, thence
 South 53 degrees 44 minutes 41 seconds East 1070.17 feet, thence
 North 80 degrees 23 minutes 52 seconds East 137.34 feet, thence
 North 83 degrees 12 minutes 40 seconds East 60.0 feet

to the POINT OF BEGINNING. From said POINT OF BEGINNING run thence

North 06 degrees 47 minutes 20 seconds West 211.48 feet, thence
 North 80 degrees 09 minutes 12 seconds East 116.73 feet, thence
 North 30 degrees 27 minutes 56 seconds East 591.69 feet, thence
 North 79 degrees 35 minutes 02 seconds East 691.39 feet, thence
 North 50 degrees 40 minutes 39 seconds East 607.56 feet, thence
 South 39 degrees 22 minutes 20 seconds East 322.54 feet

to a point of curve to the right, said curve having a radius of 30.0 feet, through a central angle of 90 degrees, for an arc distance of 47.12 feet, thence

South 50 degrees 37 minutes 40 seconds West 557.16 feet, thence
 West 554.73 feet,
 South 08 degrees 07 minutes 48 seconds East 282.84 feet, thence
 South 67 degrees 45 minutes 54 seconds West 858.87 feet

to the POINT OF BEGINNING; containing 15.02 acres, more or less.

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AREA IV - Holes 1,2,3,4,5,8,9,10,11,12,17,18 - Old Course;
 Holes 1,4,5,6,7,8,9 - New Course;
 Country Club Site (185.47 Acres)

Begin at the Southwest corner of Lot 3, Block "AM" of Killearn Estates Unit No. 10, as recorded in Plat Book 6, Page 4 of the Public Records of Leon County, Florida, said point lying on a curve concave to the Northwesterly, thence from a tangent bearing of South 14 degrees 02 minutes 20 seconds West run Southwesterly along said curve with a radius of 430.54 feet, through a central angle of 28 degrees 03 minutes 30 seconds, for an arc distance of 210.84 feet, thence

South 14 degrees 21 minutes 17 seconds East 323.64 feet, thence
 South 02 degrees 03 minutes 59 seconds East 108.48 feet, thence
 South 49 degrees 16 minutes 07 seconds West 112.89 feet, thence
 South 07 degrees 40 minutes 53 seconds East 92.96 feet, thence
 South 68 degrees 47 minutes 47 seconds East 86.08 feet, thence
 South 35 degrees 02 minutes 34 seconds East 150.0 feet, thence
 South 45 degrees 45 minutes 20 seconds West 174.30 feet, thence
 South 24 degrees 51 minutes 50 seconds East 30.94 feet, thence
 South 41 degrees 18 minutes 31 seconds East 219.66 feet, thence
 South 09 degrees 18 minutes 49 seconds East 175.98 feet, thence
 South 13 degrees 19 minutes 30 seconds West 145.25 feet, thence
 South 02 degrees 02 minutes 40 seconds West 280.18 feet, thence
 South 11 degrees 53 minutes 20 seconds East 388.33 feet, thence
 South 08 degrees 25 minutes 37 seconds West 272.95 feet, thence
 North 86 degrees 49 minutes 13 seconds West 180.28 feet, thence
 North 61 degrees 08 minutes 40 seconds West 279.73 feet, thence

South 81 degrees 59 minutes 43 seconds West 323.15 feet, thence
 North 15 degrees 34 minutes 30 seconds West 177.08 feet, thence
 South 65 degrees 43 minutes 30 seconds West 25.0 feet

to a point of curve to the right, thence Southwesterly along said curve with a radius of 729.12 feet, through a central angle of 15 degrees 19 minutes 35 seconds, for an arc distance of 194.94 feet, thence

South 14 degrees 34 minutes 27 seconds West 224.64 feet, thence
 South 05 degrees 53 minutes 47 seconds West 210.0 feet, thence
 South 03 degrees 45 minutes 09 seconds West 535.86 feet, thence
 South 17 degrees 13 minutes 00 seconds East 371.68 feet, thence
 South 05 degrees 31 minutes 40 seconds East 311.45 feet, thence
 South 72 degrees 28 minutes 30 seconds East 298.87 feet, thence
 South 61 degrees 30 minutes 30 seconds East 225.88 feet, thence
 North 00 degrees 00 minutes 30 seconds West 758.54 feet, thence
 North 13 degrees 32 minutes 10 seconds East 277.71 feet, thence
 North 07 degrees 00 minutes 00 seconds West 287.14 feet, thence
 North 57 degrees 50 minutes 50 seconds East 206.70 feet, thence
 South 72 degrees 30 minutes 40 seconds East 382.69 feet, thence
 North 64 degrees 23 minutes 50 seconds East 266.13 feet, thence
 North 10 degrees 53 minutes 10 seconds East 529.53 feet, thence
 North 22 degrees 37 minutes 10 seconds West 325.00 feet, thence
 North 20 degrees 41 minutes 40 seconds East 240.52 feet, thence
 North 55 degrees 22 minutes 30 seconds East 255.20 feet, thence
 North 60 degrees 43 minutes 30 seconds East 378.32 feet, thence
 North 64 degrees 50 minutes 30 seconds East 50.0 feet, thence
 South 25 degrees 09 minutes 30 seconds East 189.65 feet

to a point lying on a curve concave to the Southerly, thence from a tangent bearing of North 88 degrees 01 minutes 36 seconds East run South-easterly along said curve having a radius of 191.30 feet, through a central angle of 42 degrees 23 minutes 40 seconds, for an arc length of 141.56 feet, thence

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North 52 degrees 35 minutes 30 seconds East 142.44 feet, thence
 South 39 degrees 55 minutes 10 seconds East 718.91 feet, thence
 South 11 degrees 53 minutes 20 seconds West 194.16 feet, thence
 South 51 degrees 43 minutes 50 seconds West 573.17 feet, thence
 South 60 degrees 27 minutes 40 seconds West 517.23 feet, thence
 South 42 degrees 36 minutes 50 seconds West 339.71 feet, thence
 South 45 degrees 44 minutes 40 seconds East 272.26 feet, thence
 North 34 degrees 17 minutes 10 seconds East 133.14 feet, thence
 North 60 degrees 56 minutes 40 seconds East 926.61 feet, thence
 North 48 degrees 48 minutes 50 seconds East 571.51 feet, thence

East 255.0 feet, thence
 South 34 degrees 59 minutes 30 seconds East 183.10 feet, thence
 South 68 degrees 17 minutes 20 seconds East 581.23 feet, thence

East 200.0 feet, thence

South 56 degrees 31 minutes 40 seconds East 153.28 feet, thence
 North 86 degrees 50 minutes 08 seconds East 134.62 feet, thence
 South 68 degrees 31 minutes 58 seconds East 112.61 feet, thence
 North 51 degrees 44 minutes 10 seconds East 215.00 feet, thence
 North 46 degrees 25 minutes 10 seconds West 174.33 feet, thence
 North 15 degrees 15 minutes 20 seconds West 114.02 feet, thence
 North 68 degrees 52 minutes 10 seconds West 494.01 feet, thence
 North 83 degrees 40 minutes 57 seconds West 350.51 feet, thence
 North 32 degrees 51 minutes 12 seconds West 152.40 feet, thence
 North 68 degrees 52 minutes 10 seconds West 389.31 feet, thence
 North 23 degrees 44 minutes 50 seconds West 136.56 feet, thence
 North 23 degrees 07 minutes 38 seconds West 661.37 feet, thence
 North 37 degrees 45 minutes 52 seconds East 100.00 feet, thence
 South 53 degrees 44 minutes 41 seconds East 1070.17 feet, thence
 North 80 degrees 23 minutes 52 seconds East 137.34 feet, thence
 North 06 degrees 47 minutes 20 seconds West 260.0 feet, thence
 North 62 degrees 43 minutes 14 seconds West 292.18 feet, thence
 North 60 degrees 56 minutes 43 seconds West 411.83 feet, thence
 North 51 degrees 06 minutes 56 seconds West 796.49 feet, thence
 North 07 degrees 04 minutes 52 seconds East 405.59 feet, thence
 South 64 degrees 43 minutes 20 seconds East 497.65 feet, thence
 North 78 degrees 12 minutes 03 seconds East 758.02 feet, thence
 South 19 degrees 07 minutes 11 seconds East 238.14 feet, thence
 North 70 degrees 05 minutes 46 seconds East 308.42 feet, thence
 North 84 degrees 43 minutes 08 seconds East 597.54 feet, thence
 North 28 degrees 48 minutes 39 seconds East 684.76 feet, thence
 North 72 degrees 48 minutes 05 seconds East 219.83 feet, thence
 South 25 degrees 20 minutes 46 seconds East 315.36 feet, thence
 South 10 degrees 41 minutes 06 seconds East 269.68 feet, thence
 South 09 degrees 16 minutes 38 seconds East 263.82 feet, thence
 South 39 degrees 22 minutes 20 seconds East 234.02 feet

to a point of curve to the left, thence along said curve with a radius of 30 feet, through a central angle of 90 degrees 00 minutes 00 seconds, for an arc distance of 47.12 feet, thence

North 50 degrees 37 minutes 40 seconds East 30.0 feet, thence
 North 13 degrees 37 minutes 27 seconds West 196.95 feet, thence
 North 05 degrees 47 minutes 28 seconds East 190.87 feet, thence
 North 06 degrees 07 minutes 04 seconds West 331.95 feet, thence
 North 09 degrees 32 minutes 49 seconds West 115.70 feet, thence
 North 28 degrees 49 minutes 37 seconds West 548.97 feet, thence
 North 34 degrees 32 minutes 58 seconds West 220.01 feet, thence
 South 38 degrees 18 minutes 07 seconds West 969.60 feet, thence
 South 83 degrees 25 minutes 05 seconds West 654.31 feet, thence
 North 87 degrees 07 minutes 35 seconds West 946.95 feet, thence
 North 61 degrees 51 minutes 56 seconds West 408.39 feet, thence

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North 16 degrees 10 minutes 39 seconds East 305.08 feet, thence
 South 83 degrees 09 minutes 26 seconds East 100.72 feet, thence
 North 08 degrees 11 minutes 16 seconds East 140.43 feet, thence
 North 15 degrees 22 minutes 28 seconds West 324.84 feet, thence
 South 87 degrees 46 minutes 37 seconds East 100.00 feet, thence
 North 13 degrees 45 minutes 57 seconds West 380.0 feet, thence
 North 70 degrees 59 minutes 47 seconds West 558.97 feet, thence
 South 65 degrees 56 minutes 20 seconds West 229.07 feet, thence
 North 88 degrees 40 minutes 20 seconds West 20.56 feet, thence
 South 31 degrees 31 minutes 47 seconds West 193.04 feet

to a point on a curve concave to the Easterly, thence from a tangent bearing of South 15 degrees 00 minutes 40 seconds West run Southerly along said curve with a radius of 300.00 feet, through a central angle of 36 degrees 48 minutes, for an arc length of 192.68 feet, thence

South 28 degrees 01 minute 37 seconds West 304.16 feet, thence
 South 33 degrees 07 minutes 12 seconds West 202.38 feet, thence
 South 77 degrees 20 minutes 36 seconds West 73.51 feet, thence
 North 05 degrees 20 minutes 22 seconds East 172.38 feet

to a point of curve to the left, thence along said curve with a radius of 128.55 feet, through a central angle of 57 degrees 08 minutes 19 seconds, for an arc distance of 128.20 feet, thence North 51 degrees 47 minutes 57 seconds West 120.00 feet to a point of curve to the right, thence along said curve with a radius of 30.00 feet, through a central angle of 90 degrees, for an arc distance of 47.12 feet, thence South 38 degrees 12 minutes 03 seconds West 120.0 feet to a point on a curve concave to the Southerly, thence from a tangent bearing of North 38 degrees 12 minutes 03 seconds East run Northeasterly and Southeasterly along said curve with a radius of 30.00 feet, through a central angle of 90 degrees, for an arc distance of 47.12 feet, thence

South 51 degrees 47 minutes 57 seconds East 100.0 feet, thence
 South 02 degrees 47 minutes 30 seconds East 385.82 feet, thence
 South 33 degrees 06 minutes 40 seconds East 249.15 feet, thence
 North 85 degrees 42 minutes 41 seconds East 16.86 feet, thence
 South 05 degrees 57 minutes 13 seconds East 118.12 feet

to a point of curve to the right, thence along said curve with a radius of 138.79 feet, through a central angle of 44 degrees 01 minute 19 seconds, for an arc distance of 106.64 feet, thence South 38 degrees 04 minutes 06 seconds West 148.88 feet to a point of curve to the left, thence along said curve with a radius of 148.06 feet, through a central angle of 54 degrees 33 minutes 10 seconds, for an arc distance of 140.97 feet, thence South 16 degrees 29 minutes 04 seconds East 52.32 feet to a point of curve to the left, thence along said curve with a radius of 137.44 feet, through a central angle of 38 degrees 13 minutes 20 seconds, for an arc distance of 91.69 feet, thence

South 54 degrees 42 minutes 24 seconds East 74.78 feet, thence
 South 38 degrees 27 minutes 06 seconds West 245.08 feet, thence
 South 67 degrees 10 minutes 24 seconds West 572.25 feet, thence
 North 06 degrees 07 minutes 18 seconds West 156.90 feet, thence
 North 18 degrees 23 minutes 07 seconds West 634.17 feet, thence
 North 00 degrees 18 minutes 57 seconds West 163.33 feet, thence
 North 75 degrees 57 minutes 40 seconds West 105.46 feet

to the POINT OF BEGINNING: containing 185.47 acres, more or less.