

AMENDED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

OF

SHADOWBROOK HOMEOWNERS ASSOCIATION

A PLANNED UNIT DEVELOPMENT, ST. GEORGE, UTAH

Board Recommended Version 10/97

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**RUSSELL SHIRTS * WASHINGTON CO RECORDER
1998 MAR 24 10:38 AM FEE \$192.00 BY 68
FOR: JENKINS BRUCE C**

This Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah, was approved by eighty percent (80%) of the Lot Owners as required by Article 13 of the original Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homes, Plat A., a Planned Unit Development, St. George, Utah, recorded on March 20, 1986, in the records of the Washington County Recorder as Entry No. 290915, in Book 406, at Pages 136-157 and as supplemented by that certain supplement known as "Supplement to Covenants, Conditions and Restrictions of Shadowbrook Homes, A Planned Unit Development, St. George, Utah", recorded on March 10, 1989, in the Records of the Washington County Recorder as Entry No. 345141, in Book 515 at Pages 78-79. This Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homes, a Planned Unit Development, St. George, Utah amends, replaces and supersedes, the above-described original Declaration and the supplement thereto. This Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homes, a planned Unit Development, St. George, Utah, affects the property located in Washington County, State of Utah, more particularly described below:

All of Lots 9-28 according to the Official Plat of Shadowbrook Homes Planned Unit Development Plat "A", recorded in the Records of the Washington County Recorder on January 16, 1986, as Entry No. 28741, in Book 399, at Page 622.

All of Lots 1-8 and 29-36 according to the Official Plat of Shadowbrook Homes Planned Unit Development Plat "B", recorded in the Records of the Washington County Recorder on January 29, 1986, as Entry No. 298553, in Book 420, at Page 256.

All of Lots 37-60 according to the Official Plat of Shadowbrook Homes Planned Unit Development Plat "C", recorded in the Records of the Washington County Recorder on January 26, 1987, as Entry No. 308776, in Book 439, at Page 724.

All of Lots 61-82 according to the Official Plat of Shadowbrook Homes Planned Unit Development Amended Plat "D", recorded in the Records of the Washington County Recorder on October 5, 1988, as Entry No. 338723, in Book 500, at Page 21.

All of Lots 83-90 according to the Official Plat of Shadowbrook Homes Planned Unit Development Amended Plat "E", recorded in the Records of the Washington County Recorder on February 16, 1994, as Entry No. 458346, in Book 795, at Page 757.

RECITAL

The name of the Association has been changed to Shadowbrook Homeowners Association by that certain document #117787, approved February 20, 1996, by the Utah Director of Corporate and Commission Code.

Now, THEREFORE, it is hereby declared that all of the said property shall be held, sold and conveyed subject to the following easements, restrictions, covenants and

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conditions which are for the purpose of protecting the value and desirability of said property and which shall be construed as covenants of equitable servitude, which shall run with the real property and shall be binding on all parties having any right, title or interest in the described property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

ARTICLE DEFINITIONS

Section 1. "Association" shall mean and hereafter refer to Shadowbrook Homeowners Association, its successors and assigns.

Section 2. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 3. "Properties" shall mean and refer to that certain real property hereinbefore described and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Area" shall mean and refer to that portion of property owned by the Association and shown on the Plat as dedicated to the common use and enjoyment of the Owners.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area.

Section 6. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 7. "Plat or Map" shall mean and refer to the subdivision plat as recorded as Shadowbrook Homes Planned Unit Development Plat "A", or any replacement thereof, or additions thereto.

Section 8. "Conveyance" shall mean and refer to actual conveyance of fee title to any Lot to any owner by a warranty deed or other document of title and shall not mean the mere execution of an installment sales contract.

Section 9. "Townhome" shall mean and refer to a single family dwelling unit constructed on a Lot.

Section 10. "Declarant" shall mean and refer to R. E. Peay and D.C. Dean Construction, a Partnership, its successors and assigns, if such successors or assigns shall acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 11. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties, including any amendments or supplements thereto, recorded in the office of the Recorder of Washington County, Utah.

Section 12. "Development" shall mean and refer to the above described real property and Common Area and any additions thereto together with all building and improvements thereon, described in this Declaration.

Section 13. "Board of Directors" shall mean and refer to the governing board of the Homeowner's Association defined above.

Section 14. "Person" shall mean and refer to one or more individuals, corporations, limited liability companies, partnerships, associations, labor organizations, legal representatives, mutual companies, joint-stock companies, trusts, unincorporated organizations, trustee, trustees in cases under the United States Bankruptcy Code, receivers and fiduciaries.

ARTICLE II PROPERTY RIGHTS

Section 1. Owners' Easements of Enjoyment. Every lot owner shall have a right and easement of use and enjoyment in and to the Common Area which easement shall be appurtenant to and shall pass with the title to every Lot subject to the following provisions:

- (a) The right of the Association to charge reasonable admission and other fees for the recreational facilities situated upon the Common Area, provided that such fees charged by the Association shall in no way affect its status as a non-profit corporation
- (b) The right of the Association, in accordance with its Articles and Bylaws, to borrow money for the purpose of improving the Common Area and in aid thereof to mortgage said property; the rights of such mortgage in said property; to be subordinate to the rights of the Owners hereunder. The right of the Association to mortgage common area property is subject to the approval required under Article II, Sec. 1 (d)
- (c) The right of the Association to suspend the voting rights of a member and to deny said member use of any recreational facility for any period during which any assessment against his Lot remains unpaid; and for a period of not to exceed sixty (60) days for any infraction of its published rules and regulations.

(d) With the approval of all the holders of first mortgage liens on lots, and two-thirds of the owners, the right of the Association to sell, abandon, partition, subdivide, exchange, hypothecate, alienate, encumber, dedicate, release or transfer all or part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. The granting of easements for public utilities or other public purposes consistent with the intended use of such Common Area by the Association shall not be deemed a transfer within the meaning of this clause. No such dedication or transfer shall be effective unless an instrument agreeing to such dedication or transfer signed by two-thirds (2/3) of the members has been recorded, with the written approval of all holders of first mortgage liens on lots.

(e) The right of the Association to take such steps as are reasonable, necessary or desirable to protect the Common Area against foreclosure.

(f) The right of the Association to grant and reserve easement and right-of-ways through, under, over and across the Common Area, for the installation, maintenance and inspection of lines and appurtenances for public or private utilities.

Section 2. Delegation of Use. In accordance with Shadowbrook By-Laws, the following persons shall have rights of enjoyment to the Common Area and facilities:

1. Homeowners and their family members
2. Authorized tenants.
3. Contract purchasers who reside on the property.

Only upon written prior approval of the Board of Directors shall individuals or groups of individuals not identified above be granted rights of enjoyment and then only for specified purposes and for specified periods of time.

ARTICLE III GOVERNANCE

The affairs of the Association shall be directed and managed by a Board of Directors duly elected by the members at an Annual Meeting and shall exercise the powers set forth in this Declaration, the By-laws of the Shadowbrook Homeowners

Association, and the Articles of Incorporation of the Shadowbrook Homeowners Association.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS

Membership. Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. When Association business requires a vote by the membership, only one vote may be cast for each Lot.

ARTICLE V
COVENANT FOR MAINTENANCE ASSESSMENTS

Section 1. Creation of the Lien and Personal Obligation of Assessments. Each owner of any Lot by acceptance of a deed therefore, whether or not it shall be so expressed in such Deed, is deemed to covenant and agree to pay to the Association: (a) annual assessments, (b) special assessments, and (c) capital assessments, such assessments to be levied, fixed, established and collected from time to time as hereinbelow provided. The assessment, together with interest, costs and reasonable attorney's fees, as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the Lot against which each such assessment is made. Each such assessment, together with interest, costs and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of such Lot at the time when the assessment became due. The personal obligation for delinquent assessments shall not pass to his successors in title unless expressly assumed by them.

Section 2. Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the members and in particular for the improvement, repair and maintenance of the Common Area, services and facilities devoted to this purpose and related to the use and enjoyment of the Common Area and of townhomes situated upon the Properties. They shall include, but are not limited to, funds for the actual cost to the Association of all taxes, utilities, insurance and shall include a reserve for repairs, replacement and maintenance of those elements of the Common Area and for the maintenance of the exteriors of the townhomes that must be replaced on a periodic basis, caring for the grounds, landscaping, garbage pickup, snow removal and other services furnished to owners by the Association, and other charges required by this Declaration or that the Board of Directors shall determine to be necessary to meet the primary purposes of the Association. Special and capital improvement assessments shall be used exclusively for the purposes for which such assessments were levied as provided for in this declaration.

Section 3 Basis and Maximum of Annual Assessments. Until January 1st of the year immediately following the conveyance of the first Lot to any owner, the maximum annual assessment shall be Seven Hundred Eighty Dollars

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(\$780.00) per Lot.

(a) From and after January 1st of the year immediately following the conveyance of the first Lot to an owner, the maximum annual assessment may be increased each year not more than ten percent (10%) above the maximum assessment for the previous year without a vote of the membership.

(b) From and after January 1st of the year immediately following the conveyance of the first Lot to an owner, the maximum annual assessment may be increased more than ten percent (10%) only by a vote of two-thirds (2/3) of the members who are voting in person or by proxy, at a meeting duly called for this purpose. The limitations hereof shall not apply to any change in the maximum and basis of the assessments undertaken incident to a merger or consolidation which the Association is authorized to participate in under its Articles of Incorporation.

(c) The Board of Directors shall fix the annual assessment at an amount not in excess of the maximum.

Section 4. Capital Improvement Assessments. In addition to annual assessments, with the approval of two-thirds (2/3) of the members, the Association may levy, for any assessment period, capital improvement assessments, applicable to the assessment period only, for the purpose of defraying, in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon any Common Area.

Section 5. Special Assessments. In addition to the annual assessments authorized above, the Association may levy, in any assessment year, a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of any capital improvement, upon the Common Area, including fixtures and personal property related thereto, and for the repair of the exteriors of the townhomes provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose.

Section 6. Notice and Quorum for any Action Authorized Under Section 3, 4 and 5. Written notice of any meeting called for the purpose of taking any action authorized under Sections 3, 4 or 5 shall be sent to all members not less than 30 days, nor more than 60 days, in advance of the meeting. At the first such meeting called, the presence of members or of proxies entitled to cast sixty percent (60%) of all the votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting shall be called subject to the same notice requirement, and the required quorum of the subsequent meeting shall be one-half (1/2) of the required

quorum at the preceding meeting. No such subsequent meeting shall be held more than 60 Days following the preceding meeting.

Section 7. Rate of Assessment. Annual, special and capital assessments shall be fixed at uniform rates for all lots and may be collected on a monthly basis, except that the Board may reduce the assessment on those lots on which improvements have not yet been erected nor occupied.

Section 8. Date of Commencement of Regular Assessments; Due Dates. The annual assessments provided for herein shall commence as to all lots on the first day of the month following the conveyance of the Common Area to the Association. The first annual assessment shall be adjusted according to the number of months remaining in the calendar year. The Board of Directors shall fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period. Written notice of the annual assessment shall be sent to every owner subject thereto. The due dates for payment of said assessment shall be established by the Board of Directors.

The Association shall, upon demand at any time, furnish a certificate in writing, signed by an officer of the Association setting forth whether the assessments on a specified Lot have been paid. Furthermore, a first mortgage holder, upon request, is entitled to a written certificate from the Association advising of any default by the Lot owner of any obligation not cured within sixty (60) days. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Section 9. Effect of Non-Payment of Assessments; Remedies of the Association. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, or such other rate as the Board of Directors may establish from time to time. The Association may bring an action at law against the owner personally obligated to pay the same, or foreclose the lien against the property, and interest, costs of suit, and reasonable attorney's fees incurred shall be added to the amount of such assessment.

Each such owner, by his acceptance of a deed to a Lot, hereby expressly grants to the Association, its successors, assigns, or agents the right and power to bring all actions against such owner personally for the collection of such charges as a debt and to enforce the aforesaid lien including foreclosure by an action brought in the name of the Association in a like manner as a mortgage or deed or trust lien on real property, and such owner hereby expressly grants to the Association a power of sale in connection with said lien. The lien provided for in this section shall be in favor of the Association and shall be for the benefit of all other lot owners. The Association, acting on behalf of the lot owners, shall have the power to bid in an interest foreclosed at foreclosure sale and to acquire and hold, lease, mortgage and convey the same.

Section 10. Non-Use and Abandonment. No owner may waive or escape personal liability for the assessments provided for herein, nor release the Lot owned by

him from the liens and charges hereof, by nonuse of any Common Area or abandonment of his Lot.

Section 11. Subordination of the Lien to Mortgages. The lien created hereunder upon any Lot shall be subject and subordinate to and shall not affect the rights of the holder of the indebtedness secured by any first mortgage (meaning a mortgage with first priority over other mortgages) or equivalent security interest on any Lot, made in good faith and for value, recorded prior to the date any such assessment becomes due. Any holder of a first mortgage lien or equivalent security interest on a Lot who comes into possession by virtue of foreclosure of a mortgage, or by deed or assignment in lieu of foreclosure, or any purchaser at a foreclosure sale will take said Lot free from assessments which accrue prior to the time such holder comes into possession of the Lot. No such sale or transfer shall relieve such Lot from liability for any assessments which thereafter became due or from the lien thereof.

Section 12. Exempt Property. The following property subject to this Declaration shall be exempt from the assessments created herein:

- (a) All Properties dedicated to and accepted by any local public authority;
- (b) The Common Area

Section 13. Management Agreements. The Board may employ a manager or other persons who may contract with independent contractors or managing agents to perform all or any part of the duties and responsibilities of the Association:

- (a) **Termination.** Any contract with a person or firm appointed as a manager or managing agent shall be terminable by the Association, for cause upon thirty (30) days' written notice thereof.
- (b) **Duration of Agreement.** Any such contract, and any other contract (except prepaid casualty and/or liability insurance policies of not to exceed three (3) years duration where the policy permits short term cancellation by the insured) with a third person wherein the third person is to furnish goods or services for any Common Area or the Association shall be limited to a duration of one (1) year; provided, however, that such contracts may be renewable for successive one (1) year periods with the approval, for each such period, by a vote or written consent of a majority of the members of the Association.

Section 14. Insurance Provisions. The Association and the Owners shall be responsible for maintaining such insurance as provided below:

(A) Association Responsibility

(1) Common Areas and Improvements. The Board of Directors, or its duly authorized agent, shall have the authority to and shall obtain insurance for all of the buildings and improvements originally constructed by Declarant, including without limitation, all townhomes (including exteriors), all Common Areas and the improvements,

buildings and amenities thereon. The fire and extended coverage on the Common Area and exteriors of the townhomes shall be in the amount of the replacement value.

(2) General Liability. The Board shall obtain a broad form public liability policy covering all common areas and all damage or injury caused by the negligence of the Association or any of its agents in an amount typically provided for associations of this type. Said insurance may include coverage against vandalism.

(3) Additional insurance for the Association's blanket policy, such as flood or earthquake insurance must be approved by a majority vote of the membership.

(4) Association Bonding and Fidelity Coverage. The Board of Directors shall provide a bond for the Association treasurer and also provide fidelity coverage against dishonest acts on the part of managers, directors, officers, employees, volunteers, management agents or others responsible for handling funds held and collected for the benefit of owners or members. Said fidelity insurance shall (1) name the Association as obligee or beneficiary; and (2) contain waivers of any defense based on the exclusion of persons who serve without compensation from any definition of "employee".

(5) Disbursements of Proceeds and Payments of Deductible. In the event of damage or destruction by fire or other casualty to the properties covered by insurance written in the name of the Association, the Board of Directors, with the concurrence with the mortgagee, if any, upon receipt of the insurance proceeds, shall contract to rebuild or repair such damaged or destroyed portions of the properties to their former condition. The Board of Directors shall advertise with sealed bids with licensed contractors, and may negotiate with said contractors who shall be required to provide a full performance and payment bond for the repair, reconstruction or rebuilding or such destruction of building or buildings. When Common Areas, grounds or building exteriors as originally constructed by Declarant are involved, the Association is liable for the insurance deductible. For all other matters, the Owner shall be responsible for the deductible applicable to his unit. In the event that insurance proceeds are insufficient to pay all of the costs of repairing and/or rebuilding to the same condition as formerly, the Board of Directors shall levy a special assessment against all owners of the damaged townhomes in such proportions as the Board of Directors being fair and equitable in light of the damage sustained to said townhomes.

When the damage or destruction occurs in the Common Areas or limited common areas and the insurance proceeds are insufficient to pay the cost of repairing, restoring or rebuilding, the Board of Directors are empowered to levy a special assessment against all owners to make up the deficiency.

(6) Responsibility for Premiums. Premiums for all insurance coverage obtained by the Board of Directors for the Shadowbrook Development, including insurance on the townhomes, shall be written in the name of the Association, as trustee. No owner may waive the right and obligation to be covered by the insurance obtained by the Association.

(7) Annual Review. All insurance policies obtained by the Association shall be reviewed annually by the Board of Directors to ascertain whether the coverage contained in the policies is sufficient to make any necessary repairs or replacements of the properties that may have been damaged or destroyed.

(8) Multiple Claims by Individual Homeowners. If more than one property is involved in an insurance claim, the Board of Directors shall resolve the issue by determining fairly and impartially the proportionate share of the deductible and/or expense to be paid by the various claimants.

(B) Individual Owner Insurance Responsibility: Each townhome Owner is encouraged to carry personal property insurance on the contents of his townhome or townhomes (HO6 or content policy) and proof of such insurance shall be made available to the Board of Directors upon request. For interior damage to an individual home covered by the Association's blanket policy, the effected homeowner shall be responsible for the deductible.

It is not the responsibility of the Association to provide insurance for any improvements or modifications to a townhome. The Association policy only covers the original construction by the Declarant. Homeowners are encouraged to obtain additional property insurance upon the improvement or modification.

ARTICLE VI PARTY WALLS

Section 1. General Rules of Law to Apply. Each wall built as a part of the original construction of a townhome upon the properties and placed between two (2) separate living units intended for use and occupancy as a residence by a single family shall constitute a party wall and to the extent not inconsistent with the provisions of this Article, the general rules of law regarding party walls and liability for property damage due to negligence or willfull acts or omissions shall apply thereto.

Section 2. Sharing of Repair and Maintenance. The cost of reasonable repair and maintenance of a party wall shall be shared equally by the owners who make use of the wall.

Section 3. Destruction by Fire or Other Casualty. If a party wall is destroyed or damaged by fire or other casualty, then to the extent that such damage is not covered by insurance and repaired out of the proceeds of same, any owner who has used the wall may restore it, and if the owners thereafter make use of the wall, they shall contribute to the cost of restoration thereof in equal proportions without prejudice, however, to the right of any such owners to call for a larger contribution from the others under any rule of law regarding liability for negligence or willful acts or omissions. The word "use" as referred to herein means ownership of a dwelling unit or other structure which incorporates such wall or any part thereof.

Section 4. Weatherproofing. Notwithstanding any other provisions of this Article, to the extent that such damage is not covered and paid by the insurance provided for herein, an owner who by his negligence or willful act causes the party wall to be exposed to the elements shall bear the whole cost of furnishing the necessary protection against such elements.

Section 5. Right to Contribution Runs With the Land. The right of an owner to contribution from any other owner under this Article shall be appurtenant to the land and shall pass to such owner's successors in title.

Section 6. Arbitration. In the event of any dispute arising concerning a party wall, or under the provisions of this Article, each party shall choose one arbitrator, and the decision shall be by a majority of all the arbitrators. Should any party refuse to appoint an arbitrator within ten (10) days after written request thereof, the Board of Directors of the Association shall select an arbitrator for the refusing party. When only two parties are in dispute, they each choose a potential arbitrator and said potential arbitrators select a third arbitrator to make a decision.

Section 7. Encroachment. If any portion of a party wall or other part of a building or structure now or hereafter constructed upon said property encroaches upon any part of the Common Areas or upon the lot or lots used or designated for use by another lot owner, an easement for the encroachment and for the maintenance of same is granted and reserved and shall exist and be binding upon the Association and upon all present and future owners of any part of said property for the benefit of the present and future owners of such encroaching building or structure for the purpose of occupying and maintaining the same; in the event a structure consisting of more than one dwelling unit becomes partially or totally destroyed or in need of repair or replacement, mutual and reciprocal easements are granted and reserved upon the Common Areas and in and upon each dwelling unit and lot for the benefit of the Association and the adjacent owner or owners to the extent reasonably necessary or advisable to make repairs and replacements; and minor encroachments resulting from any such repairs and/or replacements and the maintenance thereof are hereby granted and reserved for the benefit of the present and future owners thereof. The easements for encroachment herein granted and reserved shall run with the land.

ARTICLE VII ARCHITECTURAL CONTROL

No fence, wall, building, sign or other structure (including basketball standards) or exterior addition to, or change or alteration thereof, including painting, or landscaping, shall be commenced, constructed, erected, placed, altered, maintained or permitted to remain on the Shadowbrook premises or any portion thereof, until plans and specifications shall have been submitted to and approved in writing by the Board of the Association, or by an architectural committee composed of three (3) or more representatives appointed by the Board. Said plans and specifications shall be prepared by a duly licensed architect or other person approved by the Board and shall include, where appropriate, the following:

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- (a) Plot plans, showing the location of all structures and showing grade elevations and drainage;
- (b) Building plans, including floor, foundation and roof plans, with all materials therefor;
- (c) Exterior elevations, surfaces, sections, structural design and salient exterior details;
- (d) General exterior color scheme; and
- (e) Landscaping plans, showing type, location and elevation of trees, bushes, shrubs, plants, hedges and fences.

All such plans and specifications shall be submitted in writing over the signature of the owner of the property or such owner's authorized agent.

2. Approval shall be based, among other things, on adequacy of site dimensions; adequacy of structural design and material; conformity and harmony of external design with neighboring structures; effective location and use of improvements, landscaping, operations and uses; relation of topography, grade and finished ground elevation of property being improved to that of neighboring property; proper facing of main elevations with respect to nearby streets; preservation of view and aesthetic beauty with respect to fences, walls and landscaping; assurance of adequate access by the Association in connection with the performance of its duties and the exercise of its powers hereunder; conformity with such rules and regulations as may be adopted by the Board in accordance with this Article; and conformity of the plans and specifications to the purpose and general plan and intent of this Declaration.

3. In the event the Board fails to either approve or disapprove such plans and specifications within thirty (30) days after the same have been submitted to it, it shall conclusively be presumed that the board has approved such plans and specifications. All improvement work approved by the Board shall be diligently completed and constructed in accordance with approved plans and specifications.

4. Unless at least two-thirds (2/3) of the members have voted in favor of or given their prior written approval, the Association shall not be entitled by act or omission to change, waive or abandon any scheme of regulations or enforcement thereof, pertaining to the architectural design or the exterior appearance of townhomes, the exterior maintenance of townhomes, the maintenance of the Common Area, or the upkeep of lawns and plantings on the Common Area.

ARTICLE VIII EXTERIOR MAINTENANCE

In addition to the maintenance of the Common Area, the Association shall provide exterior maintenance upon each Lot which is subject to assessment, including but not limited to paint, repair, replacement and care of roof, original gutters, downspouts, exterior buildings surfaces, trees, shrubs, grass, walks, and other exterior improvements. Such exterior maintenance shall not include glass surfaces or heating and cooling units or equipment located upon any Lot or upon the roof of any townhome.

In the event that the need for maintenance or repair is caused through willful or negligent act of the owner, his family, or guests or invitees of the owners of the Lot needing such maintenance or repair, the cost of such exterior maintenance shall be added to and become part of the assessment to which such Lot is subject.

ARTICLE IX EASEMENTS

Section 1. Minor Encroachments. Each Lot and the Common Area shall be subject to an easement for encroachment created by construction, repair, shifting, settling or movement, and overhangs as designed or constructed by Declarant. A valid easement for said encroachment and for the maintenance of same, so long as it stands, shall and does exist.

Section 2. Utilities Easement. There is hereby granted and conveyed to the city of St. George, telephone and telegraph providers, natural gas providers, cable television providers, etc., their successors and assigns, a blanket easement upon, across and over and under all of the common area for ingress, egress, installation, replacing, repairing and maintaining all utilities at such location or locations as said utilities deem appropriate.

Section 3. Public Safety and Service Easement. An easement is granted to all police, fire protection, ambulance, trash collection and all similar persons to enter upon the streets and Common Area in the performance of their duties. Notwithstanding anything to the contrary contained in this Article, no sewers, electrical lines, water lines, or other utilities may be installed or relocated on said property except as initially planned and approved by the the Board of Directors .

Section 4. Association Easement for Ingress and Egress. An easement is hereby granted to the Association, its officers, agents, employees and to any management company selected by the Association, to enter in or to cross over the Common Area and any individual Homeowner's Lot to perform the duties of maintenance and repair of the townhome or Common Area provided for herein.

ARTICLE X RIGHT OF FIRST MORTGAGEES TO PAY TAXES OR OTHER CHARGES WHICH ARE IN DEFAULT

First mortgagees of lots within this planned unit development, may, jointly or singly, pay taxes or other charges which are in default and which may or have become a charge against any Lot or Common Area and may pay overdue premiums on hazard insurance coverage on the lapse of a policy for such Lot or Common Area and first mortgagees making such payment shall be owed immediate reimbursement therefor from the Association. Any reimbursement made by the Association on behalf of a Lot Owner, as provided for herein, shall be deemed a lien and assessment under Article V.

ARTICLE XI
USE RESTRICTIONS

Section 1. Residential Use. No owner shall occupy or use his townhome, or permit the same or any part thereof to be occupied or used for any purpose other than a private residence for the owner and the owner's family or the owner's lessees or guests.

Section 2. Fee Conveyed. Each Lot shall be conveyed as a separately designed and legally described freehold estate, the owner taking title in fee simple, subject to the terms, conditions, and provisions hereof.

Section 3. Animals. No animals, livestock or poultry of any kind shall be raised, bred or kept on any of said lots, except that dogs, cats or other household pets, may be kept provided that they are not kept, bred or maintained for any commercial purposes. Notwithstanding the foregoing, no animals or fowl may be kept on the property which result in an annoyance or are obnoxious, by noise, smell or otherwise to lot owners. All pets must be kept on the lots or on a leash when in the Common Areas. The Board may pass such further rules and regulations governing animals which are reasonable and appropriate.

Section 4. Signs. No signs of any kind shall be displayed to the public view on or from any Lot or the Common Area without prior consent of the Board of Directors.

Section 5. Use of the Common Area. Except for the rights of ingress and egress, owners are hereby prohibited and restricted from using any of said Common Area other than as permitted in this Declaration or as may be allowed by the Directors of the Association. It is expressly acknowledged and agreed by all parties concerned that this restriction is for the mutual benefit of all owners of lots in the properties and is necessary for the protection of the interest of all said owners in and to the Common Area. There shall be no obstruction of the Common Area. Nothing shall be stored in the Common Area without the prior consent of the Board of Directors.

Section 6. Prohibited Used. No noxious or offensive activities shall be carried on in any Lot or in the Common Area, nor shall anything be done therein which may be or become an annoyance or nuisance to the neighborhood or which shall in any way interfere with the quiet enjoyment of each of the owners or shall in any way increase the rate of insurance obtained by the Association.

Section 7. Oil and Mining Operations. No oil drilling, oil development operations, oil refining, quarrying or mining operations of any kind shall be permitted upon or in the properties of any lot or Common Area. No derrick, lift, shaft or other structure designed for use in boring for oil or natural gas shall be erected, maintained or permitted upon the properties or any lot or Common Area.

Section 8. Alteration of Common Area. Nothing shall be altered or constructed or removed from the Common Area, except with the written consent of the Board of Directors.

Section 9. Owner's Responsibility for Maintenance. All utilities, fixtures and equipment including but not limited to heating and cooling installed within a townhome commencing at a point where the utility lines, pipes, wires, conduits or systems enter the exterior walls or roof of a townhome shall be maintained and kept in repair by the owner thereof. The Owner shall also maintain, repair and replace, at his expense, any heating or cooling unit located upon the roof of his townhome or upon his Lot. An owner shall do no act nor any work that will impair any easement or hereditament, nor do any act nor allow any condition to exist which will adversely affect the other townhomes or their owners.

Section 10. Time Sharing Prohibited. Neither the Association nor the owner of any Lot shall allow or permit any form of time sharing ownership

Section 11. Leases and Rentals. Any lease or rental agreement between a townhome owner and a lessee or renter shall be required to provide that the terms of the lease shall be subject in all respects to the provisions of this Declaration, Articles of Incorporation of the Association and the By-laws of said Association, and that any failure by lessee or renter to comply with the terms of such documents shall be in default under the lease. Furthermore, all leases or rentals shall be in writing and must be filed with the Board.

Section 12. Garages. All garages constructed shall be maintained as such and shall not be converted to additional living space.

Section 13. Exterior Television Dishes or Other Antennas. No exterior radio, TV, or other antennas shall be placed, allowed or maintained upon any lot without prior written approval of the Board of Directors. Installation and use of Television or other exterior antennas shall be consistent with the latest Federal Regulation pertaining thereto.

ARTICLE XII GENERAL PROVISIONS

Section 1. Enforcement. The Association, or its successors in interest, or any owner, shall have the right to sue for damages, or to enforce by any proceeding injunctive or otherwise, at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of this Declaration, Bylaws or Articles of Incorporation. Specifically, the aggrieved party may seek to recover damages and for injunctive relief. Failure by the Association to enforce any covenant or restriction therein contained shall in no event be deemed a waiver of the right to do so thereafter.

Section 2. Severability, Construction and Validity of Restrictions. All of said conditions, covenants and reservations contained in this Declaration shall be construed together, but if it shall at any time be held that any one of said conditions, covenants or reservations, or any part thereof, is invalid, or for any reason becomes unenforceable, no other condition, covenant, or reservation, or any part thereof, shall be thereby affected or impaired: and the Association and lot owners, their successors, heirs, and/or assigns shall be bound by each article, section, subsection, paragraph, sentence clause and phrase of this Declaration, irrespective of the fact that any article, section, subsection, paragraph, sentence, clause or phrase be declared invalid or inoperative or for any reason become unenforceable.

Section 3. Duration. The covenants and restrictions of this Declaration shall run with and bind the land, and shall inure to the benefit of and be enforceable by the Association, or the owner of any Lot subject to this Declaration, their respective legal representative heirs, successors, and assigns for a term of thirty (30) years from the date this Declaration is recorded, after which time said covenants shall be automatically extended for successive periods of ten (10) years.

Section 4. Gender and Grammer. The singular wherever used in this Declaration shall be construed to mean the plural when applicable and the necessary grammatical changes required to make the provisions hereof apply either to corporations or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.

Section 5. Conflicts. In case of any conflict between this Declaration as the same may be amended from time to time, and the Articles of Incorporation and the By-laws of the Association, as they may be amended from time to time, the provisions of this Declaration shall be controlling.

ARTICLE XIII AMENDMENTS

Except as otherwise provided herein, this Declaration may be amended during the first twenty (20) year period by an instrument signed by not less than eighty percent (80%) of the Lot owners, and thereafter, by an instrument signed by not less than seventy-five percent (75%) of the Lot owners, which amendment shall be effective upon recordation in the Office of the Recorder of Washington County, State of Utah. Prior to any material amendment to this Declaration, written notice shall be sent to all holders of first mortgage liens, setting forth said amendment and advising them of the date that the members will vote on said amendment.

The undersigned, being all of the members of the Board of Directors of the Shadowbrook Homeowners Association verify that a meeting was held for the purpose of

00596135 Bk1192 Pg0606

amending the CC&R's and that the requisite number of members was there to constitute a quorum and that eighty percent (80%) of all the Lot Owners approved this Declaration as amended. Further, the signatures of not less that eighty percent (80%) of the Lot Owners approving this Declaration as amended is attached hereto as Exhibit "A".

BOARD OF DIRECTORS
SHADOWBROOK HOMEOWNERS'
ASSOCIATION

by Liliana I. Stoddard

by John V. Knight

by Evelyn Barber

by James J. Jones

by Richard C. Ellett

STATE OF UTAH,

: : ss
County of WASHINGTON)

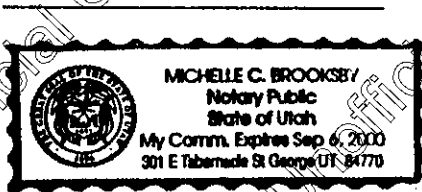
On the 6TH day of MARCH, 1998 before me, a Notary Public in and for the above State and County, personally appeared EILEEN T. STODDARD, LOIS V. KNIGHT, EVELYN J. BARLOW, JAMES L.

JENSEN, & RICHARD G. ELLIOTT, Shadowbrook Homeowners' Association Board of Directors, who being by me first duly sworn, declared to me that they are the persons who signed the foregoing document and that the Statements therein contained are true. In witness whereof, I have hereunto set my hand and seal this 6th day of MARCH, 1998

Michelle C. Brooksey
Notary Public

Residing at _____

My commission expires:



BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Fred J. Tucker
Collen M. Tucker

EXHIBIT "A"

00596135 Br.1192 Pg.0609

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).
2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.
[] against (mark one)

SIGNATURE: _____

L. Glenn Hays

2

00596135 Bk1192 Pg0610



BALLOT

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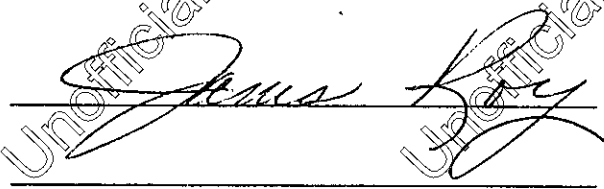
I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:



00596135 Bk.1192 Pg0611

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

unit #4

Sue Delasquez

BALLOT

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against (mark one)

SIGNATURE:

Scott J. Pence

00596135 Bk 1192 Pg 0613



BALLOT

This Ballot contains important instructions, please read it carefully.

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against (mark one)

SIGNATURE: _____

00596135 Bk1192 Pg0614

BALLOT

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[] against (mark one)

SIGNATURE:

John K. G...

00596135 Bk 1192 Pg 06 15

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

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[] against (mark one)

SIGNATURE:

A. George Parks
Phyllis P. Torres

00596135 Bk1192 Pg0616

BALLOT

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[] against (mark one)

SIGNATURE:

John P. Peterson

00596135 Bk.1192 Pg0617

BALLOT

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against (mark one)

SIGNATURE: _____

Gene H. Allen

00596135 Bk1192 Pg0618

BALLOT

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[] Against (mark one)

SIGNATURE:

Edward Christensen
Georgin S. Christensen

00596135 Bk.1192 Pg.0619



BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

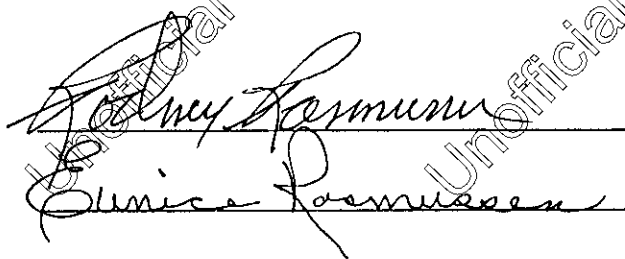
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against (mark one)

SIGNATURE:



00596135 Bk1192 Pg0621

BALLOT

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[] against (mark one)

SIGNATURE:

David B. Allen

GENERAL PARTNER of ALLEN FAMILY ENTERPRISES

#18

00596135 Bk1192 Pg0623

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

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[] against (mark one)

SIGNATURE: _____

Carol A. Schary



BALLOT

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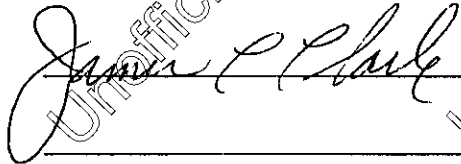
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against (mark one)

SIGNATURE:



00596135 Bk1192 Pg0625

BALLOT

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against (mark one)

SIGNATURE:

Vern Beesley
Vern Beesley

00596135 Bk1192 Pg0627

BALLOT

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[] against (mark one)

SIGNATURE:

Wayne D. Eckman
Paralel M. Eckman

BALLOT

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[] against (mark one)

SIGNATURE:

Dee A. Bell

00596135 Bk1192 Pg0629

BALLOT

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Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Kevin J. Prewer
Barbara C. Bauer

00596135 Bk1192 Pg0631

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

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against (mark one)

SIGNATURE: _____

[Handwritten Signature]
#29

BALLOT

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[] against (mark one)

SIGNATURE: _____

Blake L. Westwood

00596135 Bk 1192 Pg 0424

BALLOT

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[] against (mark one)

SIGNATURE:

Barlene Anterietti

00596135 Bk 1192 Pg 0635

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

Gordon M Briggs
Jane L Briggs

00596135 Bk1192 Pg0636

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Dasene Spencer

00596135 Bk1192 Pg0637

BALLOT

This Ballot contains important instructions, please read it carefully.

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE: _____

Lorna Rue F. Pysman
35

00596135 Bk1192 Pg0638

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Sam F. Steed

00596135 Bk1192 P60639

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE: _____

00596135 Bk1192 Pg0640

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

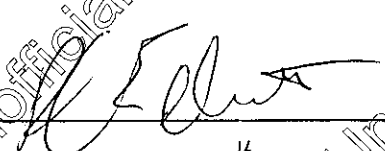
I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE: _____


_____ # 35

40

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE: Richard E. Hawkins #40

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: [] for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

W. Fred W. Cannon
Belle A. Cannon

00596135 BK1192 Pg0643

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

John A. Wynn
E. James Patton

✓

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE: _____

00596135 Bk1192 Pg0646

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Deane L. Whitehead
Josephine Whitehead

00596135 Bk 1192 Pg 0647

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

Gerald L. Stoddard

Eileen L. Stoddard #48

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Louis Duraff

00596135 Bk1192 Pg0649 ✓

BALLOT

This Ballot contains important instructions, please read it carefully.

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE: _____

Rae A. Galley

00596135 Bk 1192 Pg 0650

✓

BALLOT

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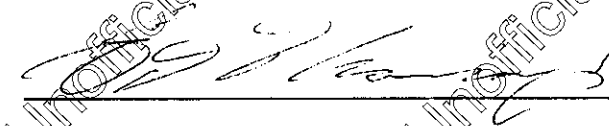
I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: [] for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

 # 37

00596135 BK1192 Pg0651

✓

BALLOT

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[] against (mark one)

SIGNATURE:

Stanley M. Honer
Elizabeth H. Honer

00596135 Bk 1192 Pg 0652

BALLOT

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against (mark one)

SIGNATURE:

Mary J. Fisk

00596135 Bk 1192 Pg 0653

BALLOT

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 against (mark one)

SIGNATURE:

Victor J. Locasas
Elizabeth R. Locasas

BALLOT

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Against (mark one)

SIGNATURE:

Clarence Brooks #55
Lavonda Brooks

00596135 Bk1192 Pg0655



BALLOT

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2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE: _____

Robert J. Price #54

00596135 Bk 1192 Pg 0656

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Albert S. Nelson
Myrlene F. Nelson

00596135 Bk 1192 Pg 0657

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

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1. By-Laws as amended: for [] against (mark one).
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[] against (mark one)

SIGNATURE: _____

Arden B. Carl

BALLOT

This Ballot contains important instructions, please read it carefully.

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2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

Jules Madully for Jean Synett #60

00596135 Bk 1192 Pg 0659

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).
2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

A. W. Barber

Evelyn Barber

00596135 Bk.1192 Pg.0660

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

David Carson
Flora J. Carson

00596135 Bk1192 Pg0661

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Donna L. Lauer

00596135 Bk.1192 Pg0463

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).
2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

John W. Lambert
Lois D. Lambert

00584135 BK1192 Pg0444

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

Deborah Surt
Lisa Surt

00596135 Bk 1192 Pg 0665

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).
2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE: _____

Donald R. ...

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE: _____

[Handwritten Signature]

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Josh S. French
Pauline C. French

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

Against (mark one)

SIGNATURE: _____

[Handwritten Signature]

00596135 Bk 1192 Pg 0669

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Don G. Steed
Margaret Steed

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).
2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.
[] against (mark one)

SIGNATURE: _____

Melanie Beltrami

00596135 Bk1192 Pg0672

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Josh S. Fuchs
Pauline E. Fuchs

BALLOT

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I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

Robert M Johnson
Shirley L Johnson

00596135 Bk1192 Pg0674

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Arden Callahan

00596135 Bk1192 Pg0675

BALLOT

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: [X] for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE:

James S. Wassen
Rash E. Hansen

00596135 Bk. 1192 Pg 0677

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: [] for [] against (mark one).
2. Amended CC&Rs: [] for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

[] against (mark one)

SIGNATURE: _____

Spis T. Knight

00596135 Bk1192 Pg0678

BALLOT

8

This Ballot contains important instructions, please read it carefully.

I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:

Robert B. Paulsen

00596135 Bk.1192 Pg.0679

BALLOT

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I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for [] against (mark one).

2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.
[] against (mark one)

SIGNATURE: _____

Maria Espinosa

00596135 Bk1192 Pg0680

BALLOT

This Ballot contains important instructions, please read it carefully.

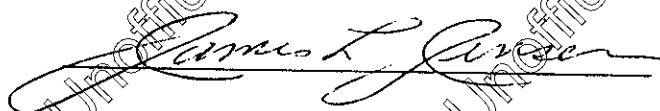
I have read the proposed Amended Declaration of Covenants, Conditions and Restrictions of Shadowbrook Homeowners Association, a Planned Unit Development, St. George, Utah (Board Recommended Version 10/97) ("Amended CC&Rs") and the By-Laws of Shadowbrook Homeowners Association, as proposed to be amended ("By-Laws as amended"), which were sent with this Ballot.

I hereby cast my vote on each of said documents as follows:

1. By-Laws as amended: for against (mark one).
2. Amended CC&Rs: for -- if you vote for adopting the proposed Amended CC&Rs, you must also sign your name in the space provided below. The current CC&Rs require the signature on an instrument of not less than 80% of the Owners if the CC&Rs are to be amended. If the requisite number of signatures is obtained, this ballot will be recorded with the Amended CC&Rs or your signature will be cut from the Ballot and pasted with other signatures on a single petition which will be recorded.

against (mark one)

SIGNATURE:



00596135 BK1192 Pg0681