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RECEIVED  
JUN 17 2013

June 13, 2013 BY: \_\_\_\_\_

**\*Reply to Palm Coast**

Board of Directors  
Grand Haven Master Association, Inc.  
Southern States Management Group, Inc.  
Attn: Troy Railsback  
Post Office Box 354785  
Palm Coast, FL 32135

**RE: Partial Assignment of Declarant Rights to Grand Haven Master Association,  
Memorandum of Understanding for the Architectural Design Committee of  
Grand Haven Master Association, Inc.**

Dear Members of the Board:

Enclosed please find the original, recorded Partial Assignment of Declarant Rights to Grand Haven Master Association, Inc. The Partial Assignment has been recorded in the Public Records of Flagler County, Florida on May 28, 2013, at Official Records Book 1942, Page 1427. Also, please find enclosed the original Memorandum of Understanding for the Architectural Design Committee of Grand Haven Master Association, Inc.

Please keep these originals with the official records of the Association. We have retained copies for our file.

Thank you for your attention to this matter. Should you have any questions, please call.

With best regards,

Robyn Marie Severs

RMS/sjt

Enclosures

GHM001 Itr38

This instrument prepared by and )  
should be returned to: )

Robyn M. Severs, Esquire )  
TAYLOR & CARLS, P.A. )  
31 Lupi Court, Suite 220 )  
Palm Coast, Florida 32137 )  
(386) 446-5970 )

Cross Reference to Second Amended and )  
Restated Declaration of Covenants, Conditions )  
and Restrictions for Grand Haven Master )  
Association recorded in Official Records )  
Book 729, Page 259 Public Records of )  
Flagler County, Florida and Assignment of )  
Declarant's and Developer's Rights and )  
Obligations, recorded at O.R. Book 1796, )  
Page 1372, Public Records, Flagler County, )  
Florida. )

Inst No: 2013018225 05/28/2013  
09:32AM Book: 1942 Page: 1427 Total Pgs: 3  
GAIL WADSWORTH, FLAGLER Co.

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**PARTIAL ASSIGNMENT OF DECLARANT RIGHTS TO  
GRAND HAVEN MASTER ASSOCIATION, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

**WHEREAS, GRAND HAVEN DEVELOPERS, LLC**, a Delaware limited liability company ("Declarant"), executed and recorded that certain **SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR GRAND HAVEN MASTER ASSOCIATION** ("Declaration") at Official Records Book 729, Page 259, Public Records of Flagler County, Florida; and

**WHEREAS, the GRAND HAVEN MASTER ASSOCIATION, INC.**, a Florida corporation not for profit ("Association"), was created to be the community association for the property encumbered by the Declaration; and

**WHEREAS, in Section 8.2 of the Declaration, Declarant reserved certain enumerated rights regarding the Architectural Design Committee ("ADC") of the Association; and**

**WHEREAS, in Section 8.2.1 of the Declaration, Declarant reserved the right to assign to the Association any portion of its rights reserved in the Declaration which are exercisable by the ADC or the right to appoint some members of the ADC; and**

**WHEREAS**, Declarant has executed and recorded, at Official Records Book 1796, Page 1372, Public Records of Flagler County, Florida, an Assignment of Declarant's and Developer's Rights and Obligations which assigned Declarant's rights to **GRAND HAVEN PROPERTIES, LLC**, a Florida limited liability company ("Properties");

**WHEREAS**, Association has requested that Properties assign to the Association some of its rights regarding the ADC;

**WHEREAS**, Properties has agreed to transfer to the Association the ADC functions pertaining only to modifications of existing Residential Units;

**WHEREAS**, Properties will establish a review committee for the ADC functions pertaining to new construction of Units in Grand Haven;

**NOW, THEREFORE**, in consideration of the premises, Properties and the Association hereby agree to the following conditions and assignment of certain enumerated rights to the Association which Properties has or may have under the Declaration:

1. Properties delegates to the Association its right to approve any modifications of any landscaping, improvements or other structures to improved Residential Units requiring ADC approval per the Declaration.
2. Properties delegates to the Association the right to appoint, assign, and remove members of the ADC that are responsible for approving the modifications to any landscaping, improvements, or other structures to improved Residential Units requiring ADC approval per the Declaration.
3. Properties agrees that the current Chairman will resign from the ADC and the Association-appointed members of the ADC will exercise their right to elect a chairperson.
4. Properties agrees that five members of the ADC will be responsible for approving any new construction in Grand Haven, with two of those five members to be appointed by the Association.
5. Properties delegates to the Association its right to appoint and remove the two Association ADC members responsible for approving new construction.
6. Pursuant to Section 8.2 of the Declaration, a quorum of the ADC will remain as a majority of the ADC members.
7. Properties relinquishes any rights that it may have under Section 8.2 of the Declaration to approve any of the Association appointed ADC members.

IN WITNESS WHEREOF, JAMES T. CULLIS has executed this Assignment as of the date and year written below.

GRAND HAVEN PROPERTIES, LLC,  
a Florida Limited Liability Company

Signed, sealed and delivered  
in the presence of:

Cheeryl A. Duarte

By: [Signature]

Print Name: Cheeryl A. Duarte

Printed Name: Jim Cullis

[Signature]

Title: \_\_\_\_\_  
Date: MAY 1, 2013

Print Name: STERLING D COLEC

STATE OF FLORIDA  
COUNTY OF Flagler

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES T. CULLIS, as MANAGING MEMBER of Grand Haven Properties LLC, who  is personally known to me, or  produced \_\_\_\_\_ as identification. He acknowledged executing this document in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him/her by said corporation.

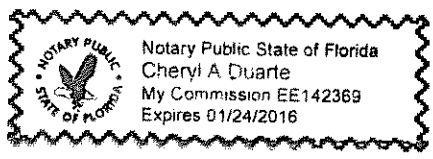
May WITNESS my hand and official seal in the County and State last aforesaid on this 1st day of \_\_\_\_\_, 2013.

Cheeryl A. Duarte  
Notary Public/State of Florida

Print Name: CHEERYL A. DUARTE

Commission No.: EE 142369

Commission Expires: 01/24/2016



**MEMORANDUM OF UNDERSTANDING**  
**FOR THE ARCHITECTURAL DESIGN COMMITTEE**  
**OF GRAND HAVEN MASTER ASSOCIATION, INC.**

THIS MEMORANDUM OF UNDERSTANDING is entered into effective as of MAY 7, 2013, between GRAND HAVEN MASTER ASSOCIATION, INC., a Florida corporation not for profit ("Association"), through its Board of Directors, and GRAND HAVEN DEVELOPERS, LLC, a Delaware limited liability company ("Declarant"), with reference to the following facts:

1. The Association is the Florida not for profit corporation created to be the community association for the property encumbered by that certain Second Amended And Restated Declaration Of Covenants, Conditions And Restrictions For Grand Haven Master Association ("Declaration") at Official Records Book 729, Page 259, Public Records of Flagler County, Florida.

2. In Section 8.2 of the Declaration, Declarant reserved certain rights regarding the Architectural Design Committee ("ADC") of the Association, including the right to assign to the Association any portion of its rights reserved in the Declaration which are exercisable by the ADC or the right to appoint some members of the ADC.

4. Declarant has executed and recorded, at Official Records Book 1796, Page 1372, Public Records of Flagler County, Florida, an Assignment of Declarant's and Developer's Rights and Obligations which assigned Declarant's rights to GRAND HAVEN PROPERTIES, LLC, a Florida limited liability company ("Properties").

5. The Association and Properties agreed to transfer to the Association the ADC functions pertaining to modifications of existing Residential Units, which assignment is being executed contemporaneous with this Memorandum.

The Association and Properties now agree, in principle, as to the follow internal procedures that will govern the reorganized ADC:

1. That Association volunteer inspectors will inspect any new construction in Grand Haven.

2. The Association's community association manager, or the Association's community association management company, will continue to manage the ADC process, possess and administer the builder fees and deposits, and schedule inspections of new and modified construction.

GRAND HAVEN MASTER ASSOCIATION, INC.,  
a Florida Not for Profit Corporation

GRAND HAVEN PROPERTIES, LLC  
a Florida Limited Liability Company

By: 

Print Name: ROBERT JAY CARLTON

Its President: PRESIDENT

By: 

Print Name: Steve Collins

Its Manager: MANAGING MEMBER