

File # 2011021646, OR BK 3321 Page 382, Recorded 05/05/2011 at 11:07 AM, Bill
Kinsaul, Clerk Bay County, Florida Deputy Clerk GB Trans # 1034950

Upon recording, return to:

Ken Borick
The St. Joe Company
133 South WaterSound Parkway
WaterSound, FL 32413

Cross- Reference: Charter: Book 2377
Page 2312
First Amendment: Book 3284
Page 2317

**SECOND AMENDMENT TO THE COMMUNITY CHARTER
FOR
RIVERCAMPS ON CROOKED CREEK**

THIS SECOND AMENDMENT TO THE COMMUNITY CHARTER FOR RIVERCAMPS ON CROOKED CREEK (the "Second Amendment") is made this 3rd day of May 2011, by St. Joe Timberland Company of Delaware, LLC, a Delaware limited liability company ("Founder").

WITNESSETH

WHEREAS, on December 19, 2003, the Founder recorded that Community Charter for Rivercamps on Crooked Creek, recorded in Book 2377, Page 2312 et seq., of the Official Records of Bay County, Florida as amended by that certain First Amendment to Community Charter of Rivercamps on Crooked Creek recorded in Book 3284, Page 2317-2319 of the Official Records of Bay County, Florida (as may be amended and supplemented from time to time, the "Charter"); and

WHEREAS, pursuant to Section 21.2 of the Charter, until termination of the Founder Control Period, the Founder may unilaterally amend the Charter for any purpose; and

WHEREAS, the Founder Control Period has not expired or been terminated; and

WHEREAS, the Founder desires to amend the Charter.

NOW, THEREFORE, pursuant to the Founder's reserved authority, the Founder hereby amends the Charter as follows:

1. The above recitals are incorporated herein as true and correct and undefined terms shall have the same meaning as set out in the Charter.

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2. **Section 15.7** of the Charter, Transfer Fee, is hereby deleted in its entirety.
3. Except as amended herein, all terms, covenants and restrictions of the Charter shall remain in full force and effect.

IN WITNESS WHEREOF, the Founder has executed this Second Amendment the day and year first above written.

FOUNDER:

**St. Joe Timberland Company of
Delaware, LLC**, a Delaware limited
liability company

Witnesses:

Georgie B. Campbell
Print Name: Georgie B. Campbell

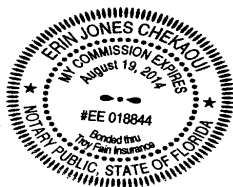
Lynne Lewis
Print Name: LYNNE LEWIS

By:

Thomas R. Spence
Print Name: Thomas R. Spence
Its: Senior Vice President-Development

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 3 day of May, 2011, by Thomas R. Spence, as Senior Vice President-Development of St. Joe Timberland Company of Delaware, LLC, a Delaware limited liability company, on behalf of said company, who is personally known to me.



Erin Chekan
Notary Public
Print Name: Erin Chekan
My Commission Expires: 8.19.14

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