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 HARVEY RUVIN, CLERK OF COURT
 MIAMI-DADE COUNTY, FLORIDA

This instrument was prepared by
 and is to be returned to:

Terri Grumer Sonn, Esq.
 Leopold, Korn & Leopold, P.A.
 20801 Biscayne Blvd., suite 501
 Aventura, Fl 33180

**FIFTH AMENDMENT TO THE AMENDED AND RESTATED
 DECLARATION OF MASTER COVENANTS FOR KEYS GATE**

This Fifth Amendment to the Amended and Restated Declaration of Master Covenants for Keys Gate (“Fifth Amendment”) is made as of this 12th day of December, 2005 by **M & H Homestead, Ltd.**, a Florida limited partnership (“M & H”), and **Keys Gate Community Association, Inc.**, a Florida not for profit corporation (“Association”).

Recitals.

WHEREAS, the **Amended and Restated Declaration of Master Covenants for Keys Gate** was recorded on September 10, 2003, in Official Records Book 21630, Page 3698, et seq., Public Records of Miami-Dade County, Florida (the “Declaration”); and

WHEREAS, the **First Amendment to Amended and Restated Declaration of Master Covenants for Keys Gate** was recorded on January 9, 2004 in Official Records Book 21963, Page 291 (“First Amendment”) and was further amended by **Second Amendment to Amended and Restated Declaration of Master Covenants for Keys Gate**, recorded January 12, 2004, in Official Records Book 21966, Page 193, (“Second Amendment”); and **Third Amendment to Amended and Restated Declaration of Master Covenants for Keys Gate**, recorded July 1, 2005, in Official Records Book 23534, Page 4268 (“Third Amendment”); and **Fourth Amendment to Amended and Restated Declaration of Master Covenant for Keys Gate** (which is currently unrecorded but has been approved by the Association, as of August, 2005) (“Fourth Amendment”); all recorded in the Public Records of Miami-Dade County, Florida. The Declaration together with the First Amendment, Second Amendment, Third Amendment and Fourth Amendment shall hereinafter collectively be referred to herein as the “Declaration”); and.

WHEREAS, M & H is the Declarant under the Declaration; and

WHEREAS, pursuant to section 4.2 of the Declaration, the Declarant shall have the right to amend the Declaration as it deems appropriate without the joinder or consent of any entity whomsoever prior to the Turnover Date (as defined in the Declaration); and

WHEREAS, the Turnover Date has not occurred; and

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

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, **Declarant**, hereby amends the Declaration as follows:

1. The foregoing Recitals are true and correct and are incorporated herein by reference.

2. Unless modified herein, all capitalized terms not defined herein shall have the same as in the Declaration.
3. Paragraph 3 of the Declaration entitled "Definitions" is hereby modified so that the definitions set forth in this paragraph 3 replaces those in the Declaration and adds additional definitions for use in the Declaration. The additional and replacement definitions and their attached exhibits are as follows:
 - a. **"Palm Isles Estates Neighborhood"** shall mean those areas described on **Exhibit 39** attached hereto.
 - b. **"Palm Isles Estates Neighborhood Common Areas"** shall mean those areas described on **Exhibit 40** attached hereto. These Neighborhood Common Areas are for the exclusive use of the Palm Isles Neighborhood.
 - c. **"Palm Isles Estates Neighborhood Shared Common Areas with Cocoplum District"** shall mean those areas described on Exhibit 41 attached hereto.

The remaining definitions in paragraph 3 of the Declaration remain unchanged.

4. **Exhibit 18** is hereby amended to add the following:

Neighborhood Name	Total Lots	Total Votes
Palm Isles	96	96.

5. **Exhibit 20** describes what maintenance is provided to Residences in each Neighborhood by Association. Exhibit 20 is hereby amended by adding the following:

Palm Isles: Association provides no Residence irrigation, lawn maintenance or repair.

6. **Exhibit 22** is hereby amended to delete the legal description attached hereto as Exhibit 41.
7. **Exhibit 27** is hereby amended to delete the reference to the Fairways Master Common Area Entrance Feature and the Cocoplum/Palm Isle Master Common Area Entrance Feature as the same is replaced under **Exhibit 41** hereto. Exhibit 27 is hereby further amended to include the legals attached hereto as "**Addendum to Exhibit 27**".
6. Except as the Declaration has been amended hereby, all of the terms and provisions of the Declaration shall remain in full force and effect.

SIGNATURES FOLLOW

JOINDER AND CONSENT

Keys Gate Community Association, Inc., a Florida not for profit corporation

Keys Gate Community Association, Inc., a Florida not for profit corporation, does hereby join in the Fifth Amendment to the Amended and Restated Declaration of Master Covenants for Keys Gate, to which this joinder is attached, and the terms thereof are and shall be binding upon the undersigned and its successors in title.

In witness whereof, the undersigned has executed this Joinder on this 14 day of December, 2005.

Witnesses:

[Handwritten signature]

Print Name: Kim Green

[Handwritten signature]

Print Name: Jennifer Porco

Keys Gate Community Association, Inc., a Florida not for profit corporation

By: *[Handwritten signature]*

Name: PAIGE LATTERNER

Title: PRESIDENT


STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 14 day of Dec., 2005 by Paige Latterner, as president of Keys Gate Community Association, Inc., a Florida not for profit corporation, who is personally known or has produced by *[Handwritten signature]* as identification, on behalf of the company.

My commission expires:

[Handwritten signature]
Notary Public, State of Florida

Print Name: Kim Green

NOTARY PUBLIC-STATE OF FLORIDA
 Kimberly A. Green
Commission # DD387955
Expires: FEB. 25, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Addendum to Exhibit "27"

Tracts D and G of Palm Isles Estates, according to the plat thereof, as recorded in Plat Book 164, page 94, Public Records of Miami-Dade County, Florida

Tracts C, U and V of the plat of Cali Greens, according to the Plat thereof, as recorded in Plat Book _____, Page _____, Public Records of Miami-Dade County, Florida, but as set forth now on the tentative plat of Cali Greens, dated December 15, 2003, as amended eleven times, per Miami Dade County, last revised April 15, 2006 under file no. 03-073-551 prepared by Ford Armenteros & Manuncy, Inc.

Exhibit 39 Palm Isles Estates Neighborhood

All of the Plat of Palm Isle Estates, according to the Plat thereof, as recorded in Plat Book 164, page 94, Public Records of Miami-Dade County, Florida

Exhibit 40 Palm Isles Estates Neighborhood Common Areas

Tracts A, B, C, E, and F of the Plat of Palm Isle Estates, According to the plat thereof, as recorded in Plat Book 164, page 94, Public Records of Miami-Dade County, Florida.

**Exhibit 41 Cali Greens Neighborhood and Palm Isles
Neighborhood Shared Common Areas with Cocoplum
District**

See exhibit "41" attached hereto and incorporated herein by reference

Together with all decorative walls located on Tract A of Palm Isle Estates, according to the Plat thereof, as recorded in Plat Book 164, page 94, Public Records of Miami-Dade County, Florida or on Tract A of Cali Greens, according to the Plat thereof, as recorded in Plat Book _____, Page _____, Public Records of Miami-Dade County, Florida, but as set forth now on the tentative plat of Cali Greens, dated December 15, 2003, as amended eleven times, per Miami Dade County, under file no. 03-073-551 prepared by Ford Armenteros & Manuncy, Inc.

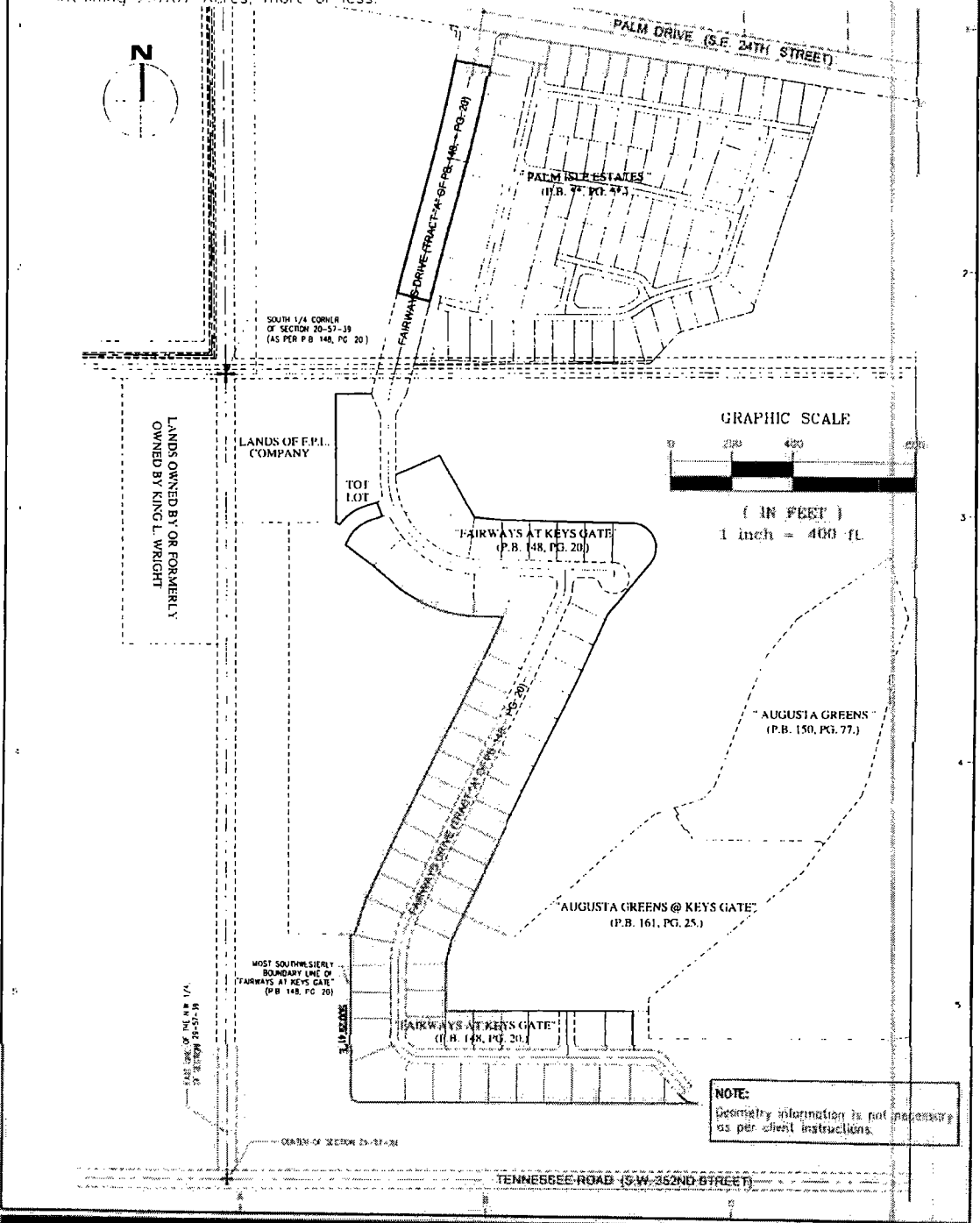
LEGAL DESCRIPTION

Tract "A" (Private Road Tract), of "Fairways at Keysgate", according to the Plat thereof, as recorded in Plat Book 148 at Page 20 of the Public Records of Bada County, Florida.

LESS

That portion of said Tract "A" lying within the existing Entrance Feature tracts located at the intersection of Fairway Drive and Palm Drive and that portion of said tract "A" lying Southerly of the existing Gatehouse.

Containing 2.0167 Acres, more or less.



NOTE:
Geometry information is not necessary as per client instructions.

COCOPLUM/PALM ISLE SHARED COMMON AREAS

FORD, ARMENTEROS & MANUCY, INC.
1950 N.W. 94th AVENUE, 2nd FLOOR
MIAMI, FLORIDA 33172
PH. (305) 477-6472
FAX (305) 470-2805

TYPE OF PROJECT: AMENDED MASTER DECLARATION - EXHIBIT 41		DATE: 08-29-2005	SCALE: 1" = 400'	SHEET: 2
PROJECT NAME: SKETCH OF SURVEY AND LEGAL DESCRIPTION				
PREPARED FOR: KEYS GATE COMMUNITY ASSOCIATION, INC.				
DRAWN BY: B.R.	DATE: 08-29-2005			
DWG CHECKED BY:	SCALE: 1" = 400'			
CHECKED BY:	PROJECT NO: 98N041-1037			

Exhibit 42 Cali Greens Neighborhood

LEGAL DESCRIPTION:

A parcel of land being portions of Tracts 10 through 15 inclusive of Block 3 and portions of Tracts 8 through 10 inclusive of Block 4 in Section 20, all in Township 57 South, Range 39 East, "plat of lands belonging to the Miami Land and Development Company", according to the plat thereof, as recorded in Plat Book 5 at Page 10 of the Public Records of Dade County, Florida, being more particularly described by "Metes and Bounds" as follows:

BEGIN at the intersection of the East line of the park site as described in Official Records Book 11560 Page 632 of the Public Records of Dade County, Florida with the Southerly right-of-way line of Palm Drive as described in Official Records Book 13410 at Page 154 of the Public Records of Dade County, Florida, said point being on the arc of a circular curve concave to the Southeast and bearing $N0^{\circ}03'05''E$ from the center of said curve; thence along said Southerly right-of-way line of Palm Drive for the following two (2) courses: (1) Southeasterly along the arc of said curve having a radius of 1590.00 feet and a central angle of $8^{\circ}56'12''$ for 248.00 feet to the point of tangency; (2) $S81^{\circ}00'43''E$ for 586.22 feet to a point of curvature of a curve concave to the Southwest having as its elements a radius of 25.00 feet and a central angle of $91^{\circ}08'04''$; thence Southeasterly, Easterly and Southwesterly along the arc of said curve for a distance of 39.76 feet to a point on the Westerly line of "TRACT"A" of "Fairways at Keys Gate", as recorded in Plat Book 148, Page 20 of the Public Records of Miami Dade County Florida; thence Southerly along said Right-of-Way line for the following two courses: (1) Southerly along the arc of said Right-of-Way line having a radius of 4525.00 feet a central angle of $4^{\circ}06'26''$ for a distance of 324.37 feet; to a point of tangency; (2) $S14^{\circ}13'49''W$ for a distance of 787.24 feet, more or less to the top of bank of the Florida City Canal as constructed and interpreted pursuant to Official Records Book 8763 at Page 1275 of the Public Records of Dade County, Florida; thence meandering Westerly along said top of bank for 2566.21 feet more or less to a point of non-tangent intersection with said Southerly right-of-way line of Palm Drive, with said point of non-tangent intersection being $S30^{\circ}39'29''E$ from the center of the arc of a circular curve concave to the Northwest, the same being coincident with said Southerly right-of-way line of Palm Drive; thence along said Southerly right-of-way line of Palm Drive and the arc of said curve; having a radius of 1290.66 feet and a central angle of $05^{\circ}20'23''$ for 120.28 feet to point of termination along the arc of said curve, with the point of termination being $S35^{\circ}59'51''E$ from the center of said curve; thence departing said South line of Palm Drive, $N89^{\circ}30'31''E$ for 1891.94 feet to a point of intersection with said East line of park site; thence $N00^{\circ}32'40''W$ along said East line for 1153.43 feet to THE POINT OF BEGINNING.

Exhibit 43 Cali Greens Neighborhood Common Areas.

All of Tracts A, B, D, E, F, G, H, I, J, K, L M, N O, P Q, R, S, and T of the plat of Cali Greens, according to the Plat thereof, as recorded in Plat Book _____, Page _____, Public Records of Miami-Dade County, Florida, but as set forth now on the tentative plat of Cali Greens, dated December 15, 2003, as amended eleven times, per Miami Dade County, under file no. 03-073-551 prepared by Ford Armenteros & Manuncy, Inc.