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✓ This instrument was prepared by
and should be returned to:
Michelle C. Wilkinson, Esq.
Wilkinson and Wilkinson
324 Datura Street
Suite 130
West Palm Beach, Florida 33401

FIRST AMENDMENT TO DECLARATION OF COVENANTS
AND
RESTRICTIONS FOR WATERFORD AT ABERDEEN

THIS FIRST AMENDMENT, made and executed this 2nd day of
October, 1989 by REALTY DEALERS, LTD., an Illinois
limited partnership authorized to transact business in the State
of Florida ("Developer"),

W I T N E S S E T H:

WHEREAS, Developer executed a certain Declaration of
Covenants and Restrictions for Waterford at Aberdeen on October
27, 1988, and recorded in Official Record Book 5860, Page 1078,
in the Public Records of Palm Beach County, Florida (the
"Declaration"); and

WHEREAS, pursuant to sub-section 16.2.2 of the Declaration,
the Declaration may be amended by Developer at any time so long
as Developer owns any property within the Property; and

WHEREAS, Developer owns property within the Property; and

WHEREAS, Developer wishes to amend the Declaration as
hereinafter set forth.

NOW THEREFORE, in accordance with Sub-Section 16.2.2 of the
Declaration, Developer hereby amends the Declaration as follows:

1. Paragraph 1.12 of the Declaration which inadvertently
contained the wrong information, is hereby deleted and replaced

by the following:

1.12 "Developer" shall mean and refer to Realty Dealers, Ltd., an Illinois limited partnership authorized to transact business in the State of Florida, its successors and assigns.

2. The first sentence of paragraph 4.3 of the Declaration is hereby deleted and replaced by the following:

The Association shall, either by virtue of the appointment of a real estate management agent or through its own personnel, be responsible for the maintenance and repair of the Common Property, including without limitation that certain swimming pool and cabana which may be located on the Property and which is for the exclusive use and benefit of Members of the Association, their tenants, family and guests (the "Waterford at Aberdeen Pool and Cabana"), that portion of the Lots outside the Units, as hereinafter set forth, and the exterior of the Units, as hereinafter set forth.

3. Except as expressly amended hereby, the Declaration and all terms and provisions thereof, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, Developer has caused this First Amendment to the Declaration to be executed in its name on the day and year first above written.

Signed, sealed and delivered
in the presence of:

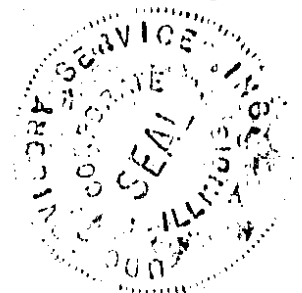
REALTY DEALERS, LTD., an
Illinois limited partnership
authorized to transact
business in the State of
Florida

By: U.D.C. ADVISORY
SERVICES, INC., an
Illinois corporation
authorized to
transact business in
the State of
Florida, as General
Partner

By: [Signature]
Vice President

(CORPORATE SEAL)

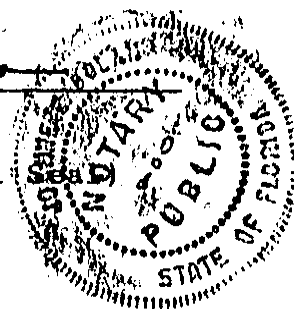
Joanne E. Dalaa
JoAnn S. Miller



STATE OF FLORIDA)
COUNTY OF PALM BEACH) S.S.:

The foregoing instrument was acknowledged before me this 2nd day of October, 1989, by MARK UPTON, the Vice President of U.D.C. ADVISORY SERVICES, INC. an Illinois corporation, as general partner of REALTY DEALERS, LTD., an Illinois limited partnership, for and on behalf of the limited partnership.

Joanne E. Dolan
NOTARY PUBLIC



My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA;
MY COMMISSION EXPIRES: JUNE 16, 1992;
BONDED THRU NOTARY PUBLIC UNDERWRITERS;
1285.01

(Impression Notarial

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