

PAGE () INDEX () ABSTRACT () PLAT () CHECK ()

MUIRFIELD L.L.C.
470 EAST 3900 SOUTH, #200
SALT LAKE CITY, UTAH 84107

MUIRFIELD HOMEOWNERS ASSOCIATION
SECOND AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("First Amendment"), is made this 3rd day of April, 2000, by MUIRFIELD, L.L.C., a Utah limited liability company ("Declarant").

WITNESSETH:

WHEREAS, Hamlet made, executed and caused to be recorded, as Declarant, that certain Declaration of Covenants, Conditions and Restrictions dated February 18, 1999 and recorded among the Wasatch County Recorder's Office in Book 00414, page 00741-00778 et seq., pursuant to which the Declarant subjected all that property described in the Declaration (the "Property") and Declarant formed an association known as, "Muirfield Homeowners Association" ("Association"); and

WHEREAS, pursuant to Article 3.2 of the Declaration, Declarant reserved the right to add to the Property additional land within that area described in Exhibit "B" attached to the Declaration; and

WHEREAS, Declarant, is the owner of that certain property described in Exhibit "A" attached hereto and incorporated herein, and that property is within the area described in Exhibit "B" attached to the Declaration, and Declarant wishes to add that property described in Exhibit "A" attached hereto to the Property subjected to the Declaration.

NOW THEREFORE, the Declarant hereby declares that the Declaration of Covenants, Conditions and Restrictions be amended as follows:

1. All that property described in Exhibit "A" attached hereto is annexed to the Property subject to the Declaration, and shall be held, sold and conveyed subject to the easements, declarations, covenants and conditions set forth in the Declaration, which are for the purpose of protecting the value and desirability, and enhancing the attractiveness of the Property, and which shall run with the Property and shall be binding upon all parties having any right, title or interest in the Property or any part thereof, their heirs, personal representatives, successors and assigns, and shall inure to the benefit of each owner of the Property or any part thereof and their respective heirs, personal representatives, successors and assigns, and the Association.

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WASATCH CO RECORDER-ELIZABETH N PARCELL
2000 APR 06 11:09 AM FEE \$57.00 BY HWC
REQUEST: FIRST AMERICAN TITLE COMPANY

73


2. The Common Area to be owned by the Association at the time of the conveyance of the first lot contained within the Property described in Exhibit "A" attached hereto, is more particularly described in Exhibit "B" attached hereto and made a part hereof. References to streets and other Common Areas described in Exhibit "B" are for reference only, and the streets and Common Areas are intended for use by the Owners for access, ingress, egress, recreation and other related activities. The designated areas are not dedicated hereby for use by the general public, but are dedicated for the common use and enjoyment of the Owners as more fully set forth in the Declaration herein.

In all other respects, the Declaration, as amended, remains unchanged.

WITNESS the hand and seal of Muirfield L.L.C. on the day herein above first written.

WITNESS/ATTEST:

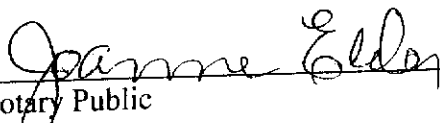
MUIRFIELD L.L.C.
By: HAMLET HOMES CORPORATION,
Member

By:  (SEAL)
John Aldous, President

STATE OF UTAH, CITY/COUNTY OF SALT LAKE, TO WIT:

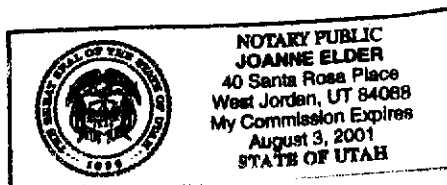
I HEREBY CERTIFY that on this 3rd day of April, 2000, before me, the subscriber, a Notary Public of the State of Utah, personally appeared John Aldous, known to me or suitably proven, who acknowledged himself to be President of Hamlet Homes Corporation, Member of Muirfield, L.L.C., the entity named in the foregoing instrument, and who, being authorized to do so, in my presence, signed and sealed the same and acknowledged the same to be the act and deed of such entity.

AS WITNESS my hand and seal.



Notary Public

My Commission Expires: 8-3-01



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75

EXHIBIT "A"
DESCRIPTION OF LOTS
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION

BEING KNOWN AND DESIGNATED as Lots 432 through and including 468,
all as shown on the Plat entitled, "Muirfield, Phase 4B, which Plat are recorded among
the Recorder's Office of Wasatch County.

EXHIBIT "B"

**DESCRIPTION OF COMMON AREAS
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

All that area shown as "Common Area Open Space" on the Plats entitled,
"Muirfield, Phase 4B, which Plat is recorded among the Recorder's Office of Wasatch
County (please note there are no common areas).

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Muirfield L.L.C.
470 East 3900 South, #200
Salt Lake City, Utah 84107

JOINDER AND CONSENT OF LENDER AND TRUSTEE

FIRST SECURITY BANK OF UTAH, N.A. as holder of that certain Promissory Note (as amended from time to time, the "Note"), and FIRST AMERICAN TITLE COMPANY, Trustee under that certain Deed of Trust from MUIRFIELD, L.L.C., recorded among the Wasatch County Recorder's Office (the "Deed of Trust"), execute this Joinder and Consent of Lender and Trustee for the sole purpose of expressing consent to the First Amendment to Declaration of Covenants, Conditions and Restrictions for Muirfield Homeowners Association, to which this Joinder is attached and made a part of, and of binding and subjecting their interest in the Property (as defined in the Deed of Trust and known as Muirfield, all units), to the terms and conditions of such Declaration.

WITNESS OR ATTEST:

FIRST SECURITY BANK OF UTAH, N.A.

By: Stanley F. Jenkins (SEAL)
Vice President

TRUSTEE:
FIRST AMERICAN TITLE COMPANY
OF UTAH

By: Blake Heiner (SEAL)
Vice President

STATE OF UTAH
COUNTY OF SALT LAKE

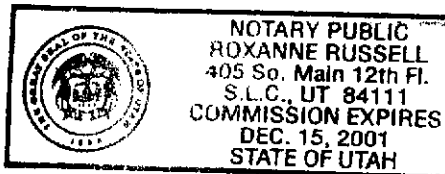
I HEREBY CERTIFY, that on this 3rd day of April, 2000, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared Stanley F. Jenkins, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the Vice President of FIRST SECURITY BANK OF UTAH, N.A., a national banking organization, that he has been duly authorized to execute, and has executed, the foregoing instrument on behalf of the said entity for the purposes therein set forth, and that the same is its act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first above written.

Roxanne Russell
Notary Public

My commission expires: December 15, 2001

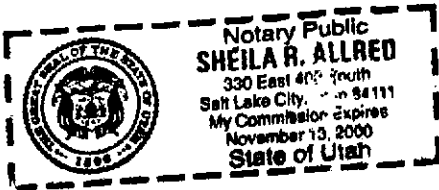
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STATE OF UTAH
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 3rd day of April, 2000, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared Stanley F. Jenkins, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the Vice President of FIRST AMERICAN TITLE COMPANY OF UTAH, a Utah corporation, Trustee, that he has been duly authorized to execute, and has executed, the foregoing instrument on behalf of the said entity for the purposes therein set forth, and that the same is its act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first above written.



Sheila R. Allred
Notary Public

My commission expires: 11-13-00