

SUPPLEMENTARY AND AMENDATORY DECLARATION  
TO  
THE RESTATED AND AMENDED DECLARATION  
OF COVENANTS, CONDITIONS AND RESTRICTIONS  
OF  
THE BOULDERS PHASE I SUBDIVISION  
(Affecting Phase III)

Sheffield Development, Inc., a Utah corporation, Declarant by assignment under that certain Restated and Amended Declaration of Covenants, Conditions and Restrictions of The Boulders Phase I Subdivision, dated December 7, 1993, and recorded on that same day as Entry No. 451526, in Book 777, at pages 719-740, on the Official Records of the Washington County Recorder's Office, hereby exercises its rights and privileges to supplement and amend said Restated and Amended Declaration pursuant to Article XIII, Section 1 thereof as follows:

1. Declarant hereby annexes Phase III of The Boulders Subdivision, which is also described in Exhibit A attached hereto and incorporated herein.
2. Declarant amends Article VI, Section 2, subpart (l) of the Restated and Amended Declaration of Covenants, Conditions and Restrictions of The Boulders Phase I Subdivision as follows:

(l) Residence/Minimum Square Footage and Building Height:

The minimum total square footage of living area on the first level above ground located within the area of a foundation for any residential dwelling constructed on any lot within the Project, exclusive of porches, balconies, patios, decks and garages, shall be not less than one thousand eight hundred (1,800) square feet. Where the home is more than one (1) story, the ground level of such home must be a minimum of one thousand two hundred (1,200) square feet and the entire home must be at least two thousand four hundred (2,400) square feet, exclusive of porches, balconies, patios, decks and garages.

Building height shall be measured as follows:

(1) Lots sloping upward from front to back:

- (a) If the lot has been pregraded, as determined in the sole discretion of the Architectural Control

Committee, building height shall be measured from an elevation point twenty (20) feet in from the lot side of the sidewalk to the highest point of the roofline of the home;

(b) If the lot is not pregraded, as determined in the sole discretion of the Architectural Control Committee, building height shall be measured from an elevation point twenty (20) feet in from the lot side of the sidewalk to the highest point of the roofline of the home, plus an allowance of an additional four (4) feet added to the height restriction as set forth below.

(2) Lots sloping downward from front to back:

Building height shall be measured from an elevation point which is two (2) feet above the grade of the sidewalk to the highest point of the roofline of the home.

(3) Lots sloping from sideyard to sideyard:

Lots sloping from sideyard to sideyard shall be measured from an elevation point determined at the mid-point of the sloping sidewalk, plus two feet. The building height shall then be measured from such elevation point to the highest point of the roofline of the home. For lots sloping upward from front to back, only, the elevation point shall be measured from the mid-point of the sloping sidewalk, plus four (4) feet.

(4) Building heights:

Single story homes shall not exceed twenty-five (25) feet in height. Homes of more than one (1) story shall not exceed thirty-five (35) feet in height. Notwithstanding any other provision herein, the following height restrictions shall be controlling:

In Phase III, a home on Lot 89 shall not

exceed twenty-four (24) feet, homes on Lots 81 through 84, 87, 88, and 91 through 93 shall not exceed twenty-five (25) feet in height; homes on Lots 72, and 76 through 79 shall not exceed twenty-six (26) feet in height; homes on Lots 75, 85 and 90 shall not exceed thirty (30) feet in height; and homes on Lots 66 through 71, 80, 86, and 94 and 95 shall not exceed thirty-five (35) feet in height.

(5) Variance: The Architectural Control Committee may grant a variance to the terms of the above paragraphs (1)-(4) upon good cause shown.

3. Declarant continues to reserve all rights it is granted in the Restated and Amended Declaration of Covenants, Conditions and Restrictions of The Boulders Phase I Subdivision.

4. This Supplementary and Amendatory Declaration does not supersede or alter the effect of that certain Amendment to Restated and Amended Declaration of Covenants, Conditions and Restrictions of The Boulders Phase I Subdivision, dated September 12, 1994, and recorded on September 13, 1994 on the Records of the Washington County Recorder as Entry No. 478566, in Book 850, at pages 151-57; and that certain Supplementary and Amendatory Declaration to the Restated and Amended Declaration of Covenants, Conditions and Restrictions of The Boulders Phase I Subdivision, dated April 5, 1994, and recorded on May 25, 1994 on the records of the Washington County Recorder as Entry No. 468304, in Book 822, at pages 866 and 867.

DATED this 4 day of April, 1996.

DECLARANT

SHEFFIELD DEVELOPMENT, INC.,  
a Utah corporation

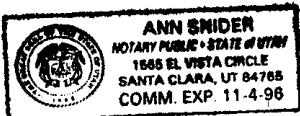
By: Stephen N. Sheffield  
Stephen N. Sheffield  
Its President

Supplementary and Amendatory Declaration  
Steve Sheffield  
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STATE OF UTAH, )  
: ss.  
County of Washington. )

On the 4th day of April, 1996, personally appeared before  
me STEPHEN N. SHEFFIELD, President of Sheffield Development, Inc., a  
Utah corporation, who, being by me duly sworn, did say that the foregoing  
instrument was signed by him by authority of said corporation's bylaws or a  
resolution of its board of directors and it was signed for the purposes stated therein.



*Ann Snider*  
Notary Public

Supplementary and Amendatory Declaration  
Steve Sheffield  
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## EXHIBIT A

Beginning at a point North 89°40'55" East, 2693.54 feet along the section line and the extension thereof and North 00°00'00" East 296.28 feet from the North Quarter Corner of Section 5, Township 43 South, Range 15 West of the Salt Lake Base and Meridian, said point being on the northeasterly boundary corner of "The Boulders" Phase 2 and running thence North 59°58'44" East, 263.80 feet; thence North 51°49'07" East, 217.39 feet to the West Right-of-Way line of Rocky Road, a proposed 60.00 foot wide public street; thence North 38°10'53" West, 35.37 feet along said Right-of-Way; thence departing said Right-of-Way North 51°49'07" East, 30.00 feet to the centerline of said Rocky Road; thence North 38°10'53" West, 13.22 feet along the centerline of said Rocky Road; thence departing said centerline North 51°49'07" East, 135.00 feet; thence South 38°10'53" East, 361.09 feet; thence South 51°49'07" West, 15.00 feet; thence South 38°10'53" East, 137.50 feet to the centerline of Boulder Mountain Road a proposed 50.00 foot wide public street; thence North 51°49'07" East, 1.80 feet along said centerline; thence departing said centerline South 38°10'53" East, 260.47 feet; thence South 50°32'42" West, 1235.90 feet to a point in the west boundary line of said "The Boulders", Phase 2; thence along said boundary line in the following eight (8) courses; thence North 00°12'16" west, 169.70 feet; thence North 44°40'55" East, 300.01 feet; thence North 45°19'05" West, 199.12 feet to the South Right-of-Way line of Boulder Springs Road a 60.00 foot wide public street; thence North 44°40'55" East, 31.59 feet along said Right-of-Way; thence North 45°19'05" West, 60.00 feet to the North Right-of-Way line of said public street; thence North 44°40'55" East, 28.92 feet; thence departing said Right-of-Way North 45°19'05" West, 100.00 feet; thence North 00°12'16" West", 306.09 feet to the Point-of-Beginning.

Contains 14.882 acres.