

**AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS & RESTRICTIONS OF
SPRINGFIELD ESTATES, PHASE I AND PHASE II
a Planned Residential Development**

Declarant and the Springfield Estates Homeowners Association (pursuant to authority granted by its lot owners by written consent) hereby delete paragraph 9 under Article VII "Animals," and in its place and stead, a new paragraph 9 shall apply to the administration of issues regarding animals in the project:

9. Animals. No animals of any kind shall be raised, bred or kept on any Lot, except that dogs, cats or other quiet household pets may be kept on the Lots provided that they are not kept, bred or maintained for any commercial purpose or kept in unreasonable numbers. Notwithstanding the foregoing, no animals or fowl may be kept on the Property which result in an annoyance or are obnoxious, by noise or otherwise, to Lot Owners. Dogs must be kept on a leash at all times outside of the Owner's residence. Dog owners must pick up after their dog with a pooper-scooper or similar device. If the dog barks and bothers the neighbors, the homeowner must remove the dog from the project.

This Amendment shall apply to the Covenants, Conditions & Restrictions filed in the office of the Washington County Recorder as Entry No. 437469, Book 738, Page 812, recorded June 30, 1993, of Official Washington County Records (as supplemented for Phase II) covering the following described real property located in Washington County, Utah:

Phase I Description

All that portion of Section 23, Township 42 South, Range 16 West, Salt Lake Base and Meridian, described as follows:

BEGINNING at the Southwest corner of said Section 23;
thence N 00°45'04" W. 1334.80 feet along the West Section

GALLIAN, WESTFALL, WILCOX & WRIGHT
ATTORNEYS AND COUNSELLORS AT LAW

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line to the Northwest corner of the Southwest 1/4 of the Southwest 1/4 of said Section 23; thence N 89°33'06" E. 264.00 feet along the 16th line to the Point of Beginning; thence N 89°33'06" E. 329.98 feet along the 16th line to the West right-of-way line of Existing Dixie Downs Road on file at the Washington County Recorder's Office Record #249075; thence S 33°55'47" E. 317.47 feet along said West right-of-way line; thence S 56°04'13" W. 119.00 feet; thence N 33°55'47" W. 2.59 feet; thence S 56°04'13" W. 102.81 feet; thence S 89°13'44" W. 160.32 feet; thence N 86°21'03" W. 40.76 feet; thence S 03°38'57" W. 14.20 feet; thence N 86°21'03" W. 114.93 feet; thence N 00°45'04" W. 388.94 feet to the point of beginning. Containing 3.688 acres

The basis of bearing is North 00°45'04" West from the Southwest corner of Section 23, Township 42 South, Range 16 West, to the West 1/4 corner of said Section as per the Dixie Downs Road Dedication Plat on file at the Washington County Recorder's Office.

Phase II Description

All that portion of Section 23, Township 42 South, Range 16 West, Salt Lake Base and Meridian, described as follows:

Beginning at the Southwest Corner of said Section 23; thence N. 00°45'04" W. 947.93 feet along the West Section line; thence East, 264.02 feet to the Southwest corner of "Springfield Townhomes - Phase I," the Point of Beginning; thence the following (7) courses and distances along the South Boundary of said Phase I; S. 86°21'03" E. 114.93 feet; N. 03°38'57" E. 14.20 feet; S. 86°21'03" E. 40.76 feet; N. 89°13'44" E. 160.32 feet; N. 56°04'13" E. 102.81 feet; S. 33°55'47" E. 2.59 feet; N. 56°04'13" E. 119.00 feet to the West right-of-way line of existing Dixie Downs Road on file at the Washington County Recorder's Office, Record #249075; thence S. 33°55'47" E. 185.01 feet along said West right-of-way line; thence S. 56°04'13" W. 84.99 feet; thence S. 33°55'47" E. 5.64 feet; thence S. 56°04'13" W. 34.00 feet; thence S. 58°09'07" W. 158.12 feet; thence S. 89°13'44" W. 295.65 feet; thence N. 00°46'16" W. 0.45 feet; thence S. 89°13'44" W. 77.40 feet; thence N. 00°45'04" W. 184.55 feet to the Point of Beginning. Containing 2.546 acres.

The basis of bearing is North 00°45'04" West from the Southwest corner of Section 23, Township 42 South, Range 16 West, to the West corner of said Section, as per the Dixie Downs Road Dedication Plat on file at the

Washington County Recorder's Office.

5. The Springfield Estates Homeowners Association states that this Amendment is being made pursuant to paragraphs 3 and 4, Article XII of said Declaration which allows such amendments by appropriate consent of the Lot owners. The Association further states that it has obtained sufficient written consents from the homeowners, and that this Amendment is therefore being made pursuant to Article XII, paragraph 4 of the said Declaration. The Declarant states that it joins in the amendment of the Declaration as stated above.

6. This Amendment shall take effect upon its being filed for record in the office of the County Recorder of Washington County, Utah.

DATED this 26 day of June, 1996.

SPRINGFIELD ESTATES
HOMEOWNERS ASSOCIATION

By: Brent G. Goodwin
Its: President

DECLARANT:

GOODWIN BUILDERS, L.C.

By: Brent G. Goodwin
Brent Goodwin
Operating Manager

STATE OF UTAH)
) ss.
COUNTY OF WASHINGTON)

On the 26th day of June, 1996, personally appeared before me Brent G. Goodwin, the President of Springfield Estates Homeowners Association, the signer of the foregoing document, who acknowledged to me that he executed the same pursuant

GALLIAN, WESTFALL, WILCOX & WRIGHT
ATTORNEYS AND COUNSELLORS AT LAW

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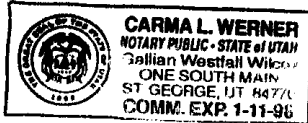
to authority of the Board of Trustees of the Springfield Estates Homeowners Association.



Carma L. Werner
Notary Public

STATE OF UTAH)
COUNTY OF WASHINGTON)

On the 26th day of June, 1996, personally appeared before me Brent Goodwin, the Operating Manager of Goodwin Builders, L.C., a Utah limited liability company, the signer of the foregoing document, who acknowledged to me that he executed the same pursuant to authority of the Managers and Members of Goodwin Builders, L.C.



Carma L. Werner
Notary Public