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RETURNED

JUL 11 2002

When recorded, return to:

David F. Klomp
DURHAM JONES & PINEGAR
111 East Broadway, Suite 900
Salt Lake City, Utah 84111

E 1769110 B 3082 P 321
SHERYL L. WHITE, DAVIS CNTY RECORDER
2002 JUL 11 8:59 AM FEE 127.00 DEP DJW
REC'D FOR RODNEY STEPHENS CONSTRUCTION

Tax Parcel Serial Numbers: _____

**THIRD AMENDMENT TO AMENDED DECLARATION OF
COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
COUNTRY OAKS CONDOMINIUMS**

This Third Amendment to Amended Declaration of Covenants, Conditions, and Restrictions for Country Oaks Condominiums (the "Second Amendment") is made and executed this ___ day of May, 2002, by the Country Oaks Condominiums Management Committee (the "Management Committee") pursuant to the Utah Condominium Ownership Act, UTAH CODE ANN. §57-8-1 *et seq.* (the "Act").

RECITALS

A. A "Declaration of Covenants, Conditions, Restrictions, and By-laws for Country Oaks Condominium" was recorded with the Davis County Recorder's office on November 5, 1975, in Book 582, at Page 709, as Entry Number 422434 (the "Original Declaration"). Among other things, the Original Declaration established a residential condominium project known or referred to as Country Oaks Condominiums (the "Condominium Project"). The Condominium Project comprises, and the Original Declaration constituted an encumbrance on, real property located in Davis County, Utah, as more fully described in Exhibit A attached hereto.

B. The Original Declaration was amended and restated in its entirety by that certain "Amended Declaration of Covenants, Conditions and Restrictions for Country Oaks Condominium" dated May 21, 1993, and recorded in the Davis County Recorder's office on May 21, 1993, in Book 1617, at Page 834, as Entry Number 1036688 (as amended and modified from time to time, the "Amended Declaration"). Capitalized terms used in this Amendment which are not defined herein shall have the meanings given to them in the Amended Declaration.

C. The Amended Declaration was amended by that certain "Amendment to Amended Declaration of Covenants, Conditions and Restrictions for Country Oaks Condominiums" dated August 22, 2000 (the "First Amendment"), which was recorded in the Davis County Recorder's office on August 23, 2000, in Book 2684, at Page 175, as Entry Number 1609494; and that certain "Second Amendment to Amended Declaration of Covenants, Conditions, and Restrictions for Country Oaks Condominiums" dated January 28, 2002 (the "Second Amendment"), and recorded in the Davis County Recorder's office on JAN 29, 2002, in Book 2973, at Page 526, as Entry Number 1724799.

D. Among other things, the First Amendment vacated the designated "Phase 7-3" of the Condominium Project, although the property original included in such Phase 7-3 remained part of the Condominium Project and subject to the Amended Declaration. The purpose of such vacation was to permit and require Rodney Stephens, d/b/a Rod Stephens Construction (the "Developer"), as the owner of the undeveloped Sites (as defined in the First Amendment) located of the property in the vacated Phase 7-3, to propose and submit to the Management Committee separate plat maps for new additional phases to be located on the property originally comprising the vacated Phase 7-3. Among other things, the Second Amendment established Phases 9, 10, and 11 as "New Phases" in the Condominium Project.

E. The Amended Declaration also permitted the Management Committed, from time to time, to change the percentages of the ownership of the Common Areas as Sites are converted to Units by constructing residential dwelling units thereon.

F. The Developer has proposed additional phases to the Management Committee in accordance with the Amended Declaration and the First Amendment, and the Management Committee by this Second Amendment desires to recognize such additional phases.

NOW, THEREFORE, in consideration of the covenants contained herein, and for other good and valuable consideration, the adequacy and receipt of which are hereby acknowledged, the Management Committee, acting for and on behalf of the Unit Owners, agrees as follows:

1. **Incorporation of Recitals.** The terms, conditions, statements, and representations made in the above Recitals are incorporated herein by this reference.

2. **Additional Phase.** The Developer has recorded in the office of the Davis County Recorder a plat map for one new phase affecting a portion of the property originally comprising the vacated Phase 7-3. The new phase is identified in such plat map as Phase 12, and is comprised of 4 Units ("Phase 12"). The legal description for Phase 12 is attached hereto as Exhibit B, and the unit numbers, street addresses, and square footage for the Units in Phase 12 are shown in Exhibit C attached hereto. Exhibit D hereto shows the front and side elevations and floor plans for the Units in Phase 12. Phase 12 shall be part of the Condominium Project and subject to the terms and conditions of the Amended Declaration, including without limitation what portions of Phase 12 and the improvements thereon constitute "common areas and facilities" or "limited common areas and facilities." Those elements of Phase 12 that constitute common area shall be determined on the same basis and according to the definitions contained in the Amended Declaration and as common areas are set forth in the record of survey maps recorded for the previously build phases in the Condominium Project. Without limiting the foregoing, all outdoor patios, porches, and decks, and all garages shall constitute limited common areas, as defined in the Amended Declaration.

3. **Adjustment of Percentages of Common Areas.** The Management Committee, by virtue of the authority granted to it in Section 24.C of the Amended Declaration, hereby adjusts the percentages of ownership of the Common Areas to reflect the additional Units that have been constructed in Phase 12. Effective on the date of this Third Amendment, the new percentages of ownership of the Common Areas are shown in Exhibit E attached hereto. The

Unit Owners of Units in the New Phases shall have all of the rights and privileges of Unit Owners under the Amended Declaration, including without limitation the right to use common areas and facilities and to vote.

4. **Improvements Added.** The Developer, in connection with the construction of Units in Phase 12, shall install all improvements to the common area as required under paragraph 3.F.3 (page 8) of the Amended Declaration. These include the installation of sewer connections, water connections (including secondary water hookups), sprinkling systems, connection and hook up fees, landscaping consistent with the already established common areas in the Condominium Project, retaining walls, plumbing, electrical, road, pavement, asphalt, cement, building, and any other items normally associated with the construction or building of common areas and a unit. The Developer shall comply with all the requirements of paragraph 17 of the Amended Declaration relating to construction by site owners.

5. **Authorization.** The Management Committee hereby certifies that it has all requisite power and authority on behalf of the Unit Owners to execute and deliver this Third Amendment and to approve the actions taken herein for and on behalf of the Unit Owners and the Condominium Project.

6. **Remaining Terms Unchanged.** The Amended Declaration, as previously amended, is hereby amended and supplemented by this Third Amendment to the extent necessary to reflect and incorporate the changes made herein. Except as so amended and supplemented, all of the remaining terms and conditions of the Amended Declaration, the First Amendment, and the Second Amendment shall remain unchanged and in full force and effect.

Executed on the day and year first written above.

COUNTRY OAKS MANAGEMENT COMMITTEE


By: [Signature]
Name: SHARM CHRISTENSEN
Title: President

ACKNOWLEDGMENT

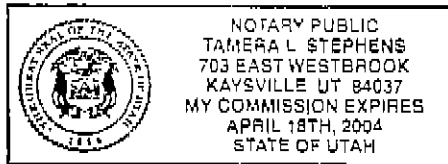
STATE OF UTAH)
 : ss.
County of Davis)

On the 27th day of May, 2001, personally appeared before me SHARM CHRISTENSEN who being duly sworn did state that he is the PRESIDENT of the Country Oaks

Management Committee, and that he executed the foregoing instrument for and on behalf of said committee and the Unit Owners, having authority to so act.


Notary Public

[Seal]



S:\k\omp\Rod Stephens\amended.declaration(third).doc

EXHIBIT A

(Legal Description of the Condominium Project)

units 1 thru 13 +
Ph 7-1

TOGETHER WITH: Beginning at a point 776.63 feet East and 72.25 feet South from the North quarter corner, Section 14, Township 4 North, Range 1 West, Salt Lake Base and Meridian, running thence S 83°33'00" East 310.00 feet, thence South 10°00'00" West 200.00 feet, thence South 74°00'00" West 260.86 feet, thence South 16°00'00" East 107.00 feet, thence South 74°00'00" West 36.71 feet, thence North 27°00'00" West 70.42 feet, thence North 11°00'00" West 145.87 feet, thence North 11°30'54" East 215.22 feet to the point of beginning (Known as Phase 7-1). 09-094-0034 thru 0046

Common
units 17 thru 24 +
Ph 7-2

TOGETHER WITH: Beginning at a point 776.63 feet East and 72.25 feet South from the North 1/4 corner of Section 14, Township 4 North, Range 1 West, Salt Lake Base and Meridian, running thence North 83°33'00" West 200.00 feet thence South 80°40'00" West 160.00 feet, thence South 36°00'00" West 240.00 feet, thence South 279.66 feet, thence South 88°02'57" East 210.06 feet, thence North 11°00'00" West 110.00 feet, thence North 79°00'00" East 92.44 feet, thence North 11°00'00" West 112.00 feet, thence North 79°00'00" East 200.00 feet and thence North 11°30'54" East 215.22 feet. (Known as Phase 7-2). 09-093-0027 thru 0034

~~TOGETHER WITH: Beginning at a point 540.00 South 0°10'00" West along the quarter section line from the North 1/4 corner, Section 14, Township 4 North, Range 1 West, Salt Lake Base and Meridian, continuing along said quarter section line 250.19 feet to the North of Lot 218, Country Oaks Subdivision No. 2., thence South 66°00'00" East 105.99 along said North of Lot 218, thence South 72°30'00" East 34.81 feet, said point being 843.77 feet South and 127.72 feet East from said North quarter of Section 14, thence North 13°00'00" East 155.25 feet, thence North 89°00' East 443.54 feet, thence North 11°00'00" West 36.07 feet, thence North 79°00'00" East 30.00 feet, thence North 11°00'00" West 92.00 feet, thence South 79°00'00" West 120.64 feet, thence North 11°00'00" West 20.00 feet, thence North 88°02'57" West 490.74 feet to the point of beginning. (Known as Phase 7-3).~~

No. Lot II
011
Phase 8

TOGETHER WITH: Beginning at a point located 843.17 feet South and 127.72 feet East of the North quarter corner of Section 14, Township 4 North, Range 1 West, Salt Lake Base and Meridian, running thence South 72°30' East 248.81 feet along the North line of Country Oaks Subdivision, ~~Phase 7-3~~; thence North 230.00 feet along the West line of said Subdivision thence South 89° West 203.54 feet, South 13° West 155.25 feet to the point of beginning.

09-093-0049

PHASE 9:

Units 1 thru 4 Common

PART OF THE NORTHEAST QUARTER OF SECTION 14, T.4N., R.1W., S.L.B.&M., U.S. SURVEY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT THAT IS S00°10'00" W ALONG THE QUARTER SECTION LINE 540.00 FEET FROM THE NORTH QUARTER CORNER OF SAID SECTION; THENCE S00°10'00"W ALONG SAID LINE 250.19 FEET; THENCE S66°00'00"E 105.99 FEET; THENCE S72°30'00"E 34.81 FEET; THENCE N13°00'00"E 155.25 FEET; THENCE N89°00'00"E 443.54 FEET; THENCE N11°00'00"W 36.07 FEET; THENCE N79°00'00"E 30.00 FEET; THENCE N11°00'00"W 92.00 FEET; THENCE S79°00'00"W 120.64 FEET; THENCE N11°00'00"W 20.00 FEET; THENCE N88°02'57"W 490.74 FEET TO THE POINT OF BEGINNING.

Pk 9

09-310-0001 thru 0005

CONTAINS: 2.39 ACRES

PHASE 10:

Units 5, 6 + Common

PART OF THE NORTHEAST QUARTER OF SECTION 14, T.4N., R.1W., S.L.B.&M., U.S. SURVEY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT THAT IS S00°10'00"W ALONG THE QUARTER SECTION LINE 540.00 FEET FROM THE NORTH QUARTER CORNER OF SAID SECTION; THENCE S00°10'00"W ALONG SAID LINE 250.19 FEET; THENCE S66°00'00"E 105.99 FEET; THENCE S72°30'00"E 34.81 FEET; THENCE N13°00'00"E 155.25 FEET; THENCE N89°00'00"E 261.45 FEET; THENCE N00°57'55"W 133.53 FEET;

Pk 10

THENCE N88°02'57"W 423.62 FEET TO THE POINT OF BEGINNING.

CONTAINS 1.84 ACRES

09-314-0005 thru 0007

PHASE 11:

Units 7, 8 + Common

PART OF THE NORTHEAST QUARTER OF SECTION 14, T.4N., R.1W., S.L.B.&M., U.S. SURVEY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SECTION LINE AND A 160.87 FOOT RADIUS CURVE THE CENTER OF WHICH BEARS N22°41'38"E, SAID POINT BEING S00°10'00"W 679.81 FEET FROM THE NORTH QUARTER CORNER OF SAID SECTION 14; THENCE SOUTHEASTERLY ALONG SAID CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 23°41'39" A DISTANCE OF 66.53 FEET; THENCE N89°00'00"E 100.23 FEET;

09-318-0007 thru 9

~~E-1724799-1-2973 P. 534~~
E 1769110 B 3082 P 329

THENCE S13°00'00"W 157.31 FEET TO THE NORTH BOUNDARY OF COUNTRY OAKS
SUBDIVISION PHASE 2; THENCE ALONG SAID NORTH LINE N72°30'00"W 34.81 FEET
AND N66°00'00"W 105.99 FEET TO SAID SECTION LINE; THENCE N00°10'00"E ALONG
SAID SECTION LINE 110.38 FEET TO THE PINT OF BEINNING.

CONTAINS 19404 SQUARE FEET

EXHIBIT B
(Legal Description of Phase 12)

The following real property is located in Davis County, Utah:

Units 9 thru 12 + Common Area
09-322-0009 thru 0013

SURVEYED DESCRIPTION

PART OF THE NORTHEAST QUARTER OF SECTION 14, T.4N.,
R.1W., S.L.B.&M., U.S. SURVEY, DESCRIBED AS FOLLOWS:

BEGINNING ON THE SOUTH BOUNDARY OF ROLLING OAKS
NO.3 SAID POINT BEING S00°10'00"W ALONG THE
QUARTER SECTION LINE 543.10 FEET AND S89°50'00"E
99.46 FEET FROM THE NORTH QUARTER CORNER OF SAID
SECTION 14; THENCE S88°02'57"E ALONG SAID SOUTH
BOUNDARY 219.74 FEET; THENCE S01°11'34"E 106.90
FEET; THENCE S89°00'00"W 222.21 FEET; THENCE
N00°10'00"E 118.24 FEET TO THE POINT OF BEGINNING.

CONTAINS: 24862 SQUARE FEET

EXHIBIT C
(Unit Information for Phase 12)

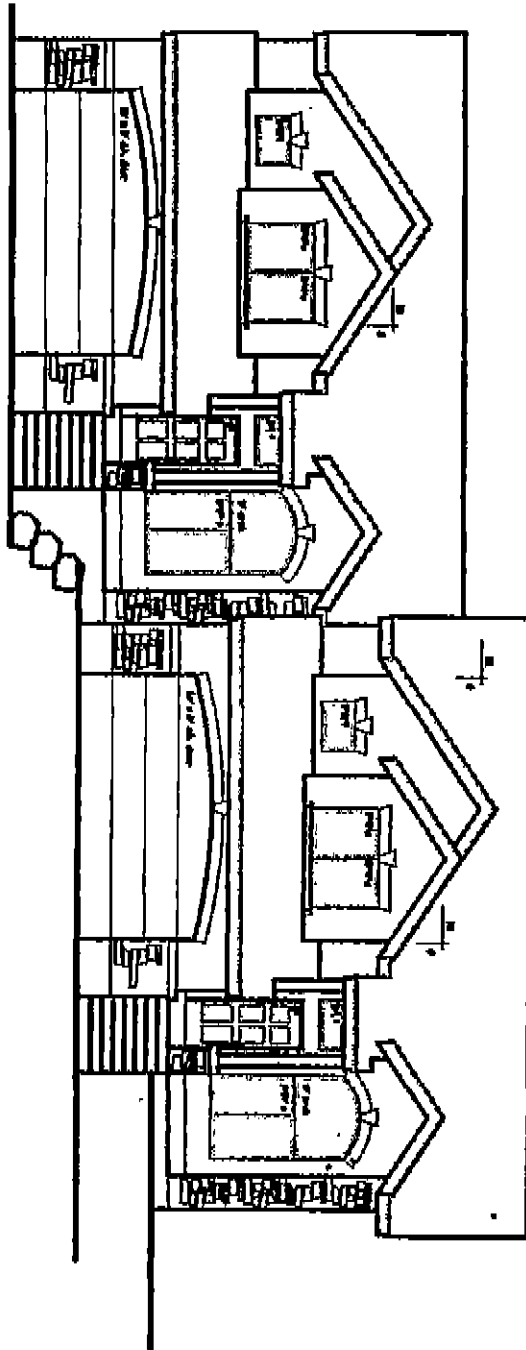
Phase	Unit/Lot No.	Address	Square Feet* (Livable Area)
12	9	2443 E. 1900 N.	1,185
12	10	2437 E. 1900 N.	1,185
12	11	2423 E. 1900 N.	1,185
12	12	2415 E. 1900 N.	1,185

* Finished area excluding basements and garages.

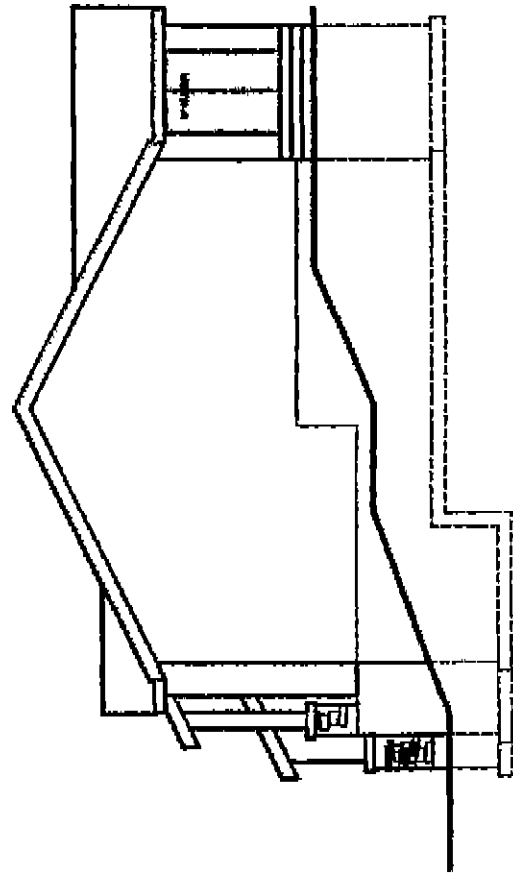
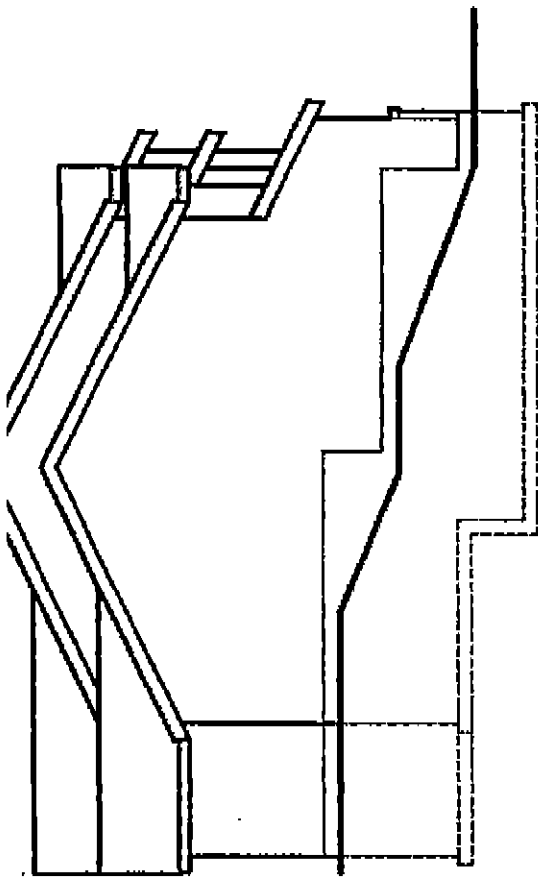
EXHIBIT D

(Front and Side Elevations and Floor Plans for Units in Phase 12)

[See attached.]



—RECORDER'S MEMO—
LEGIBILITY OF TYPING OR PRINTING
UNSATISFACTORY IN THE DOCUMENT
WHEN RECEIVED

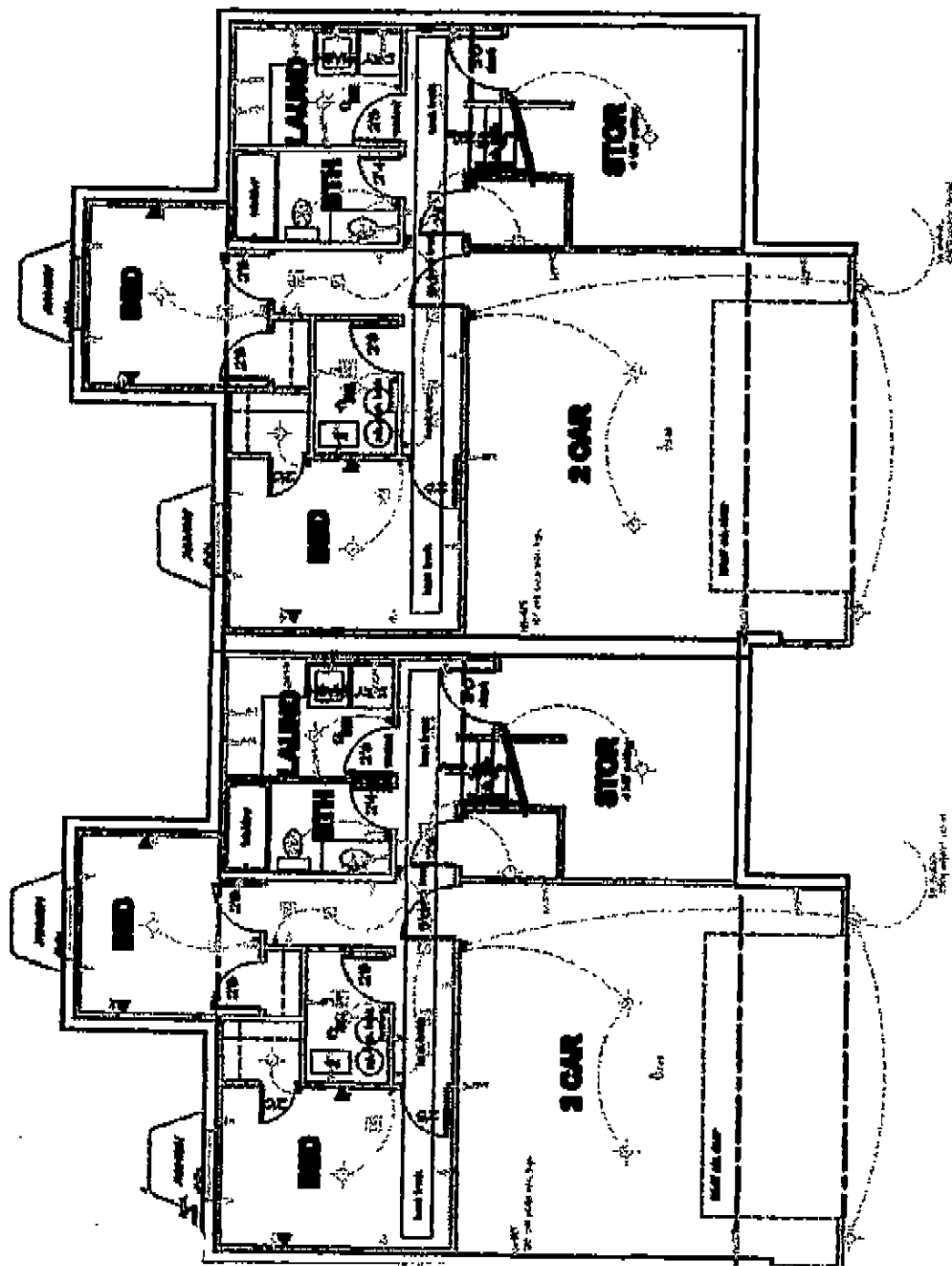


A LEFT SIDE ELEVATION
SCALE: 1/4" = 1"

—RECORDER'S MEMO—
LEGIBILITY OF TYPING OR PRINTING
UNSATISFACTORY IN THE DOCUMENT
WHEN RECEIVED

B RIGHT SIDE ELEVATION
SCALE: 1/4" = 1"

—RECORDER'S MEMO—
LEGIBILITY OF TYPING OR PRINTING
UNSATISFACTORY IN THE DOCUMENT
WHEN RECEIVED



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LEGIBILITY OF TYPING OR PRINTING
UNSATISFACTORY IN THE DOCUMENT
WHEN RECEIVED

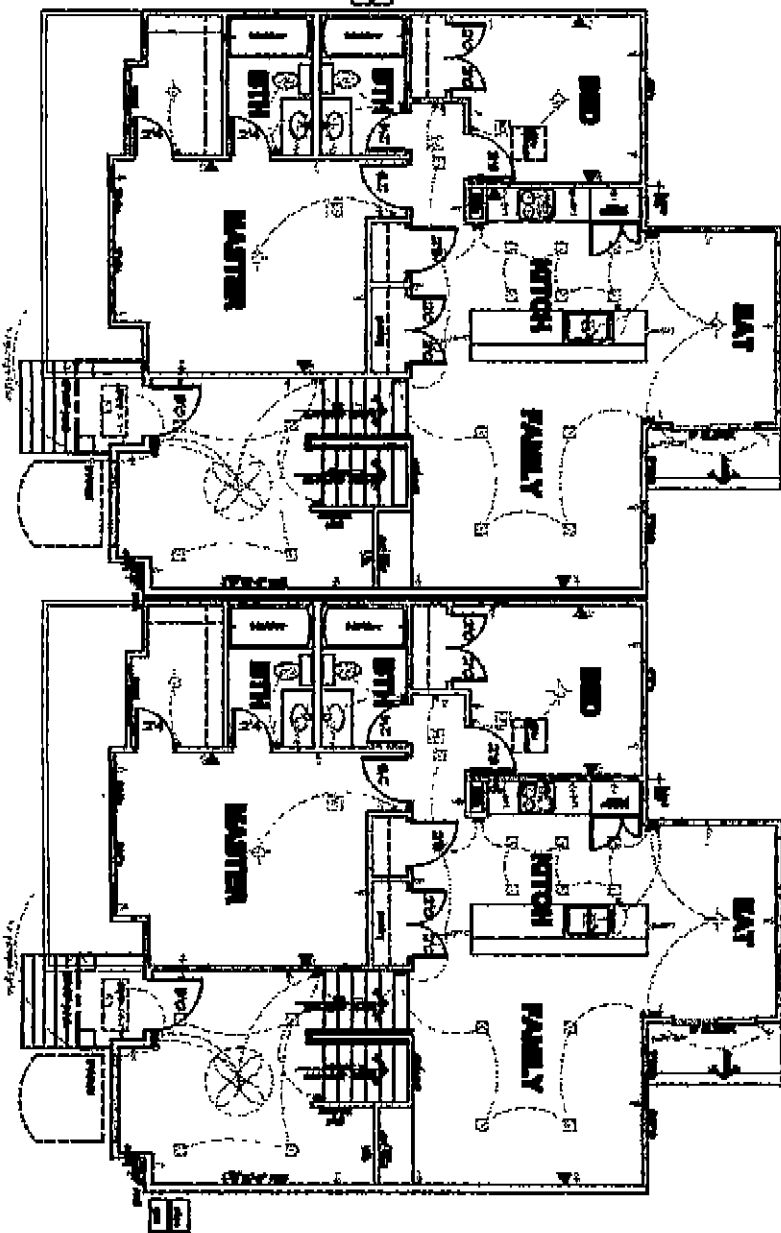


EXHIBIT E

(Adjusted Percentages of Common Area Ownership)

[See attached.]

COUNTRY OAKS

E 1769110 B 3082 P 338

NAME	ADDRESS	SQ FEET	PHS	UNIT	%
NAEF, BERNICE	1892 N 2550 E	1650	1	1A	1.253%
Reiner, Ron	1902 N 2550 E	1740	1	1B	1.322%
FREY, GORDON & DORIS	1908 N 2550 E	1680	1	1C	1.276%
MORRISON, HARLEY & CONNIE	1920 N 2550 E	1475	1	1D	1.120%
SCOTT, MIKE (RENTAL)	2547 E 1900 N	1650	1	2A	1.253%
CHRISTENSEN, SHARM & DIANN	2531 E 1900 N	1500	1	2B	1.139%
CONDER, MAXINE	2509 E 1900 N	1500	1	2C	1.139%
ADAMS STEVE & BRENDA	2497 E 1900 N	1650	1	2D	1.253%
CLYDE, JANICE	2540 E 1950 N	1364	2	1	1.036%
PERRY, BRIAN & HOLLY	2522 E 1950 N	1364	2	2	1.036%
DeYOUNG, LAWRENCE	2512 E 1950 N	1491	2	3	1.132%
BARNETT, MARGARET	2502 E 1950 N	1491	2	4	1.132%
PARKER, CHARLES & JEAN	2492 E 1950 N	1491	2	5	1.132%
VANSICKLE, MARTHA	2480 E 1950 N	1491	2	6	1.132%
GUNNELL, REED & BONNIE	2543 E 1950 N	1491	2	7	1.132%
GILMORE, FLO	2531 E 1950 N	1491	2	8	1.132%
MCKENZIE, RICHARD & DOROTHY	2513 E 1950 N	1524	2	9	1.157%
Rees, Ralph	2501 E 1930 N	1524	2	10	1.157%
DICK, LORNA	2551 E 1930 N	1519	3	1	1.154%
HARDER, GLENN & EDITH	2559 E 1930 N	1519	3	2	1.154%
PETERSON, EDITH	2565 E 1930 N	1519	3	3	1.154%
FEHLMAN, ARLEN & ALTA	2569 E 1930 N	1519	3	4	1.154%
FALCON, PAUL (RENTAL)	2562 E 1930 N	1519	3	5	1.154%
VIAU, ALICE	2574 E 1900 N	1163	3	6	0.883%
LOWER, MITCHEL	2584 E 1900 N	1163	3	7	0.883%
ELY, JOHN & ROBIN	2588 E 1900 N	1163	3	8	0.883%
CARR, ROBERT & JOANNE	2573 E 1930 N	1524	4	1	1.157%
WAYMAN, RAY & AUDRENE	2589 E 1930 N	1524	4	2	1.157%
BECK, GLENN & DORIS	2595 E 1930 N	1524	4	3	1.157%
HILL, EVELYN	1906 N 2600 E	1440	5	1	1.094%
HARTMAN, RAY & DARLENE	1920 N 2600 E	1440	5	2	1.094%
HENDRICKSON, DAN & JUDY	1932 N 2600 E	1440	5	3	1.094%
PARKER, TY & ROSALIE	1940 N 2600 E	1440	5	4	1.094%
YOUNG, SAM & MARIAN	1954 N 2600 E	1440	5	5	1.094%
HULET, MARK & MARIE	1959 N 2600 E	1440	5	6	1.094%
JOHNSON, SHRLEY	1962 N 2600 E	1440	5	7	1.094%
HILGERT, THOMAS C.	1968 N 2600 E	1410	5	8	1.071%
Browning, Lois	1972 N 2600 E	1410	5	9	1.071%
DUFFIN, DALE & LINDA	2544 E 1900 N	1524	6	1	1.157%
COOK-DAVENPORT	2530 E 1900 N	1524	6	2	1.157%
PAYTON, LAMAR	2512 E 1900 N	1524	6	3	1.157%
ALVERSON, BETTY	2494 E 1900 N	1524	6	4	1.157%
CHELEMES, SAM (RENTAL)	2482 E 1900 N	1524	6	5	1.157%
GRIGGS, ROSCOE & ROSE MARY	2597 E 1980 N	1440	7.1	1	1.094%
MATTSON, PAUL & ALICE	2589 E 1980 N	1440	7.1	2	1.094%
SERSLAND, PAUL	2581 E 1980 N	1440	7.1	3	1.094%
PETERSON, DON & ORTELL	2573 E 1980 N	1440	7.1	4	1.094%
HAWKS, VIENNE & DAN	2561 E 1980 N	1440	7.1	5	1.094%
STODDARD, DAN & LU	2553 E 1980 N	1440	7.1	6	1.094%
MOON, LARRY (RENTAL)	2545 E 1980 N	1440	7.1	7	1.094%
HIMMELBERGER, KEITH & JANET	2544 E 1980 N	1440	7.1	7	1.094%

BOWLES, JOHN & DONNELL	2550 E 1980 N	1410	7.1	9	1.071%
MURPHY, KAREN	2556 E 1980 N	1410	7.1	10	1.071%
ROSE, STERLING & MILDRED	2560 E 1980 N	1410	7.1	11	1.071%
Wolf, Carol (Rental)	2568 E 1980 N	1440	7.1	12	1.094%
GLOVER, VAL & BLANCHE	2574 E 1980 N	1440	7.1	13	1.094%
Keene, John J. III	2533 E 1980 N	1440	7.2	1	1.094%
HOLMES, GENE & FELICIA	2521 E 1980 N	1440	7.2	2	1.094%
THURSTON, HELLEN	2497 E 1980 N	1440	7.2	3	1.094%
HAMILTON, EMIL	2483 E 1980 N	1440	7.2	4	1.094%
JONES, TWIST & JEANNENE	2471 E 1980 N	1440	7.2	5	1.094%
SHARP, BILL	2469 E 1980 N	1410	7.2	6	1.071%
TYLER, FRED & JEAN	2457 E 1980 N	1410	7.2	7	1.071%
COUNTRY OAKS	PARKING PAD	0	7.2	8	
COUNTRY OAKS	PARKING PAD	0	7.2	9	
REMOVED FROM PLAT			7.2	10	
Kirk, Rold	1969 N 2450 E	1722	7.2	25	1.308%
CHILIA, BECKY	1965 N 2450 E	1722	7.2	26	1.308%
CROKE, ELLEN	1959 N 2450 E	1710	7.2	27	1.299%
BURDGE, ROLLAND	1951 N 2450 E	1710	7.2	28	1.299%
Simmons, Gary & Sherl	2456 E 1950 N	1710	7.2	29	1.299%
GREEN FAMILY TRUST	2468 E 1950 N	1710	7.2	30	1.299%
MARCUS, GARY & INA	2481 E 1950 N	1440	7.2	17	1.094%
BOYLE, WAYNE & CONNIE	2489 E 1950 N	1440	7.2	18	1.094%
STONE, RODERICK	1970 N 2450 E	1410	7.2	19	1.071%
CROUCH, WILLIS & DONNA	1974 N 2450 E	1410	7.2	20	1.071%
JONES, RAYCINE	1978 N 2450 E	1410	7.2	21	1.071%
HANSON CONTRUCTION (RENTAL)	2480 E 1980 N	1410	7.2	22	1.071%
DENNING, JEAN	2496 E 1980 N	1410	7.2	23	1.071%
FREELAND, KAYE	2518 E 1980 N	1440	7.2	24	1.094%
STEVENS, DON & JOANNA	2495 E 1900 N	1585	9	1	1.204%
HOLMES, DENNIS & BEVERLY	2493 E 1900 N	1585	9	2	1.204%
Weaver, Don	2481 E 1900 N	1585	9	3	1.204%
Christensen, Peter & Diane	2475 E 1900 N	1585	9	4	1.204%
Nelson, Ronald & Nancy	2463 E 1900 N	1585	10	1	1.204%
Chugg, Donnis & Darlene	2455 E 1900 N	1585	10	2	1.204%
Stephens - Holloway	2443 E. 1900 N	1185	12	9	0.900%
Stephens - Holloway	2437 E. 1900 N	1185	12	10	0.900%
Stephens - Holloway	2423 E. 1900 N	1185	12	11	0.900%
Stephens - Holloway	2415 E. 1900 N	1185	12	12	0.900%
Loock	NO BLD				0.000%
Loock	NO BLD				0.000%
Rod Stephons	2412 E 1900 N	1685	11	1	1.280%
Todd Holloway	2404 E 1900 N	1685	11	2	1.280%
TOTALS		131667			100.000%