

WHEN RECORDED RETURN TO:

Gary M. Wright
IVORY HOMES
1544 North Woodland Park Drive
Suite 300
Layton, Utah 84041



W1921574

**SECOND SUPPLEMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF
SOUTHFORK MEADOWS SUBDIVISION**

This Second Supplement to the Declaration Of Covenants, Conditions, and Restrictions for Southfork Meadows Subdivision is made and executed by Ivory North, of 1544 North Woodland Park Drive, Suite 300, Layton, Utah 84041 (the "Declarant").

RECITALS

Whereas, the original Declaration of Covenants, Conditions and Restrictions for Southfork Meadows Subdivision was recorded in the office of the County Recorder of Weber County, Utah on the 19th day of November, 1999 as Entry No 1674977 in Book 2044 at Page 2282 of the Official Records (the "Declaration").

Whereas, the related Plat Map(s) for Phases I and II of the Project has also been recorded in the office of the County Recorder of Weber County, Utah.

Whereas, the First Supplement to the Declaration of Covenants, Conditions and Restrictions for Southfork Meadows Subdivision was recorded in the office of the County Recorder of Weber County, Utah on the 11th day of December, 2001 as Entry No. 1814014 in Book 2192 at Page 2844 of the Official Records (the "Declaration").

Whereas, the related Plat Map(s) for Phase III of the Project has also been recorded in the office of the County Recorder of Weber County, Utah:

Whereas, under Section 38 of the Declaration, Declarant reserved an option to expand the Project and annex additional real property.

Whereas, under the provisions of the Declaration, Declarant expressly reserved the absolute right to add to the Subdivision additional land at any time and in any order, without limitation.

Whereas, Declarant is the fee simple owner of record of that certain real property located in Weber County, Utah and described with particularity on Exhibit "A-4" attached hereto and incorporated herein by this reference (the "Phase IV Property").

E# 1921574 BK2333 PG783
DOUG CROFTS, WEBER COUNTY RECORDER
17-MAR-03 1259 PM FEE \$98.00 DEP CV
REC FOR: IVORY.HOMES

Whereas, Declarant desires to expand the Project by creating on the Phase IV Property a new phase in the subdivision.

Whereas, Declarant now intends that the Phase IV Property shall become subject to the Declaration and the following protective covenants:

Whereas, this affects the real property located in Weber County, Utah described with particularity on Exhibits A-4 and Amended Exhibit C attached.

AGREEMENT

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Owners thereof, Declarant hereby executes this Second Supplement to the Declaration of Covenants, Conditions, and Restrictions for Southfork Meadows Subdivision.

1. Supplement to Definitions. Article I of the Declaration, entitled "Definitions," is hereby modified to include the following supplemental definitions:

a. Second Supplement to the Declaration shall mean and refer to this Second Supplement to the Declaration of Covenants, Conditions, and Restrictions for Southfork Meadows Subdivision .

b. Second Supplemental Map or Phase IV Map shall mean and refer to the Supplemental Plat Map of Phase IV of the Project, prepared and certified to by Gary L. Newman, a duly registered Utah Land Surveyor holding Certificate No. 4778, and filed for record in the Office of the County Recorder of Weber County, Utah prior to or concurrently with the filing of this Second Supplement to the Declaration.

Except as otherwise herein provided, the definition of terms contained in the Declaration are incorporated herein by this reference.

2. Legal Description. The real property described in Exhibit A-4 is hereby submitted to the provisions of the Declaration, and said land shall be held, transferred, sold, conveyed, and occupied subject to the provisions of said Declaration, as it may be supplemented from time to time.

3. Annexation. Declarant hereby declares that the Phase IV Property shall be annexed to and become subject to the Declaration, which upon recordation of this Second Supplement to the Declaration shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit A-4 subject to the functions, powers, rights, duties, and jurisdiction of the Association.

4. Total Number of Lots Revised. As shown on the Phase IV Map, fifteen (15) additional Lots are or will be created in the Project on the Phase IV Property. The additional Lots are located within a portion of the additional land. Upon the recordation of the Phase IV Map and this Second Supplement to the Declaration, the total number of Lots in the Project will

be seventy-seven (77). The additional Lots are substantially similar in construction, design, and quality to the Lots in the prior Phases.

5. Percentage Interest Revised. Pursuant to the Declaration, Declarant is required, with the additional Lots, to reallocate the undivided percentages of ownership interest in the Project. Amended Exhibit "C," which sets forth the percentages of undivided ownership interests, is attached hereto and incorporated herein by this reference.

6. Conflict. In the event of any conflict, inconsistency, or incongruity between the provisions of this Supplement to the Declaration and the provisions of the Declaration, the former shall in all instances control.

7. Severability. Any provision in this contract, or part thereof, prohibited by the laws of the State of Utah, shall be ineffective to the extent of such prohibition without invalidating the remaining provisions of this document.

8. Effective Date. The effective date of this Second Supplement to the Declaration and the Phase IV Map shall be the date on which said instruments are filed for record in the Office of the County Recorder of Weber County, Utah.

EXECUTED the ___ day of March, 2003.

DECLARANT:

IVORY NORTH, a joint venture

BY: GMW DEVELOPMENT, INC., Partner

By: Gary M. Wright

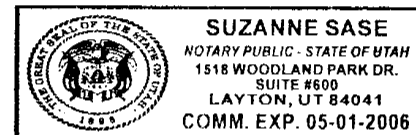
Title: Gary M. Wright, President

STATE OF UTAH)
)ss.
COUNTY OF WEBER)

On the 14th day of March, 2003, personally appeared before me Gary M. Wright, who by me being duly sworn, did say that he is the President of GMW DEVELOPMENT, INC., a Utah corporation, and that GMW DEVELOPMENT, INC. is a Partner of IVORY NORTH, a joint venture, and that the within and foregoing instrument was signed in behalf of said IVORY NORTH pursuant to the joint venture agreement and by authority of a resolution of the joint venturers, and said Gary W. Wright, duly acknowledged to me that IVORY NORTH executed the same.

Suzanne Sase
NOTARY PUBLIC

Residing At: Layton, UT



E# 1921574 BK2333 P6785

Exhibit "A-4"

**SOUTHFORK MEADOWS SUBDIVISION PHASE IV
LEGAL DESCRIPTION**

The land described in the foregoing document is located in Weber County, Utah and is described more particularly as follows:

A part of the Southeast Quarter of Section 21, Township 5 North, Range 2 West, Salt Lake Base and Meridian, U. S. Survey:

Beginning at the Northwest corner of Southfork Meadows No. 3 a subdivision in Roy City, Weber County, Utah which is 2061.61 feet North 89°45'16" West along the Section line from the Northeast corner of said Quarter Section; running thence five (5) courses along the Westerly boundary of said subdivision as follows: South 0°20'55" West 204.87 feet; South 89°34'16" East 21.71 feet; South 0°20'55" West 174.64 feet; North 89°34'16" West 21.71 feet and South 0°20'55" West 230.00 feet to the South line of Weber County; thence North 89°34'16" West 443.42 feet along said South line; thence North 0°20'55" East 174.10 feet; thence northwesterly along the arc of a 1419.25 foot radius curve to the right a distance of 133.83 feet (Long Chord bears North 82°30'47" West 133.78 feet); thence North 0°20'55" East 384.14 feet to the Southerly line of the Layton Canal property thence two course along said Southerly line as follows: Northeasterly along the Arc of a 100.00 foot radius curve to the left a distance of 10.72 feet (Long Chord bears North 3°19'00" East 10.72 feet) and North 0°14'44" East 22.30 feet to the said Section line; thence South 89°45'16" East 575.65 feet along said Section line to the point of beginning. Contains 7.584 Acres

AMENDED EXHIBIT "C"
PERCENTAGES OF UNDIVIDED OWNERSHIP INTEREST

<u>Phase</u>	<u>Lot No.</u>	<u>Parcel No.</u>	<u>Percentage of Ownership Interest</u>
1	1	09-452-0001	1.6129%
1	2	09-452-0002	1.6129%
1	3	09-452-0003	1.6129%
1	4	09-452-0004	1.6129%
1	5	09-452-0005	1.6129%
1	6	09-452-0006	1.6129%
1	7	09-453-0001	1.6129%
1	8	09-453-0002	1.6129%
1	9	09-453-0003	1.6129%
1	10	09-453-0004	1.6129%
1	11	09-453-0005	1.6129%
1	12	09-453-0006	1.6129%
1	13	09-453-0007	1.6129%
1	14	09-453-0008	1.6129%
2	15	09-454-0001	1.6129%
2	16	09-454-0002	1.6129%
2	17	09-454-0003	1.6129%
2	18	09-454-0004	1.6129%
2	19	09-454-0005	1.6129%
2	20	09-454-0006	1.6129%
2	21	09-454-0007	1.6129%
2	22	09-454-0008	1.6129%
2	23	09-455-0001	1.6129%
2	24	09-455-0002	1.6129%
2	25	09-455-0003	1.6129%
2	26	09-455-0004	1.6129%
2	27	09-455-0005	1.6129%
2	28	09-455-0006	1.6129%
2	29	09-455-0007	1.6129%
2	30	09-455-0008	1.6129%
2	31	09-455-0009	1.6129%
2	32	09-455-0010	1.6129%
2	33	09-455-0011	1.6129%
2	34	09-455-0012	1.6129%

<u>Phase</u>	<u>Lot No.</u>	<u>Parcel No.</u>	<u>Percentage of Ownership Interest</u>
2	35	09-454-0009	1.6129%
2	36	09-454-0010	1.6129%
2	37	09-454-0011	1.6129%
2	38	09-454-0012	1.6129%
2	39	09-454-0013	1.6129%
2	40	09-454-0014	1.6129%
2	41	09-454-0015	1.6129%
3	42	09-498-0001	1.6129%
3	43	09-498-0002	1.6129%
3	44	09-498-0003	1.6129%
3	45	09-498-0004	1.6129%
3	46	09-498-0005	1.6129%
3	47	09-498-0006	1.6129%
3	48	09-498-0007	1.6129%
3	49	09-498-0008	1.6129%
3	50	09-498-0009	1.6129%
3	51	09-498-0010	1.6129%
3	52	09-498-0011	1.6129%
3	53	09-498-0012	1.6129%
3	54	09-498-0013	1.6129%
3	55	09-498-0014	1.6129%
3	56	09-498-0015	1.6129%
3	57	09-498-0016	1.6129%
3	58	09-498-0017	1.6129%
3	59	09-498-0018	1.6129%
3	60	09-498-0019	1.6129%
3	61	09-498-0020	1.6129%
3	62	09-498-0021	1.6129%

<u>Phase</u>	<u>Lot No.</u>	<u>Parcel No.</u>	<u>Percentage of Ownership Interest</u>
4	63	09-511-0001	1.6129%
4	64	0002	1.6129%
4	65	0003	1.6129%
4	66	0004	1.6129%
4	67	0005	1.6129%
4	68	0006	1.6129%
4	69	0007	1.6129%
4	70	0008	1.6129%
4	71	0009	1.6129%
4	72	0010	1.6129%
4	73	0011	1.6129%

4	74	09-511-0012	1.6129%
4	75	0013	1.6129%
4	76	0014	1.6129%
4	77	0015	1.6129%

F

TOTAL