

**DECLARATION OF ANNEXATION
CHEYENNE AT RED CLIFFS PHASE II**

This Declaration of Annexation is prepared pursuant to Article III, Section 2, of the Protective Covenants for Cheyenne at Red Cliffs (Phase I), which was recorded April 6, 1995, as Entry No. 496381, in Book 898, at Pages 614-623, records of the Washington County Recorder.

Declarant desires to annex the following described property as a part of, and it is Declarant's intention that the property shall be subject to, the Declaration of Covenants Conditions and Restrictions of Cheyenne at Red Cliffs (Phase I) referred to above:

SEE EXHIBIT "A" WHICH IS ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE.

Any required approvals have been given.

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has hereunto set his hand and seal this 17th day of July, 1996.

ROCKY MOUNTAIN COMPANY,
a Utah Limited Partnership

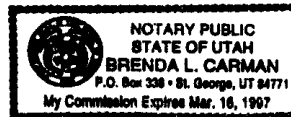
By H. Bruce Stucki
H. Bruce Stucki, General Partner

STATE OF UTAH)
) ss.
COUNTY OF WASHINGTON)

On this 17th day of July, 1996, before me personally appeared H. Bruce Stucki, whose identity is personally known to or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn (or affirmed), did say that he is a general partner of Rocky Mountain Company, a Utah limited partnership and that the foregoing document was signed by him on behalf of that partnership by proper authority and he acknowledged before me that the partnership executed the document and the document was the act of the partnership for its stated purpose.

Brenda L. Carman
NOTARY PUBLIC
Address: St George, Utah
My Commission Expires: 3-16-97

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RUSSELL SHIRTS * WASHINGTON CO RECORDER
1996 JUL 30 11:34 AM FEE \$12.00 BY CB
FOR: SOUTHERN UTAH TITLE CO

EXHIBIT A

A portion of the Northwest Quarter (NW 1/4) and the Northeast Quarter (NE 1/4) of Section 28, Township 42 South, Range 15 West, Salt Lake Base and Meridian, located in St. George City, Washington County, State of Utah, more particularly described as follows:

BEGINNING at a point on the South boundary of "Cheyenne at Red Cliffs Phase 1"; located South 00° 30' 47" East along the Quarter (1/4) section line 940.92 feet and North 89° 58' 47" West 165.63 feet from the North Quarter (N1/4) Corner of Section 28, Township 42 South, Range 15 West, Salt Lake Base and Meridian; thence South 00° 01' 13" West 847.67 feet; thence South 54° 01' 54" East 126.59 feet; thence North 27° 10' 29" East 28.00 feet; thence South 74° 26' 26" East 92.77 feet to a point on a 270.00 foot radius curve at the Westerly line of 2000 East Street; thence Southwesterly along the arc of said 270.00 foot radius curve 42.83 feet (Chord: South 20° 06' 13" West 42.78 feet); thence South 65° 21' 08" East 60.00 feet to a point on a 330.00 foot radius curve at the Easterly line of 2000 East Street, the previous (6) courses along the boundary of said "Cheyenne at Red Cliffs Phase 1"; thence Southwesterly along the arc of said 330.00 foot radius curve 207.91 feet (Chord: South 42° 41' 48" West 204.49 feet) to a point of tangency; thence South 60° 44' 43" West 40.94 feet to a point of curvature; thence Southwesterly along the arc of a 30.00 foot radius curve 44.88 feet (Chord: South 18° 03' 32" West 40.81 feet) to the Northeasterly line of Mall Drive; thence South 60° 44' 43" West 80.00 feet to the Westerly line of Mall Drive; thence North 29° 15' 17" West 1013.81 feet to a point of curvature; thence Northwesterly along the arc of 540.00 foot radius curve to the right 275.72 feet (Chord: North 14° 37' 38" West 272.73 feet) to a point of tangency; thence North 87.16 feet to a point on the Southerly boundary line of "Santa Fe at Red Cliffs Phase V", the previous (3) Courses along the Westerly line of said Mall Drive; thence East along said Phase V 80.00 feet to the Easterly line of Mall Drive and the Southwest Corner of "Cheyenne at Red Cliffs Phase 1"; thence South 89° 58' 47" East along the South line of said plat 497.00 feet to the point of beginning.
