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AUG 02 2006

**SECOND AMENDMENT TO THE AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
CROFTER'S COVE
(A Planned Unit Development)**

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("Second Amendment"), is made this 1 day of August, 2006, by ARGYLE ACRES, L.L.C., a Utah limited liability company ("Declarant").

WITNESSETH:

WHEREAS, Hamlet made, executed and caused to be recorded, as Declarant, that certain Declaration of Covenants, Conditions and Restrictions dated October 3, 2005 and recorded among the Davis County Recorder's Office as Entry Number 2110922, in Book 3883, pages 1759-1801 et seq., pursuant to which the Declarant subjected all that property described in the Declaration (the "Property") and Declarant formed an association known as, "Crofter's Cove (A Planned Unit Development)." ("Association"); and

WHEREAS, Declarant, is the owner of that certain property described in Exhibit "B" attached hereto and incorporated herein, and Declarant wishes to amend that property described as "Phases 3A, 3B, 4, and 5" attached hereto to the Property subjected to the Declaration.

NOW THEREFORE, the Declarant hereby declares that the Declaration of Covenants, Conditions and Restrictions be amended as follows:

1. The property described in "Phase 3A" attached hereto is amended to remove the Lots numbered 320 thru 329 and add Lots numbered 306 thru 315. Lots 301-305 to remain in "Phase 3A" unchanged by this Amendment. Total Lots in "Phase 3A" shall be 15 Lots numbered 301-315.
2. The property described in "Phase 3B" attached hereto is amended to remove the Lots numbered 306 thru 319 and add Lots numbered 316 thru 329. Total Lots in "Phase 3A" shall be fourteen (14) Lots numbered 316-329.
3. The property described in "Phase 4" attached hereto is amended to remove Lot 421 and change the dimensions of Lots 412 thru and including 420. Total Lots in "Phase 4" shall be twenty (20) Lots numbered 401-420.
4. The property described in "Phase 5" attached hereto is amended to remove Lot 522 and change the dimensions of Lots 501 thru and including 521. Total Lots in "Phase 5" shall be twenty-one (21) Lots numbered 501-522.

12-608-0301 thru 0315
12-646-0316 thru 0329
12-647-0401 thru 0420
12-648-0501 thru 0522

E 2189259 B 4087 P 405-413
RICHARD T. MAUGHAN
DAVIS COUNTY, UTAH RECORDER
08/02/2006 12:11 PM
FEE \$95.00 Pgs: 9
DEP RT REC'D FOR US TITLE COMPANY
OF UTAH

VL

In all other respects, the Declaration, as amended, remains unchanged. The Declaration is amended as set forth above. In the event of any conflict between this Second Amendment and Declaration, the provisions of this Second Amendment shall control to the fullest extent permissible. Except as herein provided, all provisions of the Declaration shall remain in full force and effect.

DATED this 1 day of August, 2006

DECLARANT:
ARGYLE ACRES, L.L.C. a Utah Limited Liability Co.

By: *John Aldous*
John Aldous, President of Hamlet Homes Corporation, Its Managing Member

STATE OF UTAH, CITY/COUNTY OF SALT LAKE, TO WIT:

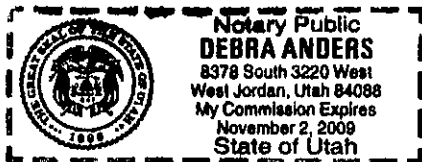
I HEREBY CERTIFY that on this 1st day of August 2006, before me, the subscriber, a Notary Public of the State of Utah, personally appeared John Aldous, known to me or suitably proven, who acknowledged himself to be President of Hamlet Homes Corporation, Member of Argyle Acres, L.L.C., the entity named in the foregoing instrument, and who, being authorized to do so, in my presence, signed and sealed the same and acknowledged the same to be the act and deed of such entity.

AS WITNESS my hand and seal.

Debra Anders
Notary Public

My Commission Expires: NOV 2, 2009

SEAL:



CONSENT AND AGREEMENT OF TRUSTEE AND BENEFICIARY

FIRST AMERICAN TITLE INSURANCE COMPANY and GUARANTY BANK, who are, respectively, the Trustee and the Beneficiary under those certain Constructions Deeds of Trust ("Deed of Trust") dated (i) December 12, 2001 and recorded as Entry No. 1714359 in Book 2950 at page 1432 of the Official Records of Davis County, Utah, hereby join in the foregoing instrument for the express purpose of subordinating all of their respective right, title and interest under such Deed of Trust in and to the real property described in Exhibit A such to the operation and effect of such instrument, and (ii) dated June 17, 2002 and recorded as Entry No. 1769137 in Book 3082 at page 404 of the Official Records of Davis County, Utah.

Nothing in the foregoing provisions of this Consent and Agreement of Trustee and Beneficiary shall be deemed in any way to create between the person named in the foregoing instrument as "The Declarant" and any of the undersigned any relationship of partnership or joint venture, or to impose upon any of the undersigned any liability, duty or obligation whatsoever.

IN WITNESS WHEREOF, the Trustee and Beneficiary have executed and sealed this Consent and Agreement of Trustee and Beneficiary or caused it to be executed and sealed on its behalf by its duly authorized representatives, this 17 day of July 2006.

WITNESS/ATTEST:

TRUSTEE:

First American Title Insurance Company

[Signature]

[Signature]
By: Blake T. Heiner, V.P.

WITNESS/ATTEST:

BENEFICIARY:

Guaranty Bank

[Signature]

[Signature]
By: Jon M. Larson, Sr. V.P.

STATE OF Utah : COUNTY OF Salt Lake : TO WIT:

I HEREBY CERTIFY that on this 21 day of July, 2006 before me, a Notary Public for the state aforesaid, personally appeared Blake T. Heiner, Vice President, First American Title Insurance Company, Trustee, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged that he has executed it as the Trustee for the purposes therein set forth, and that it is his act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first above written.



[Signature]
Notary Public:

My commission expires May 9, 2010

State of California
County of San Diego

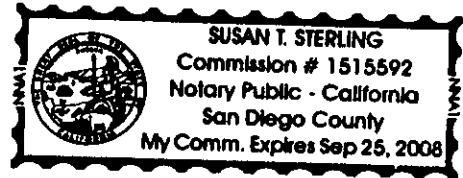
On July 17, 2006 before me, Susan T. Sterling, Notary Public,
(here insert name and title of the officer)

personally appeared JON M. LARSON

personally known to me ~~(or proved to me on the basis of satisfactory evidence)~~ to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/~~they~~ executed the same in his/~~her~~/~~their~~ authorized capacity~~(ies)~~, and that by his/~~her~~/~~their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

WITNESS my hand and official seal.

Signature Susan T. Sterling



(Seal)

EXHIBIT "C"

All of that real property situated and lying in both Salt Lake County and Utah County, Utah and more fully described as follows:

LOTS: Lots numbered 301 through and including 315, all as shown on the plat entitled Crofter's Cove Phase 3A – a Cluster Subdivision, Phase No. 3A; recorded Land Records of Davis County, Davis County Recorded No. 2097386, Date 8/16/05, Book #3850, Page #571 (see attached recorded plat map).

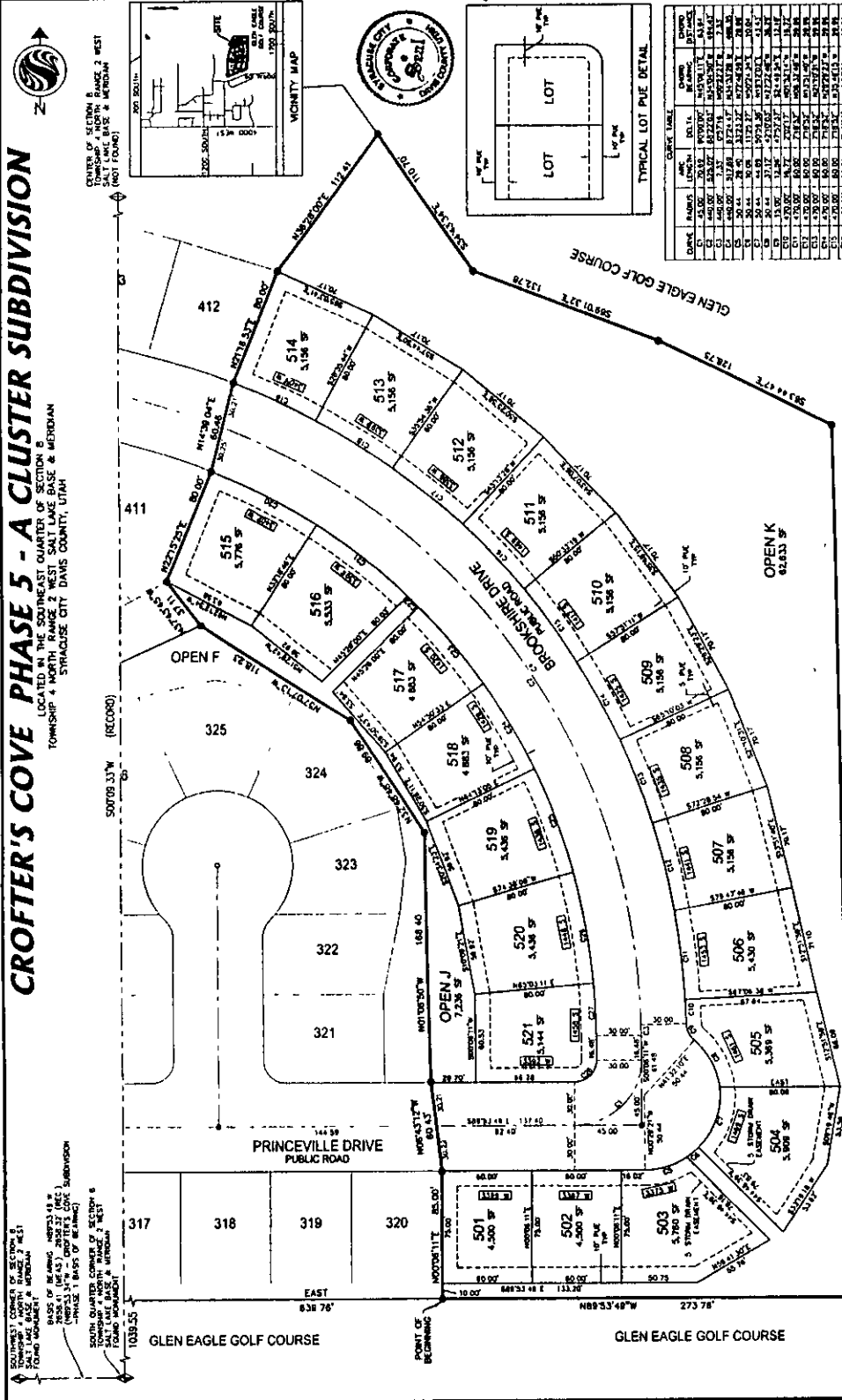
LOTS: Lots numbered 316 through and including 329, all as shown on the plat entitled Crofter's Cove Phase 3B – a Cluster Subdivision, Phase No. 3B; recorded Land Records of Davis County, Davis County Recorded No. 2174510, Date 6/7/06, Book #4050, Page #627 (see attached recorded plat map).

LOTS: Lots numbered 401 through and including 420, all as shown on the plat entitled Crofter's Cove Phase 4 – a Cluster Subdivision, Phase No. 4; recorded Land Records of Davis County, Davis County Recorded No. 2174512, Date 6/7/06, Book #4050, Page #631 (see attached recorded plat map).

LOTS: Lots numbered 501 through and including 521, all as shown on the plat entitled Crofter's Cove Phase 5 – a Cluster Subdivision, Phase No. 5; recorded Land Records of Davis County, Davis County Recorded No. 2174513, Date 6/7/06, Book #4050, Page #632 (see attached recorded plat map).

CROFTER'S COVE PHASE 5 - A CLUSTER SUBDIVISION

LOCATED IN THE SOUTHWEST QUARTER OF SECTION 8, TOWNSHIP 4 NORTH, RANGE 2 WEST, SALT LAKE BASE & MERIDIAN, SUTRAISE CITY DAVIS COUNTY, UTAH



LOT	AREA	OWNER	DATE
519	4,106 SF	DAVIS COUNTY	12/15/04
520	4,106 SF	DAVIS COUNTY	12/15/04
521	4,106 SF	DAVIS COUNTY	12/15/04
500	4,106 SF	DAVIS COUNTY	12/15/04
501	4,106 SF	DAVIS COUNTY	12/15/04
502	4,106 SF	DAVIS COUNTY	12/15/04
503	4,106 SF	DAVIS COUNTY	12/15/04
504	4,106 SF	DAVIS COUNTY	12/15/04
505	4,106 SF	DAVIS COUNTY	12/15/04
506	4,106 SF	DAVIS COUNTY	12/15/04
507	4,106 SF	DAVIS COUNTY	12/15/04
508	4,106 SF	DAVIS COUNTY	12/15/04
509	4,106 SF	DAVIS COUNTY	12/15/04
510	4,106 SF	DAVIS COUNTY	12/15/04
511	4,106 SF	DAVIS COUNTY	12/15/04
512	4,106 SF	DAVIS COUNTY	12/15/04
513	4,106 SF	DAVIS COUNTY	12/15/04
514	4,106 SF	DAVIS COUNTY	12/15/04
515	4,106 SF	DAVIS COUNTY	12/15/04
516	4,106 SF	DAVIS COUNTY	12/15/04
517	4,106 SF	DAVIS COUNTY	12/15/04
518	4,106 SF	DAVIS COUNTY	12/15/04
519	4,106 SF	DAVIS COUNTY	12/15/04
520	4,106 SF	DAVIS COUNTY	12/15/04
521	4,106 SF	DAVIS COUNTY	12/15/04

TYPICAL LOT PAIR DETAIL

GRAPHIC SCALE
1 INCH = 40 FEET

QUESTAR GAS COMPANY
OWNER'S CERTIFICATE OF INTEREST
PROPERTY ADDRESS: 1000 S. 1000 E. SUTRAISE CITY, UT 84080
DATE: 05/10/06

PLANNING COMMISSION
APPROVED: 05/10/06
DATE: 05/10/06

CITY COUNCIL APPROVAL
APPROVED: 05/10/06
DATE: 05/10/06

SURVEYOR'S CERTIFICATE
I, Evan J. Wood, Registered Professional Land Surveyor No. 2123, do hereby certify that I am the author of the above described plat and that the same was prepared by me or under my direct supervision and that I am a duly licensed and qualified professional land surveyor in the State of Utah. I have read the above described plat and the accompanying notes and find that the same are correct and true to the original survey and that the same conform to the provisions of the Utah Subdivision Map Act, Chapter 2, Part 1, Sections 2-1-1 through 2-1-10, Utah Code Annotated, 1953, as amended.

OWNER'S DEDICATION
I, Evan J. Wood, do hereby dedicate to the public the above described tract of land, having created terms to be substituted into this deed and streets to be hereinafter shown on the plat.

CROFTER'S COVE SUBDIVISION - PHASE 5
Evan J. Wood
Date: May 10, 2006

OWNER'S DEDICATION
I, Evan J. Wood, do hereby dedicate to the public the above described tract of land, having created terms to be substituted into this deed and streets to be hereinafter shown on the plat.

CROFTER'S COVE SUBDIVISION - PHASE 5
Evan J. Wood
Date: May 10, 2006

CROFTER'S COVE SUBDIVISION - PHASE 5
Evan J. Wood
Date: May 10, 2006

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Evan J. Wood
Date: May 10, 2006

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Evan J. Wood
Date: May 10, 2006

CROFTER'S COVE SUBDIVISION - PHASE 5
Evan J. Wood
Date: May 10, 2006

CROFTER'S COVE PHASE 4 - A CLUSTER SUBDIVISION

LOCATED IN THE SOUTH HALF OF SECTION 8, TOWNSHIP 4 NORTH, RANGE 2 WEST, SALT LAKE BASE & MERIDIAN, STRASBURG CITY, DAVIS COUNTY, UTAH

OWNER'S DEDICATION
 I, the undersigned, do hereby dedicate to the public use of the State of Utah the following described lands and interests therein, to-wit: ...
 DATED: May 10, 2006
 BY: [Signature]

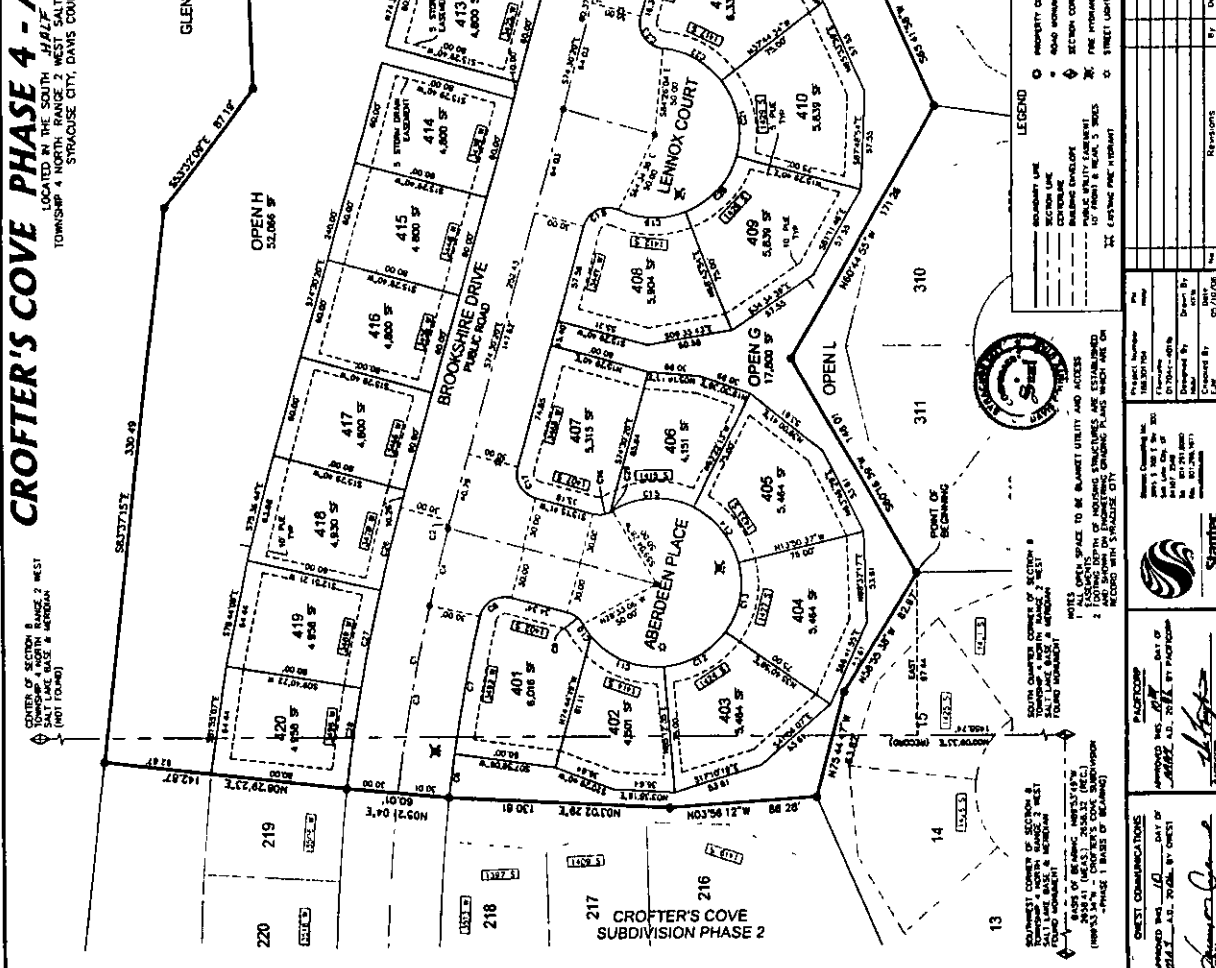
OWNER'S DEDICATION
 I, the undersigned, do hereby dedicate to the public use of the State of Utah the following described lands and interests therein, to-wit: ...
 DATED: May 10, 2006
 BY: [Signature]

OWNER'S DEDICATION
 I, the undersigned, do hereby dedicate to the public use of the State of Utah the following described lands and interests therein, to-wit: ...
 DATED: May 10, 2006
 BY: [Signature]

BOUNDARY DESCRIPTION
 Beginning at the intersection of the center line of the 1/2" wide alleyway and the center line of the 1/2" wide alleyway, ...
 COURSE & DISTANCE: ...
 AREA: ...

COMMUNITY MAP

CURVE	ARC LENGTH	AREA	CHORD	CHORD BEARING	CHORD DISTANCE
C1	150.000	11,781.000	149.999	S 89.999° E	150.000
C2	150.000	11,781.000	149.999	S 89.999° E	150.000
C3	150.000	11,781.000	149.999	S 89.999° E	150.000
C4	150.000	11,781.000	149.999	S 89.999° E	150.000
C5	150.000	11,781.000	149.999	S 89.999° E	150.000
C6	150.000	11,781.000	149.999	S 89.999° E	150.000
C7	150.000	11,781.000	149.999	S 89.999° E	150.000
C8	150.000	11,781.000	149.999	S 89.999° E	150.000
C9	150.000	11,781.000	149.999	S 89.999° E	150.000
C10	150.000	11,781.000	149.999	S 89.999° E	150.000
C11	150.000	11,781.000	149.999	S 89.999° E	150.000
C12	150.000	11,781.000	149.999	S 89.999° E	150.000
C13	150.000	11,781.000	149.999	S 89.999° E	150.000
C14	150.000	11,781.000	149.999	S 89.999° E	150.000
C15	150.000	11,781.000	149.999	S 89.999° E	150.000
C16	150.000	11,781.000	149.999	S 89.999° E	150.000
C17	150.000	11,781.000	149.999	S 89.999° E	150.000
C18	150.000	11,781.000	149.999	S 89.999° E	150.000
C19	150.000	11,781.000	149.999	S 89.999° E	150.000
C20	150.000	11,781.000	149.999	S 89.999° E	150.000



CITY ENGINEER'S APPROVAL
 I, the undersigned, hereby approve this subdivision map for the reasons stated herein.
 DATED: May 10, 2006
 BY: [Signature]

PLANNING COMMISSION
 I, the undersigned, hereby approve this subdivision map for the reasons stated herein.
 DATED: May 10, 2006
 BY: [Signature]

REVISIONS

No.	Description	By	Date
1	Initial Submission	[Signature]	5/10/06

