

**FIRST SUPPLEMENT AND AMENDMENT
TO
AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS,
EASEMENTS AND RESTRICTIONS
FOR
THE FALLS AT BOULDEN RIDGE SUBDIVISION
BLUFFDALE, UTAH**

THIS FIRST SUPPLEMENT AND AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR THE FALLS AT BOULDEN RIDGE SUBDIVISION (the "First Supplement") is made and entered into to be effective as of March 29, 2013, by Boulden Falls, Phase 1, LLC, a Utah limited liability company ("Declarant").

A. Boulden Falls, Phase 1, LLC is the "Declarant" under that certain Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions for The Falls at Boulden Ridge Subdivision (the "Subdivision"), recorded February 24, 2010, as Entry No. 10902620, in Book 9805, beginning at Page 8411 in the Official Records of the Office of the Salt Lake County Recorder (the "Declaration").

B. The Declaration presently governs the real property in the Subdivision more particularly described on Exhibit A attached hereto and incorporated herein by reference (the "Existing Property").

C. Under Article 12 of the Declaration, Declarant reserved the right to annex additional property into the Subdivision without the approval of any Owner or the Association (the "Option to Expand").

D. Boulden Falls Phase 3A, LLC, a Utah limited liability company (the "Land Owner"), is the record owner of the real property that will comprise Phase 3A of the Subdivision ("Phase 3A").

E. Phase 3A is a portion of the real property described as the Additional Land in the Declaration.

F. The legal description for the real property comprising Phase 3A is set forth on Exhibit B attached hereto and incorporated herein by reference.

G. Declarant desires to exercise its Option to Expand to annex and include Phase 3A in the Subdivision.

H. The Land Owner consents to the annexation and inclusion of Phase 3A in the Subdivision and has executed this First Supplement.

NOW, THEREFORE, Declarant hereby declares and provides as follows:


1. Declaration Incorporated by Reference. The Declaration in its entirety is hereby incorporated by reference and made a part of this First Supplement as though fully set forth herein, and is hereby amended as set forth herein.
2. Definitions. Unless the context clearly requires otherwise, all capitalized words or terms which are not defined in this First Supplement shall have the meanings ascribed to them in the Declaration.
3. Annexation of Phase 3A. Declarant hereby annexes Phase 3A in the Subdivision.
4. Effective Date. This First Supplement shall be effective upon recording in the Office of the Salt Lake County Recorder. At such time, all of Phase 3A shall be subject to all of the terms and conditions of the Declaration. Except as herein expressly provided, the Declaration shall remain in all other respects unmodified and in full force and effect.

[SIGNATURE PAGE FOLLOWS]

By executing this Declaration, the undersigned hereby acknowledges and agrees to the recording of this Declaration against Phase 3A.

Boulden Falls Phase 3A, LLC

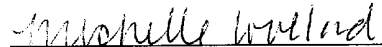
By: Scenic Development, Inc.
Its: Manager

By: 
Kim Rindlisbacher
Its: President

STATE OF UTAH)
 :SS.
COUNTY OF SALT LAKE)

On this 29 day of March 2013, personally appeared before me Kim Rindlisbacher, who, being by me duly sworn, did say that he is the President of Scenic Development, Inc. a Utah corporation and the Manager of Boulden Falls Phase 3A, LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:
April 12, 2016


Notary Public

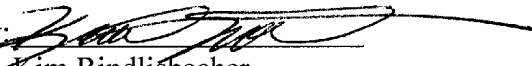


IN WITNESS WHEREOF, the Declarant has executed this First Supplement as of the date first above written.

DECLARANT:

Boulden Falls, Phase 1, LLC


By: Scenic Development, Inc.
Its: Manager

By: 
Kim Rindlisbacher
Its: President

STATE OF UTAH)
 :ss.
COUNTY OF SALT LAKE)

On this 21 day of March 2013, personally appeared before me Kim Rindlisbacher, who, being by me duly sworn, did say that he is the President of Scenic Development, Inc. a Utah corporation and the Manager of Boulden Falls, Phase 1, LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:
April 13, 2016


Notary Public

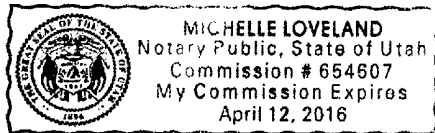


EXHIBIT A

Legal Description of the Existing Property

Legal Description for Phase I

Beginning at the East Quarter Corner of Section 8, Township 4 South, Range 1 West, Salt Lake Base and Meridian; and running thence S00°26'39" W 215.86 feet along the Section Line; thence S89°40'47" W 495.57 feet; thence S00°14'38" W 599.16 feet; thence N89°45'17" W 224.58 feet; thence Southeasterly 5.87 feet along the arc of a 37.50 foot radius curve to the left, chord bears S45°20'36" E 5.87 feet; thence Southeasterly 52.61 feet along the arc of a 79.00 foot radius curve to the right, chord bears S30°45'16" E 51.65 feet; thence Southeasterly 30.69 feet along the arc of a 37.50 foot radius curve to the left, chord bears S35°07'20" E 29.84 feet; thence S58°34'09" E 35.66 feet; thence S31°25'51" W 62.63 feet; thence S65°46'01" E 23.12 feet; thence S33°34'45" W 125.14 feet; thence S44°52'02" W 176.72 feet; thence S11°37'22" E 61.46 feet; thence S16°30'46" E 182.35 feet; thence S17°38'51" E 91.64 feet; thence S02°47'25" E 50.17 feet; thence S01°41'07" E 18.81 feet; thence S04°34'57" W 75.43 feet; thence N81°50'11" W 57.35 feet; thence S11°14'34" W 67.37 feet; thence S38°20'18" E 208.42 feet; thence S43°44'59" E 143.44 feet; thence S48°54'35" E 275.41 feet; thence S56°09'04" E 68.91 feet; thence S79°41'20" E 39.63 feet; thence N62°17'32" E 27.09 feet; thence S75°21'00" E 267.37 feet to the Section Line; thence S00°26'41" W 376.54 feet along the Section Line to the Southeast Corner of Section 8, Township 4 South, Range 1 West, Salt Lake Base and Meridian; thence S89°12'27" W 596.26 feet along the Section Line to the Easterly Boundary Line of the Welby-Jacobs Canal; thence the following six courses along said Easterly Boundary Line: (1) N63°46'27" W 405.59 feet; (2) N50°33'36" W 44.44 feet; (3) N26°32'55" W 99.86 feet; (4) N17°31'38" W 593.56 feet; (5) N22°33'17" W 58.38 feet; (6) N27°19'31" W 148.39 feet; thence N00°23'03" E 271.29 feet; thence S89°24'34" W 30.37 feet; thence N15°03'57" E 192.05 feet; thence Southeasterly 20.14 feet along the arc of a 65.00 foot radius curve to the left, chord bears S83°48'33" E 20.06 feet; thence N87°18'56" E 89.80 feet; thence Northeasterly 35.52 feet along the arc of a 25.00 foot radius curve to the left, chord bears N46°36'27" E 32.61 feet; thence Northeasterly 282.41 feet along the arc of a 310.00 foot radius curve to the right, chord bears N31°59'50" E 272.74 feet; thence N00°23'22" W 890.82 feet; thence N89°36'38" E 1035.69 feet to point of beginning.

EXHIBIT B

Legal Description of Phase 3A

A parcel of land situated in the southeast quarter of Section 8, Township 4 South, Range 1 West, Salt Lake Base and Meridian, said parcel being more particularly described as follows:

Commencing at the quarter corner with Sections 8 and 9, Township 4 South, Range 1 West, Salt Lake Base and Meridian and running thence south 89°36'38" west, along the east west center quarter line, said line is also the north line of the Falls at Boulden Ridge Phase 1 PRD subdivision, a distance of 1035.69 feet to the point of beginning for this description; thence, along the westerly boundary line of said subdivision the following three courses: (1) south 00°23'22" east, a distance of 890.82 feet, (2) along the arc of a curve to the left, having a radius of 310.00 feet, the center of which bears south 31°54'17" east, through a central angle of 21°35'50", a distance of 9.42 feet; thence north 34°51'40" west, a distance of 292.44 feet; thence north 23°43'25" west, a distance of 271.72 feet; thence north 11°56'52" west, a distance of 50.07 feet; thence north 00°23'22" west, a distance of 343.44 feet; thence north 11°56'52" west, a distance of 50.07 feet; thence north 00°23'22" west, a distance of 223.26 feet, to the east west center quarter section line of Section 8; thence, north 89°36'38" east, along said line, a distance of 432.02 feet, to the point of beginning for this description.

Contains: 9.093 acres more or less and 11 lots