

WHEN RECORDED, RETURN TO:

PARR BROWN GEE & LOVELESS  
101 South 200 East, Suite 700  
Salt Lake City, Utah 84111  
Attn: Roger D. Henriksen  
Robert A. McConnell

**THIRD AMENDMENT TO  
AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS,  
RESTRICTIONS AND EASEMENTS FOR MARCELLA**

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THIS THIRD AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR MARCELLA (this "**Amendment**") is made effective as of the \_\_\_\_ day of October 2025 by and among **RS21 MAYFLOWER LLC**, a Delaware limited liability company ("**Declarant**"), and **BLX MAYFLOWER LLC**, a Delaware limited liability company ("**Master Declarant**").

**RECITALS:**

A. This Amendment constitutes an amendment to that certain Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Marcella dated February 28, 2022, entered into by Declarant, and recorded on February 28, 2022, as Entry No. 515783, in Book 1399, at Page 418, in the official records of the Wasatch County Recorder (as amended to date, the "**Declaration**"), which Declaration encumbers the Development Property (as defined in the Declaration). Capitalized terms used in this Amendment but not otherwise defined herein shall have the same meanings, scope, and definitions assigned to such terms in the Declaration.

B. Pursuant to Section 2.3 of the Declaration, Declarant has the right, with the approval of Master Declarant, to amend the Declaration to withdraw property from the Development prior to the sale of the first Unit within the applicable Phase.

C. Declarant is the owner of certain real property identified on Exhibit A attached hereto (the "**Withdrawal Property**").

D. The Withdrawal Property is not part of a Phase.

E. Declarant and Master Declarant now desire to amend the Declaration to withdraw the Withdrawal Property from the Development and the Development Property and from the effect of the Declaration.

NOW THEREFORE, in consideration of the recitals set forth above and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant hereby amends the Declaration as follows:

1. Withdrawal of Withdrawal Property. Pursuant to Section 2.3 of the Declaration, as of the date of this Amendment, Declarant hereby exercises its right to withdraw the Withdrawal Property from the Development and Development Property and release the Withdrawal Property from the effect of the Declaration.

2. Approval of Master Declarant. By execution of this Amendment, Master Declarant hereby approves of the amendment to the Declaration and the withdrawal of the Withdrawal Property from the Development and Development Property.

3. Miscellaneous. The Recitals in this Amendment are incorporated herein by this reference. In the event of any conflict between the provisions of the Declaration and the provisions of this Amendment, the provisions of this Amendment shall control. Except as set forth in this Amendment, the Declaration is ratified and affirmed in its entirety. This Amendment shall inure to the benefit of, and be binding on, all persons holding any interest in the Withdrawal Property and the Development Property and their respective successors, assigns, heirs, and lien holders. This Amendment shall be governed by, and construed and interpreted in accordance with, the laws of the State of Utah.

*[Signature and Acknowledgement Page Follows]*

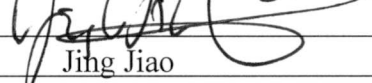
IN WITNESS WHEREOF, Declarant and Master Declarant have executed this Amendment as of the date set forth above.

**DECLARANT:**

**RS21 MAYFLOWER LLC,**  
a Delaware limited liability company

By its Manager RS21 Mayflower Manager LLC  
a Utah limited liability company;


By its Manager Stillwater Equity Partners LLC,  
a Utah limited liability company;

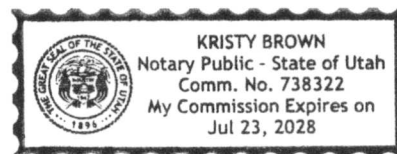
By:   
Name: Jing Jiao  
Its: Authorized Signatory

STATE OF \_\_\_\_\_ UTAH )  
 ) ss.  
COUNTY OF \_\_\_\_\_ WASATCH )

On October 7, 2025 before me, Kristy Brown, Notary Public, personally appeared Jing Jiao, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

  
Notary Public



**MASTER DECLARANT:**

**BLX MAYFLOWER LLC,**  
a Delaware limited liability company

By:   
Kurt Krieg - Authorized Signer

STATE OF UTAH

)

) ss.

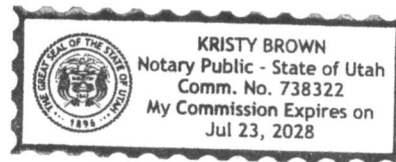
COUNTY OF WASATCH

)

On October 3, 2025 before me, Kristy Brown, Notary Public, personally appeared Kurt Krieg, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the persons, or the entities upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

  
\_\_\_\_\_  
Notary Public



**EXHIBIT A**

Description of the Withdrawal Property

The surface rights in and to all of that certain real property located in Wasatch County, State of Utah, and described as:

Open Space Parcel A-2, as depicted on the "OVERLOOK ESTATES SECOND AMENDED" plat on file and of record in the office of the Wasatch County Recorder, recorded October 3, 2025, as Entry No. 565104 at Book 1531 Page 232

LESS AND EXCEPTING any mineral rights of whatever type, water rights, water shares, and any other water interests associated with the above-described real property.

Tax Parcel No.: portion of 00-0021-8540