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Prepared by & return to:

Marc I. Spencer, Esq.
Taylor Woodrow Communities
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Suite 205
St. Petersburg, FL 33702
(727) 563-9882

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(ENV)

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**SUPPLEMENTAL DECLARATION
FOR ST. JOHNS FOREST**

This Supplemental Declaration is made this 26 day of July, 2005, by TAYLOR WOODROW COMMUNITIES AT ST. JOHNS FOREST, L.L.C., a Florida limited liability company (the "Declarant"), and is joined in by ST. JOHNS FOREST MASTER PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association"), and by St. Johns Forest Community Development District (the "CDD").

STATEMENT OF BACKGROUND INFORMATION

A. Terms used as defined terms herein without definition shall have the meaning ascribed to them in the Declaration of Covenants, Conditions, Restrictions and Easements for St. Johns Forest recorded in O.R. Book 2195, Page 419, et seq. of the Public Records of St. Johns County, Florida, as the same may be amended from time to time (the "Declaration").

B. Declarant, with the joinders of Association and CDD, has declared that the Property shall be held, sold, conveyed and encumbered by the Declaration.

C. The Declaration permits the Declarant to supplement the Declaration.

D. Declarant desires to designate the real property legally described on Exhibit "A" attached hereto (the "Additional Property") as part of the Property.

STATEMENT OF DECLARATION

A. Declarant hereby declares that the Additional Property shall be held, sold, conveyed, encumbered, leased, occupied and improved subject to the covenants, conditions, restrictions, easements, assessments, liens and provisions of the Declaration and this Supplement. All provisions of the Declaration shall apply to the Additional Property.

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IN WITNESS WHEREOF, this Supplemental Declaration has been executed as of the date first above written.

Signed, Sealed and Delivered in the presence of:

Deborah DeCarlo
Print Name: Deborah DeCarlo

Rachel Fia
Print Name: RACHEL FIA

TAYLOR WOODROW COMMUNITIES
AT ST. JOHNS FOREST, L.L.C.,
a Florida limited liability company

By: *Thomas R. Spence*
Thomas R. Spence, President

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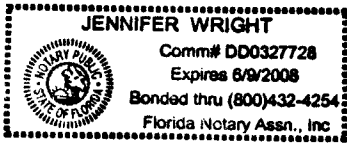
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26 day of July, 2005, by Thomas R. Spence, as President of Taylor Woodrow Communities at St. Johns Forest, L.L.C., a Florida limited liability company, on behalf of said limited liability company. He is personally known to me or has provided a driver's license as identification and did take an oath.

My Commission Expires: 6/9/2008

Jennifer Wright
Notary Public State of Florida

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JOINDER BY ASSOCIATION

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Print Name: Deborah DeCarlo

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ST. JOHNS FOREST MASTER PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation
By: Thomas R. Spence
Thomas R. Spence, President

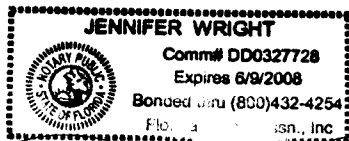
Print Name: Rachel FIA

STATE OF FLORIDA
COUNTY OF PINELLAS

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My Commission Expires: 6/9/2008

The foregoing instrument was acknowledged before me this 26 day of July, 2005, by Thomas R. Spence, as President of St. Johns Forest Master Property Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has provided a driver's license as identification and did take an oath.

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Jennifer Wright
Notary Public State of Florida



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JOINDER BY COMMUNITY DEVELOPMENT DISTRICT

Monica Hanson
Print Name: Monica Hanson

Carmen Terrell
Print Name: CARMEN TERRELL

ST. JOHNS FOREST COMMUNITY
DEVELOPMENT DISTRICT
By: *[Signature]*
Marc I. Spencer, Chairman

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of July, 2005,
by Marc I. Spencer, as Chairman of St. Johns Forest Community Development District. He is personally
known to me or has provided a driver's license as identification and did take an oath.

My Commission Expires:

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[Signature]
Notary Public, State of Florida



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EXHIBIT "A"

Legal Description of Additional Property

All of St. Johns Forest Unit Two Being a Portion of Sections 17 and 18, Township 5 South, Range 28 East, St. Johns County, Florida, according to the plat thereof recorded in Plat Book 55, Page 67, of the Public Records of St. Johns County, Florida.

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