

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

THIS THIRD SUPPLEMENT AND AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR THE FALLS AT BOULDEN RIDGE SUBDIVISION (the "Second Supplement") is made and entered into this 17 day of October, 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 was amended by a First Supplement and Amendment to Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions for The Falls at Boulden Ridge Subdivision, which was recorded April 1, 2013, as Entry No. 11609387, in Book 10123, beginning at Page 2428 in the Official Records of the Office of the Salt Lake County Recorder (the "First Amendment").

C. The First Amendment added Phase 3A to the Subdivision.

D. The Declaration was amended by a Second Supplement and Amendment to Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions for The Falls at Boulden Ridge Subdivision, which was recorded July 9, 2013, as Entry No. 11680013, in Book 10157, beginning at Page 4710 in the Official Records of the Office of the Salt Lake County Recorder (the "Second Amendment").

E. The Second Amendment added Phase 2A and the Pond Area to the Subdivision. The First Amendment, the Second Amendment and the Declaration are referred to herein collectively, as the "Declaration."

F. 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").

G. 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").

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10/18/2013 2:48:00 PM \$27.00
Book - 10186 Pg - 3130-3137
Gary W. Ott
Recorder, Salt Lake County, UT
PIONEER TITLE INS AGCY
BY: eCASH, DEPUTY - EF 8 P.

H. Boulden Falls Phase 3B, LLC, a Utah limited liability company (the “Land Owner”), is the record owner of the real property that will comprise Phase 3B (“Phase 3B”) of the Subdivision.

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

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

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

L. The Land Owner consents to the annexation and inclusion of Phase 3B in the Subdivision and has executed this Third 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 Third 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 Third Supplement shall have the meanings ascribed to them in the Declaration.

3. Annexation of Phase 3B. Declarant hereby annexes Phase 3B in the Subdivision.

4. Effective Date. This Third Supplement shall be effective upon recording in the Office of the Salt Lake County Recorder. At such time, all of Phase 3B 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.

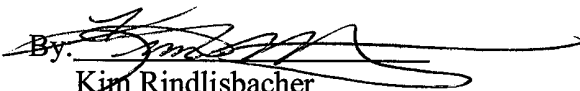
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Declarant has executed this Third 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 17 day of October, 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:
Dec 20, 2016

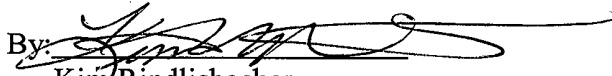

Notary Public



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

Boulden Falls Phase 3B, LLC

By: Scenic Development, Inc.
Its: Manager

By: 
Kim Rindlisbacher
Its: President

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

On this 17 day of October, 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 3B, 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:
Dec 20, 2016



Notary Public

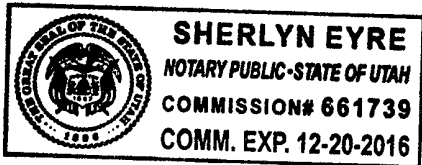


EXHIBIT A

Legal Description of the Existing Property

Legal Description for Phase 1:

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.

Legal Description for 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.

Legal Description of Phase 2A:

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 COMMON WITH SECTIONS 8 AND 9, TOWNSHIP 4 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE SOUTH 00°26'39" WEST, ALONG THE SECTION LINE COMMON WITH SECTIONS 8 AND 9, A DISTANCE OF 545.04 FEET TO THE POINT OF BEGINNING FOR THIS DESCRIPTION; THENCE, CONTINUING ALONG SAID SECTION LINE SOUTH 00°26'39" WEST, A DISTANCE OF 928.30 FEET; THENCE, NORTH 89°33'21" WEST, A DISTANCE OF 25.00 FEET; THENCE, NORTH 86°37'01" WEST, A DISTANCE OF 232.11 FEET; THENCE, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 430.00 FEET, THE CENTER OF WHICH BEARS NORTH 86°37'01" WEST, THROUGH A CENTRAL ANGLE OF 6°37'32", A DISTANCE OF 49.72 FEET; THENCE NORTH 89°56'37" WEST, A DISTANCE OF 265.43 FEET; THENCE NORTH 20°33'16" WEST, A DISTANCE OF 35.50 FEET; THENCE SOUTH 76°08'11" WEST, A DISTANCE OF 248.70 FEET TO THE EASTERLY BOUNDARY LINE OF THE FALLS AT BOULDEN RIDGE PHASE 1 PRD SUBDIVISION; THENCE, ALONG SAID EASTERLY LINE THE FOLLOWING TWELVE COURSES: (1) NORTH 16°30'46" WEST, A DISTANCE OF 182.35 FEET; (2) NORTH 11°37'22" WEST, A DISTANCE OF 61.46 FEET; (3) NORTH 44°52'02" EAST, A DISTANCE OF 176.72 FEET; (4) NORTH 33°34'45" EAST, A DISTANCE OF 125.14 FEET; (5) NORTH 65°46'01" WEST, A DISTANCE OF 23.12 FEET; (6) NORTH 31°25'51" EAST, A DISTANCE OF 62.63 FEET; (7) NORTH 58°34'04" WEST, A DISTANCE OF 35.66 FEET; (8) ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 37.50 FEET, THROUGH A CENTRAL ANGLE OF 46°53'23", A DISTANCE OF 30.69 FEET; (9) ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 79.00 FEET, THROUGH A CENTRAL ANGLE OF 38°09'41", A DISTANCE OF 52.62 FEET; (10) ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 37.50 FEET, THROUGH A CENTRAL ANGLE OF 8°58'40", A DISTANCE OF 5.88 FEET; (11) SOUTH 89°45'17" EAST, A DISTANCE OF 224.57 FEET; (12) NORTH 00°14'38" EAST, A DISTANCE 269.37 FEET; THENCE, NORTH 89°36'28" EAST, A DISTANCE OF 494.43 FEET TO THE POINT OF BEGINNING FOR THIS DESCRIPTION.

CONTAINS: 13.553 ACRES MORE OR LESS AND 15 LOTS

Legal Description of the Pond Area:

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 Section Corner common with Sections 8, 9, 16, and 17, Township 4 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 00°26'39" East, a distance of 444.09 feet; thence, West, a distance of 259.22 feet, to the Point of Beginning for this description, said point also being on the east boundary line of said Phase 1; thence, along said phase line the following eight courses: (1) South 62°17'32" West, a distance of 27.09 feet; (2) North 79°41'20" West, a distance of 39.63 feet; (3) North 56°09'04" West, a distance of 68.91 feet; (4) North 48°54'35" West, thence 275.41 feet; (5) North 43°44'59" West, a distance of 143.44 feet; (6) North 38°20'18" West, a distance of 208.42 feet; (7) North 11°14'34" East, a distance of 67.37 feet; (8) South 81°50'11" East, a distance of 57.35 feet; thence, South 19°40'48" East, a distance of 28.56 feet; thence, South 37°56'27" East, a distance of 160.14 feet; thence, South 45°26'50" East, a distance of 156.73 feet; thence, South 70°15'06" East, a distance of 88.31 feet;

thence, South 48°03'33" East, a distance of 253.53 feet; thence, South 03°50'10" West, a distance of 76.67 feet, to the Point of Beginning.

Basis of Bearing is North 00°26'39" East between the Section Corner common with Sections 8, 9, 16, and 17 and the Quarter Corner common with Sections 8 and 9, Township 4 South, Range 1 West, Salt Lake Base and Meridian.

EXHIBIT B

Legal Description of Phase 3B

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 COMMON 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, A DISTANCE OF 1467.71 FEET TO THE POINT OF BEGINNING FOR THIS DESCRIPTION; THENCE, ALONG THE WESTERLY BOUNDARY LINE OF SAID THE FALLS AT BOULDEN RIDGE PHASE 3A PRD SUBDIVISION THE FOLLOWING THREE COURSES: (1) SOUTH 00°23'22" EAST, A DISTANCE OF 223.26 FEET, (2) SOUTH 11°56'52" EAST, A DISTANCE OF 50.07 FEET; (3) SOUTH 00°23'22" EAST, A DISTANCE OF 226.05 FEET; THENCE NORTH 88°50'41" WEST, A DISTANCE OF 608.41 FEET; THENCE SOUTH 20°04'19" WEST, A DISTANCE OF 65.91 FEET; THENCE NORTH 60°07'39" WEST, A DISTANCE OF 134.78 FEET; THENCE NORTH 00°23'22" WEST, A DISTANCE OF 187.38 FEET; THENCE NORTH 01°50'35" WEST, A DISTANCE OF 50.00 FEET; THENCE, NORTH 00°23'22" WEST, A DISTANCE OF 236.86 FEET, TO THE EAST WEST CENTER QUARTER SECTION LINE OF SECTION 8; THENCE, NORTH 89°36'38" EAST, ALONG SAID LINE, A DISTANCE OF 704.39 FEET, TO THE POINT OF BEGINNING FOR THIS DESCRIPTION.

Contains 8.240 acres more of less and 10 lots