

WHEN RECORDED RETURN TO:
COUNTRY WOODS, L.C.
Wayne H. Corbridge
758 South 400 East
Suite 203
Orem, Utah 84058

ENT 40058 BK 3968 PG 218
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
1996 MAY 13 4:44 PM FEE 58.00 BY NH
RECORDED FOR TROPHY HOMES

FIRST SUPPLEMENT TO THE AMENDED & RESTATED
DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS
FOR
COUNTRY WOODS, A Condominium Project

This SUPPLEMENT to the AMENDED & RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS for the COUNTRY WOODS CONDOMINIUM PROJECT is made and executed this 10th day of May, 1996 by COUNTRY WOODS, L.C., a Utah Limited Partnership of 758 South 400 East, Suite 203, Orem, Utah 84058 (hereinafter referred to as "Declarant").

RECITALS

Whereas, the Original Declaration was recorded in the office of the County Recorder of Utah County, Utah on November 13, 1995 as Entry No. 77941, in Book 3814, at Page 882 of the Official Records;

Whereas, the Amended and Restated Declaration was recorded in the office of the County Recorder of Utah County, Utah on March 27, 1996 as Entry No. 25138, in Book 3924, at Pages 790-857 of the Official Records.

Whereas, the related Plat Maps for Phases I and II of the Project have also been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, under Article III, Section 45 of the Amended & Restated Declaration, Declarant reserved an option until the seven (7) years from the date following the first conveyance of a Unit in Phase I to a Unit purchaser to expand the Project in accordance with the Act.

Whereas, Declarant is the fee simple owner of record of that certain real property located in Utah County, Utah and described with particularity on Exhibit "A-3" attached hereto and incorporated herein by this reference (the "Phase III Property").

Whereas, under the provisions of the Amended & Restated Declaration, Declarant expressly reserved the absolute right, subject to the approval of the Office of Veterans Affairs, to add to the Project any or all portions of the Additional Land at any time and in any order, without limitation.

Whereas, Declarant desires to expand the Project by creating on the Phase III Property a residential condominium development.

Whereas, Declarant now intends that the Phase III Property shall become subject to the Amended & Restated Declaration.

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Unit Owners thereof, Declarant hereby executes this FIRST SUPPLEMENT to the AMENDED & RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR COUNTRY WOODS, a Condominium Project.

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

A. First Supplemental Declaration shall mean and refer to this Supplement to the Amended & Restated Declaration of Covenants, Conditions and Restrictions for Country Woods, a Condominium Project.

B. First Supplemental Phase III Map shall mean and refer to the Supplemental Plat Map of Phase III of the Project, prepared and certified to by David V. Thomas, a duly registered Utah Land Surveyor holding Certificate No. 163947 and filed for record in the Office of the County Recorder of Utah County, Utah concurrently with the filing of this First Supplemental Declaration.

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

2. Legal Description. The real property described in Exhibit A-3 is hereby submitted to the provisions of the Act and said land shall be held, transferred, sold, conveyed and occupied subject to the provisions of this Supplemental Declaration:

3. Annexation. Declarant hereby declares that the Phase III Property shall be annexed to and become subject to the Amended & Restated Declaration, which upon recordation of this First Supplemental Declaration shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit A-3 subject to the functions, powers, rights, duties

and jurisdiction of the Association.

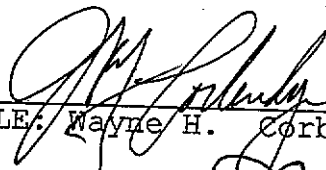
4. Total Number of Units Revised. As shown on the Phase III Map, thirty-two (32) additional Units are created in the Project on the Phase III Property. Said additional Units are located within a portion of the Additional Land. Upon the recordation of the Phase III Map and this First Supplemental Declaration, the total number of Units in the Project will be sixty-four (64). The said additional Units are substantially similar in construction, design and quality to the Units in the prior Phases.

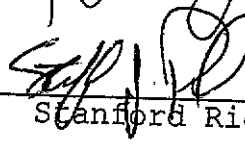
5. Percentage Interest Revised. Pursuant to the Act and the Amended & Restated Declaration, Declarant is required, with the additional Units, to reallocated the Percentage Interest. Exhibit "B" to the Amended & Restated Declaration is deleted in its entirety and "Revised Exhibit 'B'" attached is substituted in lieu thereof and incorporated herein by this reference. The Percentage Interests set forth in Revised Exhibit "B" have been computed on the basis of the size that each of the Units bears to the total size of all Units in the Project.

6. Effective Date. The effective date of this First Supplemental Declaration and the Phase III Map shall be the date on which said instruments are filed for record in the Office of the County Recorder of Utah County, Utah.

IN WITNESS WHEREOF, Declarant has executed this instrument the day and year first above written.

COUNTRY WOODS, L.C.

BY: 
TITLE: Wayne H. Corbridge, Member

BY: 
TITLE: Stanford Ricks, Member

STATE OF UTAH

COUNTY OF UTAH

)
) SS:
)

On the 10th day of May, 1996, personally appeared before me WAYNE H. CORBRIDGE and STANFORD RICKS, who by me being duly sworn, did say that they are the Members of COUNTRY WOODS, L.C., a Utah Limited Liability Company, and that the within and foregoing

instrument was signed in behalf of said Company by authority of a resolution of its Members, and said WAYNE H. CORBRIDGE and STANFORD RICKS, duly acknowledged to me that said Company executed the same.

Susan G. Palmer

NOTARY PUBLIC

Residing At:

Commission Expires:

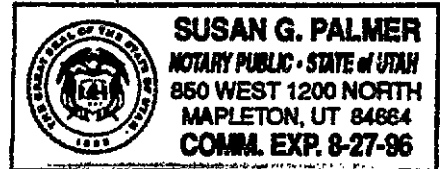


Exhibit "A-3"
COUNTRY WOODS PHASE III ENT 40058 BK 3968 PG 222
BOUNDARY DESCRIPTION

Proposed COUNTRY WOODS CONDOMINIUMS, Phase III, Orem, Utah, more particularly described as follows:

Commencing at a point which is West 149.21 feet and South 526.38 feet from the North quarter corner of Section 28, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence South 89 deg. 54' 00" East 156.02 feet; thence South 00 deg. 06' 00" West 108.50 feet; thence South 89 deg. 54' 00" East 130.00 feet; thence North 00 deg. 06' 00" East 9.16 feet; thence South 89 deg. 54' 00" East 19.00 feet; thence North 63 deg. 27' 15" East 37.03 feet; thence South 89 deg. 54' 00" East 119.90 feet; thence South 00 deg. 06' 00" West 181.11 feet; thence North 89 deg. 54' 00" West 120.00 feet; thence North 00 deg. 06' 00" East 38.84 feet; thence North 89 deg. 54' 00" West 168.00 feet; thence North 00 deg. 06' 00" East 85.72 feet; thence North 89 deg. 54' 00" West 28.00 feet; thence North 00 deg. 06' 00" East 135.28 feet; thence North 89 deg. 54' 00" West 137.02 feet; thence South 00 deg. 06' 00" West 115.28; thence North 89 deg. 54' 00" West 30.00 feet; thence South 16 deg. 24' 45" West 48.57 feet; thence South 00 deg. 57' 00" West 116.61 feet; thence North 89 deg. 03' 00" West 97.84 feet; thence along the arc of 50 foot radius curve to the left 43.63 feet (chord bearing North 24 deg. 02' 59" West 42.26 feet) thence along the arc of a 50 foot radius curve to the right 14.66 feet (chord bearing North 40 deg. 38' 59" West 14.61 feet) thence North 32 deg. 15' 00" West 178.97 feet; thence South 89 deg. 50' 00" East 142.88 feet; thence along the arc of a 31 foot radius curve to the right (chord bearing South 61 feet 02' 30" East 29.86 feet); thence South 32 deg. 15' 00" East 39.51 feet; thence along the arc of a 54 foot radius curve to the left 39.58 feet (chord bearing 53 deg. 14' 47" East 38.70 feet) thence North 16 deg. 24' 45" East 38.55 feet; thence South 89 deg. 54' 00" East 28.75 feet; thence North 00 deg. 06' 00" East 114.28 feet to the point of beginning.

REVISED EXHIBIT "B"
COUNTRY WOODS CONDOMINIUM

BUILDING	HOME ADDRESS	UNIT #	SQ. FT.	% OF INTEREST
1	1212 West 1330 South	1	1302	0.0181
	1267 West 1295 South	2	1568	0.0218
	1211 West 1295 South	3	1302	0.0181
	1216 West 1330 South	4	1568	0.0218
			5740	
2	1224 West 1330 South	5	1302	0.0181
	1219 West 1295 South	6	1129	0.0157
	1223 West 1295 South	7	1302	0.0181
	1228 West 1330 South	8	1129	0.0157
			4862	
3	1240 West 1330 South	9	1302	0.0181
	1235 West 1295 South	10	1568	0.0218
	1239 West 1295 South	11	1302	0.0181
	1323 South 1260 West	12	1568	0.0218
			5740	
4	1317 South 1260 West	13	1302	0.0181
	1241 West 1295 South	14	1129	0.0157
	1245 West 1295 South	15	1302	0.0181
	1313 South 1260 West	16	1129	0.0157
			4862	
	SUB-TOTAL/TOWN		21204	
A	1190 West 1330 South	A4	1234	0.0171
	1192 West 1330 South	A8	1234	0.0171
	1194 West 1330 South	A12	1234	0.0171
	1321 South 1200 West	A1	1005	0.0139
	1323 South 1200 West	A5	1005	0.0139
	1325 South 1200 West	A9	1005	0.0139
	1320 South 1180 West	A2	990	0.0137
	1322 South 1180 West	A6	990	0.0137
	1324 South 1180 West	A10	990	0.0137
	1184 West 1330 South	A3	1234	0.0171
	1186 West 1330 South	A7	1234	0.0171
	1188 West 1330 South	A11	1234	0.0171
				13389
B	1168 West 1330 South	B4	995	0.0138
	1170 West 1330 South	B8	995	0.0138
	1172 West 1330 South	B12	995	0.0138
	1321 South 1180 West	B1	1014	0.0141
	1323 South 1180 West	B5	1014	0.0141
	1325 South 1180 West	B9	1014	0.0141
	1315 South 1180 West	B2	1014	0.0141
	1317 South 1180 West	B6	1014	0.0141
	1319 South 1180 West	B10	1014	0.0141
	1162 West 1330 South	B3	995	0.0138
	1164 West 1330 South	B7	995	0.0138
1166 West 1330 South	B11	995	0.0138	
			12054	
C	1309 South 1200 West		1234	0.0171
	1311 South 1200 West		1234	0.0171
	1313 South 1200 West		1234	0.0171
	1303 South 1200 West		990	0.0137
	1305 South 1200 West		990	0.0137

Phase II

Phase II

Phase III

Phase III

Phase I

Phase I

Phase III

	1307 South 1200 West		990	0.0137
	1302 South 1180 West		1005	0.0139
	1304 South 1180 West		1005	0.0139
	1306 South 1180 West		1005	0.0139
	1308 South 1180 West		1234	0.0171
	1310 South 1180 West		1234	0.0171
	1312 South 1180 West		1234	0.0171
			13389	
D	1307 South 1180 West		995	0.0138
	1309 South 1180 West		995	0.0138
	1311 South 1180 West		995	0.0138
	1169 West 1295 South		1014	0.0141
	1171 West 1295 South		1014	0.0141
	1173 West 1295 South		1014	0.0141
	1163 West 1295 South		1014	0.0141
	1165 West 1295 South		1014	0.0141
	1167 South 1180 West		1014	0.0141
	1301 South 1180 West		995	0.0138
	1303 South 1180 West		995	0.0138
	1305 South 1180 West		995	0.0138
			12054	
	SUB-TOTAL		50886	
	GRAND TOTAL		72090	1.0000

Phase III

Phase III