

curve 225.80 feet to a point of a reverse curve to the right, the radius point of which is N 56°00' E 210.0 feet; thence Northerly along the arc of said curve 142.94 feet; thence S 87°13'06" W 196.87 feet; thence N 2°46'54" W 447.00 feet to the centerline of said 6400 South Street; thence S 89°46'54" E along said centerline 641.234 feet to the point of beginning.

RESERVED FROM THE FOREGOING SUBMISSION are such easements and rights of ingress and egress over, across, through, and under the above-described tracts and any improvements now or hereafter constructed thereon as may be necessary to develop the entire Project. If pursuant to this reservation, the above-described real property or any improvement thereon is traversed or partially occupied by a permanent improvement or utility line, a perpetual easement for such improvement or utility line shall exist. With the exception fo such perpetual easements, the reservation hereby effected shall terminate upon the completion and sale by Declarant of all Units in the Project. The foregoing submission is subject to a 12 ft. drainage and irrigation easement to Salt Lake County Flood Control and to Little Cottonwood Ditch Company described as follows:

Beginning at a point on the South line of 6400 South Street said point being South 1431.74 feet and West 3661.10 feet from the Northeast corner of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian and running thence South 2°46'54" East 413.95 feet; thence North 87°13'06" East 12.00 feet; thence North 2°46'54" West 413.32 feet to the South line of said 6400 South Street; thence North 89°46'54" West along said South line 12.02 feet to the point of beginning. And subject, also, to easements of record and visible and subject, further, to restrictions, conditions and covenants of record.

B. Under the Declaration (Section 27 of Article III) Declarant reserved the right to expand the Project until the seventh anniversary of the recording of the Declaration.

C. On January 31, 1979, Declarant executed an instrument entitled "Supplementary Declaration of and Amendment to Covenants, Conditions and Restrictions of Brookstone, a Prowswood Open Space Community Condominium (Phase I)", hereinafter referred to as the "First Supplementary Declaration". The First Supplementary Declaration was recorded in the Official Records of Salt Lake County, Utah on February 5, 1979 in Book 4810 at page 269, et seq. as Entry No. 3233272. Concurrently with the recording of the First Supplementary Declaration,

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there was recorded in "Supplemental Record of Survey Map of Phase II", hereinafter the "Phase II Map", in Book 79-2-42 as Entry No. 3233273. The First Supplementary Declaration and the Phase II Map submitted to the provisions of the Act the following described tract of real property in Salt Lake County, State of Utah:

Beginning at the center of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian and running thence N 89°37'20" W along the south line of the northwest quarter of said section 1096.07 feet to the east line of Rothmoor Estates No. 1 Subdivision; thence along the east line of said Subdivision as follows: N 26°13'06" E 287.73 feet; thence N 70°43'06" E 188.10 feet; thence N 26°16'54" W 272.24 feet; thence N 36°31'54" W 132.00 feet; thence N 2°46'54" W 114.01 feet; thence leaving said east line N 87°13'06" E 196.87 feet to a point on a curve to the left; the radius point of which is S 85°00' E 210.0 feet; thence Southeasterly along the arc of said curve 142.94 feet, to a point of a reverse curve to the right, the radius point of which is S 56°00' W 1150.0 feet; thence Southeasterly along the arc of said curve 225.80 feet to a point of tangency; thence S 22°45' E 161.05 feet to a point of a 232.50 foot radius curve to the left; thence Southeasterly along the arc of said curve 29.42 feet; thence N 60°00' E 176.17 feet; thence North 160.45 feet; thence East 112.00 feet; thence North 338.0 feet; thence East 68.765 feet to a point of a 90.0 foot radius curve to the right; thence Southeasterly along the arc of said curve 145.56 feet to a point of tangency; thence S 2°40' W 137.00 feet to a point of a 1000.0 foot radius curve to the left; thence Southerly along the arc of said curve 168.715 feet to a point of tangency; thence S 7°00' E 170.00 feet to a point of 120.0 foot radius curve to the right; thence Southwesterly along the arc of said curve 128.42 feet; thence S 35°41' E 38.465 feet; thence S 89°54'30" E 325.20 feet; thence S 0°05'30" W 56.135 feet; thence S 20°14'17" W 85.37 feet; thence S 0°16'04" W 31.00 feet; thence N 89°43'56" W 130.90 feet to the point of beginning. Contains 12.197 acres

Subject to easements of record, and visible, and subject, also, to restrictions and covenants of record.

RESERVING UNTO THE DECLARANT a perpetual 24 foot right-of-way easement for ingress and egress the centerline of which is described as follows:

Beginning at a point on the south right of way line of 6400 South Street, said point being North 89°46'54" West along the center line of said 6400 South Street 537.59 feet and South 0°13'06" West 33.00 feet from a Salt Lake County Monument at the

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point where the center line of said 6400 South Street intersects the west line of the Northeast quarter of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian; said point of beginning also being North 1203.13 feet and West 535.74 feet from the center of said Section 21 and running thence South $0^{\circ}13'06''$ West 324.485 feet; thence East 288.50 feet to a point of a 90.0 foot radius curve to the right; thence Southeasterly along the arc of said curve 145.56 feet to a point of tangency; thence South $2^{\circ}40'$ West 137.00 feet to a point of a 1000.0 foot radius curve to the left; thence Southerly along the arc of said curve 168.715 feet to a point of tangency; thence South $7^{\circ}00'$ East 170.00 feet to a point of a 120.00 foot radius curve to the right; thence Southwesterly along the arc of said curve 128.42 feet; thence South $35^{\circ}41'$ East 38.465 feet; thence South $89^{\circ}54'30''$ East 170.58 feet; thence South $69^{\circ}54'30''$ East 21.93 feet; thence South $89^{\circ}54'30''$ East 52.82 feet; thence South $44^{\circ}54'30''$ East 102.47 feet to a point on the Northwesterly line of a RV storage area said point being North 86.68 feet and East 151.80 feet from the center of said Section 21.

D. On November 26, 1979, Declarant executed an instrument entitled "Second Supplementary Declaration of and Amendment to Covenants, Conditions and Restrictions of Brookstone, A Prowswood Open Space Community Condominium (Phase I)", hereinafter referred to as the "Second Supplementary Declaration". The Second Supplementary Declaration was recorded in the Official Records of Salt Lake County, Utah on January 4, 1980 in Book 5019 at page 314, et seq. as Entry No. 3384830. Concurrently with the recording of the Second Supplementary Declaration, there was recorded the "Supplemental Record of Survey Map of Phase III", hereinafter the "Phase III Map", in Book 80-1-4 of Plats as Entry No. 3384831. The Second Supplementary Declaration and the Phase III Map submitted to the provisions of the Act the real property particularly described in Article II of the Second Supplementary Declaration.

E. Declarant is the record owner of the real property described in Article II ("Phase IV Land") of this Third Supplementary Declaration. Phase IV Land is a portion of the Additional Land described in the Declaration. This Third Supple-

mentary Declaration applies to the Declaration, the First Supplementary Declaration and to the Second Supplementary Declaration. The Record of Survey Map Phase 4 of the Project ("Phase IV Map"), recorded herewith, consisting of nine sheets, prepared and certified to by Robert B. Jones, a duly registered Utah Land Surveyor, which describes the Phase IV Land as does Article II hereof, constitutes another expansion of the Project.

F. It is the intent of the Declarant that the Phase IV Land shall become subject to the Declaration, the Act, the First Supplementary Declaration and the Second Supplementary Declaration wherever applicable. To this end and for the benefit of the Project and the Owners thereof, Declarant makes this Third Supplementary Declaration.

G. There currently exists in the Project one hundred eighty-two (182) Units and the Common Areas. This Third Supplementary Declaration and the Phase IV Map expands the Project to include thirty-eight (38) additional Units and the Common Areas all shown on the Phase IV Map.

NOW, THEREFORE, for the foregoing purposes, Declarant hereby makes the following Third Supplementary Declaration:

I. DEFINITIONS

Except as otherwise defined herein or as may be required by the context, all terms or expressions defined in Article I of the Declaration and in Article I of the First and Second Supplementary Declarations shall have such defined meanings when used in this Third Supplementary Declaration.

II. SUBMISSION

There is hereby submitted to the provisions of the Act, as an additional tract associated with the Project (being a portion of the Additional Land), the following described parcel of real property situated in Salt Lake County, State of Utah:

Beginning at a point on an old fence line which point is South 89°43'56" East along

the quarter section line 142.39 feet and North 664.90 feet from the center of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian, and running thence North $89^{\circ}54'30''$ West 138.19 feet; thence North $0^{\circ}05'30''$ East 776 feet; thence North $89^{\circ}54'30''$ West 168.00 feet; thence North $2^{\circ}40'$ East 112.10 feet to a point of a 90.0 foot radius curve to the left; thence north-westerly along the arc of said curve 145.56 feet to a point of tangency; thence West 128.015 feet; thence North 356.88 feet to the centerline of 6400 South Street; thence South $89^{\circ}46'54''$ East along said centerline 371.27 feet to a point on the extension of an old fence line; thence South $0^{\circ}15'$ East along said extension and fence line 281.07 feet; thence South $89^{\circ}57'30''$ East 143.87 feet to an old fence line; thence South $0^{\circ}30'$ East along said fence line 288.72 feet to the point of beginning.

III. COVENANTS, CONDITIONS AND RESTRICTIONS

The foregoing submission is made upon and under the following covenants, conditions and restrictions:

1. Description of Improvements. The improvements included within this expansion (hereinafter "this Phase") of the Project are now or will be located upon the Phase IV Land, and all such improvements are described on Phase IV Map. In this Phase, thirty-eight (38) Units are contained in eleven Buildings, with each Building containing four or two Units as shown on the Map. Every Building has two or three levels including the basement. In addition to the Buildings, the significant improvements in this Phase are asphalt roadways, concrete sidewalks or walkways, and fences. The location and configuration of the improvements referred to is depicted on the Phase IV Map. The Project (excluding the part thereof located on or as otherwise associated with the Additional Land) also contains other improvements such as outdoor lighting and landscaping. The Phase IV Map shows, inter alia, the number of stories and the number of Units which are contained in the eleven Buildings included in this Phase of the Project. The Buildings are composed of the following materials: wood frame with load and non-load bearing walls studded with wood; basement floor of concrete; first

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and second floors of wooden joists; interior surfaced with sheet rock, exterior of brick veneer and wood shingled roof surfaced with tar and gravel.

2. Description and Legal Status of Units. The Phase IV Map shows the Unit designation of each Unit located within the boundaries of this Phase, its location, dimension from which its Size may be determined, the Common Areas to which it has immediate access, and other pertinent information.

3. Limited Common Areas. The Limited Common Areas which are contained in this Phase and the respective Units to which the exclusive use of such Limited Common Areas appertain consist of the patios shown on Phase IV Map and the uncovered parking spaces adjacent to certain end Units shown on said Map.

4. Computation of Percentage Interest. The proportionate share of the Unit Owners in the Common Areas of the Project, at any point in time, is based on the Size that each of the Units bears to the total Size of all Units then included in the Project. The Percentage interest which becomes appurtenant, with this Third Supplementary Declaration has been recomputed in the aforesaid manner and is depicted in the Revised Exhibit "A" hereto attached and made a part hereof applicable to all Units after this Phase of the Project. Upon future expansion(s) of the Project, the Percentage Interest appurtenant to each Unit then contained in the Project may be recomputed and revised only through use of the formula described at the outset of this Section 4. of Article III.

5. Certain Amendments of the Declaration. Under the Declaration (Section 29(a) of Article III), Declarant reserved the right to amend the Declaration or the Map. Declarant now deems it desirable and proper, for the benefit of all Unit Owners in the Project, to make certain amendments of the Declaration (applicable also to each and every Supplementary Declaration filed for record) as hereinafter provided, deleting or adding or changing as follows:

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Article I, Section 8. Delete and Substitute. The word "balconies" appearing on line 7 of the Declaration shall be changed to read "Patios".

Article II, Section 15. Delete in its Entirety and Substitute in Lieu Thereof the Following:

"15. Composition of Management Committee. The Committee shall be composed of five members. At the first regular Owners meeting three Committee members shall be elected for two-year terms and two members for one-year terms. At each annual Owners meeting thereafter any vacant seat on the Committee shall be filled with a member elected for a two-year term. Only Unit Owners and officers and agents of Owners other than individuals shall be eligible for Committee membership. At each annual meeting the Percentage Interest appurtenant to a Unit may be voted in favor of as many candidates for Committee membership as there are seats on the Committee to be filled; provided, however, that until the happening of the event described in the second Paragraph of this Section 14 Declarant alone shall be entitled to select three of the five Committee members.

The event referred to in the first Paragraph of this Section 14 shall be the first to occur of the following:

(a) Units to which an aggregate of at least three-fourths (3/4) of the Percentage Interest in the Common Areas then appertain have been conveyed by Declarant, or all Additional Land has been added to the Project, whichever last occurs; or

(c) The expiration of six (6) years after the date on which this Declaration is filed for record in the office of the County Recorder of Salt Lake County, Utah."

In the event a Committee seat which was filled by Declarant becomes vacant prior to the happening of the event described in the second Paragraph of this Section 14 whether by reason of forfeiture or due to another cause, Declarant

shall select a replacement member to sit on the Committee for the balance of the term associated with the vacated seat. In all other cases of vacancy, the remaining Committee members shall elect a replacement to sit on the Committee until his successor is elected and qualifies. Committee members shall be reimbursed for all expenses reasonably incurred in connection with Committee business. The committee may fix such compensation for any member as may be reasonable in light of the Committee duties which that member is required to perform."

Article III, Section 16(b). Delete in its Entirety.

"(b) Vice Chairman. The Vice Chairman shall have all the powers of the Chairman in the event of the latter's absence or inability to act."

Article III, Section 32. Delete Portion Thereof which Reads as Follows:

"Ronald Morgan, whose address is 4970 South 900 East, Suite F, Salt Lake City, Utah 84117, is the person to receive service of process in cases authorized by the Act."

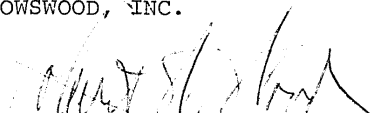
Substitute in Lieu Thereof:

"Richard S. Prows, whose address is 4885 South 900 East, Salt Lake City, Utah 84117, is the person to receive service of process in cases authorized by the Act."

6. Effective Date. This Third Supplementary Declaration shall take effect upon its being filed for record in the office of the County Recorder of Salt Lake County, State of Utah.

EXECUTED on the day and year first above written.

PROWSWOOD, INC.

BY: 
ROBERT W. WOOD
Executive Vice-President

STATE OF UTAH)
 : ss.
County of Salt Lake)

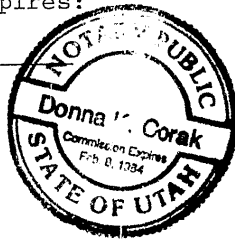
On the 6th day of April, 1982, personally

appeared before me ROBERT W. WOOD, who, being by me duly sworn, did say that he is the Executive Vice-President of Prowswood, Inc., and that the within and foregoing instrument was signed on behalf of said Corporation by authority of a resolution of its Board of Directors and said ROBERT W. WOOD duly acknowledged to me that said corporation executed the same.

Donna K. Corak
NOTARY PUBLIC
Residing at Salt Lake County

My Commission Expires:

2-8-84



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REVISED EXHIBIT "A"
 BROOKSTONE CONDOMINIUM PROJECT
 (After Third Expansion)

<u>Unit No.</u>	<u>Building No.</u>	<u>Size (Sq. ft. Living Space)</u>	<u>Percentage Interest</u>
1	1	1578	.4212%
2	1	2094	.5590%
3	1	2185	.5833%
4	1	1710	.4564%
5	2	1578	.4212%
6	2	2094	.5590%
7	2	2185	.5833%
8	2	1710	.4563%
9	3	1356	.3619%
10	3	1780	.4751%
11	3	1780	.4751%
12	3	1356	.3619%
13	4	1356	.3619%
14	4	1780	.4751%
15	4	1780	.4751%
16	4	1356	.3619%
17	5	1356	.3619%
18	5	1780	.4751%
19	5	1780	.4751%
20	5	1356	.3619%
21	6	1356	.3619%
22	6	1780	.4751%
23	6	1780	.4751%
24	6	1356	.3619%
25	7	1578	.4212%
26	7	1710	.4564%
27	8	2094	.5590%
28	8	1578	.4212%
55	17	1578	.4212%
56	17	2094	.5590%

REVISED EXHIBIT "A" - (Continued)

<u>Unit No.</u>	<u>Building No.</u>	<u>Size (Sq. ft. Living Space)</u>	<u>Percentage Interest</u>
57	17	2185	.5833%
58	17	1710	.4564%
59	18	1578	.4212%
60	18	2094	.5590%
61	18	2185	.5833%
62	18	1710	.4564%
63	19	1578	.4212%
64	19	2094	.5590%
65	19	2185	.5833%
66	19	1710	.4564%
67	20	1578	.4212%
68	20	2094	.5590%
69	20	2185	.5833%
70	20	1710	.4564%
71	21	1578	.4212%
72	21	1710	.4564%
73	22	1578	.4212%
74	22	2094	.5590%
101	32	1578	.4212%
102	32	2094	.5590%
103	32	2185	.5833%
104	32	1710	.4564%
105	33	1578	.4212%
106	33	2094	.5590%
107	33	2185	.5833%
108	33	1710	.4564%
29	9	1710	.4564%
30	9	1578	.4212%
31	10	1578	.4212%
32	10	2094	.5590%
33	11	1356	.3619%
34	11	1780	.4751%

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REVISED EXHIBIT "A" - (Continues)

<u>Unit No.</u>	<u>Building No.</u>	<u>Size (Sq. ft. Living Space)</u>	<u>Percentage Interest</u>
35	11	1780	.4751%
36	11	1356	.3619%
37	12	1710	.4564%
38	12	2185	.5833%
39	12	2094	.5590%
40	12	1578	.4212%
41	13	1356	.3619%
42	13	1780	.4751%
43	13	1780	.4751%
44	13	1356	.3619%
45	14	1356	.3619%
46	14	1356	.3619%
47	14	1356	.3619%
48	14	1356	.3619%
49	15	1356	.3619%
50	15	1780	.4751%
51	15	1780	.4751%
52	15	1356	.3619%
53	16	1710	.4564%
54	16	1578	.4212%
75	23	1578	.4214%
76	23	1710	.4564%
77	24	1710	.4564%
78	24	1578	.4212%
79	25	2094	.5590%
80	25	1578	.4212%
81	26	1710	.4564%
82	26	1578	.4212%
83	27	1710	.4564%
84	27	2185	.5833%
85	27	2094	.5590%
86	27	1578	.4212%
87	28	1710	.4564%

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REVISED EXHIBIT "A" - (Continued)

<u>Unit No.</u>	<u>Building No.</u>	<u>Size (Sq. ft. Living Space)</u>	<u>Percentage Interest</u>
88	28	1578	.4212%
89	28	1578	.4212%
90	28	1710	.4564%
91	29	1578	.4212%
92	29	1710	.4564%
93	30	1710	.4564%
94	30	1578	.4212%
95	30	1578	.4212%
96	30	1710	.4564%
97	31	1356	.3619%
98	31	1780	.4751%
99	34	1780	.4751%
100	34	1356	.3619%
109	35	1710	.4564%
110	35	1578	.4212%
111	36	1710	.4564%
112	36	1578	.4212%
113	37	1356	.3619%
114	37	1780	.4751%
115	37	1780	.4751%
116	37	1356	.3619%
117	38	1578	.4212%
118	38	1710	.4564%
119	39	1710	.4564%
120	39	1578	.4212%
121	40	1710	.4564%
122	40	1578	.4212%
123	40	1578	.4212%
124	40	1710	.4564%
125	41	1578	.4212%
126	41	2094	.5590%
127	41	2185	.5833%
128	41	1710	.4564%
129	42	1578	.4212%
130	42	2094	.5590%

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REVISED EXHIBIT "A" - (Continued)

<u>Unit No.</u>	<u>Building No.</u>	<u>Size (Sq. ft. Living Space)</u>	<u>Percentage Interest</u>
131	42	2185	.5833%
132	42	1710	.4564%
133	43	1356	.3619%
134	43	1780	.4751%
135	44	1780	.4751%
136	44	1356	.3619%
137	45	1356	.3619%
138	45	1780	.4751%
139	46	1780	.4751%
140	46	1356	.3620%
141	47	1578	.4212%
142	47	2094	.5590%
143	47	2094	.5590%
144	47	1578	.4212%
145	48	1356	.3620%
146	48	1780	.4751%
147	48	1780	.4751%
148	48	1356	.3620%
149	49	1710	.4564%
150	49	1578	.4212%
151	49	1578	.4212%
152	49	1710	.4564%
153	50	1710	.4564%
154	50	1578	.4212%
155	51	1578	.4212%
156	51	1710	.4564%
157	52	1710	.4564%
158	52	1578	.4212%
159	53	1710	.4564%
160	53	1578	.4212%
161	53	1578	.4212%
162	53	1710	.4564%
163	54	1710	.4564%

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REVISED EXHIBIT "A" - (Continued)

<u>Unit No.</u>	<u>Building No.</u>	<u>Size (Sq. ft. Living Space)</u>	<u>Percentage Interest</u>
164	54	1578	.4212%
165	54	1578	.4212%
166	54	1710	.4564%
167	55	1710	.4564%
168	55	2094	.5590%
169	55	2094	.5590%
170	55	1710	.4564%
171	56	1710	.4564%
172	56	2094	.5590%
173	56	2094	.5590%
174	56	1710	.4564%
175	57	1710	.4564%
176	57	2094	.5590%
177	57	2094	.5590%
178	57	1710	.4564%
179	58	1710	.4564%
180	58	1578	.4212%
181	58	1578	.4212%
182	58	1710	.4564%
183	59	1578	.4212%
184	59	1578	.4212%
185	59	1578	.4212%
186	59	1578	.4212%
187	60	1578	.4212%
188	60	1780	.4751%
189	60	1780	.4751%
190	60	1578	.4212%
191	61	1578	.4212%
192	61	1780	.4751%
193	61	1780	.4751%
194	61	1578	.4212%
195	62	1356	.3620%
196	62	1356	.3620%
197	62	1356	.3620%

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REVISED EXHIBIT "A" - (Continued)

<u>Unit No.</u>	<u>Building No.</u>	<u>Size (Sq. ft. Living Space)</u>	<u>Percentage Interest</u>
198	62	1356	.3620%
199	63	1780	.4751%
200	63	1356	.3620%
201	64	1356	.3620%
202	64	1780	.4751%
203	65	1780	.4751%
204	65	1356	.3620%
205	66	1710	.4564%
206	66	2094	.5590%
207	66	2094	.5590%
208	66	1710	.4564%
209	67	1710	.4564%
210	67	1578	.4212%
211	67	1578	.4212%
212	67	1710	.4564%
213	68	1710	.4564%
214	68	1578	.4212%
215	68	1578	.4212%
216	68	1710	.4564%
217	69	1710	.4564%
218	69	2094	.5590%
219	69	2094	.5590%
220	69	1710	.4564%
			100%