

AFTER RECORDING, RETURN TO:

Bruce J. Nelson
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68 South Main St., Suite 600
Salt Lake City, UT 84101

**AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
OMNI CONDOMINIUMS**

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF OMNI CONDOMINIUMS is executed and effective this 12th day of March, 2008, by OMNI PROVO STUDENT LIVING, LLC, a Utah limited liability company.

RECITALS:

A. The Declaration of Covenants, Conditions and Restrictions of Omni Condominiums was originally recorded by Omni Provo Student Living, LLC ("Declarant") with the County Recorder's office, Utah County, State of Utah on July 12, 2002, as Entry No. 78196:2002.

B. Due to a clerical error, a second identical Declaration of Covenants, Conditions and Restrictions of Omni Condominiums was later recorded by Declarant with the County Recorder's office, Utah County, State of Utah on November 21, 2002, as Entry No. 140491:2002.

C. The Declarant desires to ensure the continued approval of the project from Brigham Young University ("BYU") as an "Approved Off-Campus Housing" source, and is desirous of ensuring that all the rules and regulations as directed and which may be further amended by BYU in regards to the operation and management of approved off-campus housing be included into the Declaration of Covenants, Conditions and Restrictions of Omni Condominiums.

AMENDMENTS:

1. The second identical Declaration of Covenants, Conditions and Restrictions of Omni Condominiums recorded by Omni Provo Student Living, LLC ("Declarant") with the County Recorder's office, Utah County, State of Utah on November 21, 2002 is hereby rescinded and of no further effect upon Omni Condominiums. Accordingly, the only applicable Declaration of Covenants, Conditions and Restrictions of Omni Condominiums affecting the property is the document recorded on July 12, 2002.

2. Article I "Definitions", No. 19 "Manager" is amended to read as follows:

"Manager" shall mean and refer to the person, firm or company, as an independent contractor and not an agent or employee of the Association, as designated and retained by the Association to centrally manage the affairs of the Association and Project.

3. Article X "General Use Restrictions", Section 1 "Rules and Regulations" is amended to read as follows:

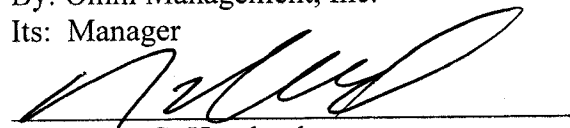
The Association shall promulgate and enforce such reasonable rules, regulations and procedures as either the Association or Brigham Young University's student housing office may deem necessary or desirable to aid the Association in carrying out any of its functions to ensure that the Property is managed, operated and used in such a way as to ensure full compliance with the requirements of Brigham Young University, and to further ensure the Property is maintained and used in a manner consistent with the interests of the Owners.

4. Article X "General Use Restrictions", Section 3 "Use of Units and Condominiums" is amended to read as follows:

All Units are improved with Condominiums and are restricted to such use as further described in Article XII "University Housing Policy" below. Each Condominium shall be used only as personal residences, and shall only have as its residents single persons of the same gender as the gender identified for that specific building or wing. At no time will members of the opposite gender than that which is identified for that particular building or wing habitate in that specific Condominium, and at no time shall children be allowed to habitate in that specific Condominium. These exclusions pertain to all residents of a Condominium, regardless of marital status, and whether or not they are students enrolled at Brigham Young University. No Unit or Condominium shall be used, occupied, or altered in violation of law or these Covenants, Conditions and Restrictions, so as to create a nuisance or interfere with the rights of any Owners, or in any way which would result in an increase in the cost of insurance covering the Common Areas or Condominiums.

OMNI PROVO STUDENT LIVING, LLC,
a Utah limited liability company

By: Omni Management, Inc.
Its: Manager


By: Dana G. Howland
Its: Secretary

Units 101, 102, 103, 104, 105, 106, 201, 202, 203, 204, 205, 206, 301, 302, 303, 304, 305, and 306 Condominium Building No. 1, Omni Condominiums, as the same is identified in the recorded Survey Map in Utah County, Utah, as Entry No. 140490:2002 and Map Filing No. 9800, (as said record of Survey Map may have heretofore been amended or supplemented) and in the Declaration of Condominium recorded in Utah County, Utah, as Entry No. 140491:2002, (as said Declaration may have heretofore been amended or supplemented).

Together with the undivided ownership interest in and to the Common Areas and Facilities as the same are established and identified in the Declaration (as said Declaration may have heretofore been amended or supplemented).

Units 107, 108, 109, 110, 111, 112, 207, 208, 209, 210, 211, 212, 307, 308, 309, 310, 311, 312, Condominium Building No. 2, Omni Condominiums, as the same identified in the recorded Survey Map in Utah County, Utah, as Entry No. 140490:2002 and Map Filing No. 9800, (as said record of Survey Map may have heretofore been amended or supplemented) and in the Declaration of Condominium recorded in Utah County, Utah, as Entry No. 140491:2002, (as said Declaration may have heretofore been amended or supplemented).

The Real Property or its address is commonly known as 675-701 North 500 West, Provo, UT 84601. The Real Property tax identification number is 48:301:0101 through 0106; 48:301:201 through 206; 48:301:301 through 306; 48:301:107 through 112; 48:301:207 through 212; 48:301:307 through 312.