

**FIFTH AMENDMENT FOR EXPANSION FOR
FRANKLIN PARK CONDOMINIUMS**
(An Expandable Condominium Project)

This amendment to the Declaration of Covenants, Conditions and Restrictions of the Franklin Park Condominiums, an Expandable Condominium Project (hereinafter referred to as the "Declaration"), is made as of the date hereinafter set forth by Utah Armadillo Limited Company (hereinafter referred to as "Declarant") pursuant to Utah Code Annotated Section 57-8-13.6 and pursuant to Section 35 of Article III of the Declaration, as amended.

RECITALS

WHEREAS, Declarant caused the Declaration to be recorded on March 26, 1996, as Entry No. 24694, in Book 3923, at Pages 624-669 in the official records of the Utah County Recorder, and

WHEREAS, the record of survey map was recorded by Declarant on March 26, 1996, as Entry No. 24693, Map No. 6517, in the official records of the Utah County Recorder, and

WHEREAS, the Declaration provides for the expansion of the condominium project, and

WHEREAS, Declarant caused an amendment for expansion for Phase II of the project to be recorded on May 1, 1996, as Entry No. 36429, in Book 3957, at Pages 712-714 in the official records of the Utah County Recorder, and

WHEREAS, the record of survey map for Phase II of the project was recorded by Declarant on May 1, 1996, as Entry No. 36428, Map No. 6578, in the official records of the Utah County Recorder, and

WHEREAS, Declarant caused an amendment for expansion for Phase III of the Project to be recorded on May 24, 1996, as Entry No. 43874, in Book 3978 at Pages 376-378 in the official records of the Utah County Recorder, and

WHEREAS, the record of survey map for Phase III of the project was recorded by Declarant on April 11, 1996, as Entry No. 30347, Map No. 6547, in the official records of the Utah County Recorder, and

WHEREAS, Declarant caused an amendment for expansion for Phase IV to the existing condominium project to be recorded on May 28, 1996, as Entry No. 44427, in Book 3980 at Pages 130-133 in the official records of the Utah County Recorder, and

WHEREAS, the record of survey map for Phase IV of the project was recorded by Declarant on May 28, 1996, as Entry No. 44426, Map No. 6612, in the official records of the Utah County Recorder, and

WHEREAS, Declarant caused an amendment for expansion for Phase VII to the existing condominium project to be recorded on November 4, 1996, as Entry No. 90052, in Book 4112 at Pages 845-847 in the official records of the Utah County Recorder, and

WHEREAS, the record of survey map for Phase VII of the project was recorded by

Declarant on November 4, 1996, as Entry No. 90051, Map No. 6831, in the official records of the Utah County Recorder, and

WHEREAS, Declarant now desires to add Phase VIII to the existing condominium project pursuant to the terms of the Declaration, as amended, and

WHEREAS, the record of survey map for Phase VIII is being recorded concurrently herewith by Declarant in the official records of the Utah County Recorder,

NOW THEREFORE, for the foregoing purposes, Declarant hereby declares and certifies as follows:

1. Declarant hereby submits to the provisions of the Utah Condominium Act, Utah Code Annotated Section 57-8-1 et seq. (hereinafter referred to as the "Act"), the following described real property situated in Utah County, State of Utah:

See Exhibit "A" attached hereto.

2. The real property hereby submitted to the Act shall be known as Phase VIII of the Franklin Park Condominiums and shall be subject to the terms of the Declaration. The structure to be built on said real property shall consist of one twelve-unit building with a maximum and minimum of 12 Units.

3. All improvements constructed on the real property included in Phase VIII shall be consistent in quality of construction and principal materials and shall be compatible in architectural style with the structures on the land within the original project identified as Phase I. The building will be conventional wood-frame construction with stucco exterior and asphalt shingle roofing. The building will consist of three levels with the lower level being partially underground, making a building which is two and one-half stories in height. Each Unit will contain approximately 1083 square feet and will consist of three bedrooms, one and 3/4 baths, living room and a kitchen-dining area. The upper two levels will have a balcony for each Unit. Each Unit will be provided with one covered parking space which will not be attached to the Unit and shall be designated as Limited Common Area.

4. As specified in Section 35 of Article III of the Declaration, as amended, with this annexation of Phase VIII, each Unit Owner will have an undivided 1/72 interest in the Common Areas and Facilities.

IN WITNESS WHEREOF, the undersigned, being the Declarant, has caused this instrument to be executed on the 8 day of November, 1996.

DECLARANT:

UTAH ARMADILLO LIMITED COMPANY

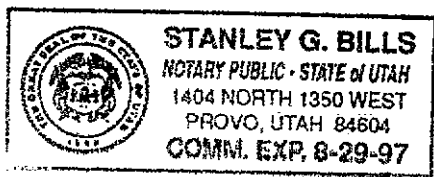


David K. Gardner, co-manager

By: 
Perry C. Harward, co-manager

STATE OF UTAH)
)ss.
COUNTY OF UTAH)

On the 8 day of November, 1996, personally appeared before me Terry C. Harward and David K. Gardner, who being by me duly sworn, did say that they are the managers of Utah Armadillo Limited Company and that said instrument was signed in behalf of said company by authority of its operating agreement and they acknowledged to me that said company executed the same.



Stanley G. Bills
Notary Public

FRANKLIN PARK CONDOMINIUMS
PHASE VIII - PROPERTY DESCRIPTION

Commencing at a point South 432.17 feet and West 244.06 feet from the Northwest corner of Section 12 Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence West 123.02 feet; thence South 63.64 feet; thence South 53 degrees 09 minutes 35 seconds West 156.39 feet; thence South 36 degrees 48 minutes 30 seconds East 409.50 feet; thence North 01 degrees 46 minutes 00 seconds East 210.68 feet; thence West 3.66 feet; thence North 274.69 feet to the point of beginning.

Containing 1.53 acres.

EXHIBIT "A"