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NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
UNIVERSITY PROPERTIES
PO BOX 970021
OREM UT 84097
BY: KCC, DEPUTY - MA 2 P.

**ADDENDUM #2
TO THE
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
THE MARQUIS AT SOUTHTOWNE**

THIS ADDENDUM #2 TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE MARQUIS AT SOUTHTOWNE is executed this 17th day of July, 2000 by University Properties, Inc. (herein referred to as "Declarant").

This Addendum #2 is hereby incorporated as part of the Declaration of Covenants, Conditions, and Restrictions of the Marquis at Southtowne, which was originally recorded September 21, 1999, Book 8310, Page 5262, #7470876. The following information is more particularly regarding **Article III, Section 3; Article V, Section 2. B.; and Exhibit "A"** of said declaration. This Addendum #2 is binding on and applicable to Units 1 through 18 and the common area of the Marquis At Southtowne, parcel #27-14-254-001 through -019.

ARTICLE III - THE ASSOCIATION

3. Votes. Each Member shall be entitled to the number of votes appurtenant to his or her Unit, as set forth on **Exhibit "A"** which is attached hereto and incorporated herein by this reference. The number of votes appurtenant to each Unit has been determined by the total square footage of the main and second levels of each Unit. Accordingly, the Owners of Units 1, 2, 5, 6, 15, 16, 17, 18 shall be entitled to 1.412 votes for each of said Units owned. Likewise, the Owners of Units 3, 4, 7, 8, 9, 10, 11, 12, 13, and 14 shall be entitled to one (1) vote for each of said Units owned. The number of votes appurtenant to each Unit shall be permanent, and shall not change in the event an Owner modifies a Unit to increase or decrease the size of his/her Unit relative to other Units. In the event that there is more than one Owner of a particular Unit, the votes relating to such Unit shall be exercised as dictated in the By-Laws. No Unit shall have more than the number of votes shown on **Exhibit "A"**, regardless of the number of persons having an ownership interest in the Unit. The votes cast at any Association meeting by any of such Owners, whether in person or by proxy, shall be conclusively presumed to be the votes attributable to the Unit concerned unless an objection is immediately made by another Owner of the same Unit. In the event such an objection is made, the votes involved shall not be counted for any purpose whatsoever other than to determine whether a quorum exists. The Declarant shall have full voting rights with respect to each Unit which it owns.

ARTICLE V - ASSESSMENTS

Section 2. B. Apportionment. Common Expenses shall be apportioned among and assessed to all Units and their Owners based on relative Unit approximate square footage of the main and second levels, as set forth on **Exhibit "A"**, which is attached hereto and incorporated herein by this reference. The Declarant shall be liable for the amount of any assessments against Units owned by it.

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EXHIBIT "A"
UNDIVIDED PERCENTAGE INTERESTS IN
COMMON AREAS AND FACILITIES

UNIT #	ADDRESS	% INTEREST	# OF VOTES
1	883 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412
2	887 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412
3	895 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
4	899 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
5	897 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412
6	893 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412
7	885 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
8	881 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
9	879 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
10	877 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
11	875 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
12	873 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
13	871 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
14	869 W. Baxter Dr., South Jordan, UT 84095	4.7%	1
15	889 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412
16	891 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412
17	901 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412
18	903 W. Baxter Dr., South Jordan, UT 84095	6.63%	1.412

University Properties, Inc.,
a Utah corporation

By: *Richard Knapp*
Its President

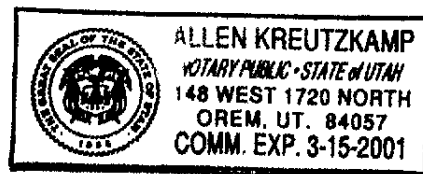
STATE OF UTAH)
)ss.
COUNTY OF UTAH)

On the 17th day of July, 2000,
personally appeared before me Richard Knapp, who, being first duly sworn, declared that he is
the President of University Properties, Inc., and that he signed the foregoing document on behalf
of the company and that the statements therein contained are true.

Allen S. Kreutzkamp
Notary Public

My commission expires:
3-15-2001

Residing at:



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