

WHEN RECORDED, MAIL TO:

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RUSSELL SHIRTS * WASHINGTON CO RECORDER
2000 FEB 15 10:44 AM FEE \$25.00 BY BJ
FOR: SOUTHERN UTAH TITLE CO

**SECOND SUPPLEMENTAL DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
OF SKY MOUNTAIN GOLF ESTATES**

THIS SECOND SUPPLEMENTAL DECLARATION ("Supplement") is made this ²⁵
day of FEBRUARY, 2000, by **SKY MOUNTAIN GOLF ESTATES, L.L.C.**, a Nevada
limited liability company (the "Declarant").

RECITALS:

A. Declarant caused that certain Declaration of Covenants, Conditions and Restrictions of Sky Mountain Golf Estates to be recorded on May 14, 1999, as Document No. 00647269, in the records of the County Recorder of Washington County, Utah (the "Declaration").

B. Declarant caused that certain Clarification of Declaration of Covenants, Conditions and Restrictions of Sky Mountain Golf Estates to be recorded in Book 1345, Page 2508, as Document No. 00661053, in the records of the County Recorder of Washington County, Utah.

C. Declarant caused that certain Supplemental Declaration of Covenants, Conditions and Restrictions of Sky Mountain Golf Estates to be recorded on October 12, 1999, in Book 1349, at Page 1809, as Document No. 00665255, in the records of the County Recorder of Washington County, Utah.

D. Pursuant to Article XI of the Declaration, Declarant has the unilateral right to expand the Community, as defined in the Declaration, from time to time by adding thereto all or any portion of certain additional land owned by Declarant and described in Exhibit "B" to the original Declaration (the "Annexable Property").

E. Declarant is the owner of that certain real property described in Exhibit "A" attached hereto and incorporated herein by this reference, together with any improvements constructed thereon (the "Annexed Property") which is a portion of the Annexable Property.

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F. Pursuant to the provisions of Article XI of the Declaration, Declarant desires to supplement the Declaration to expand the Community by adding thereto the Annexed Property as hereinafter provided.

NOW, THEREFORE, pursuant to, and in compliance with, Article XI of the Declaration, Declarant hereby amends and supplements the Declaration as follows:

1. Annexation. The Annexed Property, together with any improvements thereto and all easements, rights and appurtenances thereunto belonging, is hereby annexed to, and made a part of, the Community, and the jurisdiction of the Association is hereby extended to cover the Annexed Property (the Annexed Property is pursuant to this Supplement now included in the term "Community" as defined and used in the Declaration, this Supplement and all future supplements and amendments to the Declaration). The terms and provisions of the Declaration are hereby incorporated herein by reference in order to accomplish such annexation. Any capitalized terms contained herein and defined in the Declaration shall have the meaning as set forth in the Declaration.

2. Grant of Easements. Declarant hereby grants to the Owners of Units in the Community a non-exclusive easement of use and enjoyment in, to, and throughout the Common Area located in the Annexed Property and for ingress, egress, and support over and through such Common Area. Each such non-exclusive easement shall be appurtenant to and pass with title to each Unit in the Community, subject to the rights and restrictions set forth in Article II of the Declaration.

3. Reservation of Easements. Declarant hereby reserves, for the benefit of the Owners of Units in subsequent phases which may be annexed to the Community, a non-exclusive easement of use and enjoyment in, to, and throughout the Common Area in the Community and for ingress, egress, and support over and through the Common Area of the Community.

4. Rights and Obligations of Owners. Upon recordation of this Supplemental Declaration, the following shall have been effected:

4.1 All Owners in the Community shall be entitled to use the Common Area in the Annexed Property, subject to the provisions of the Declaration;

4.2 Owners of Units in the Annexed Property shall thereupon become Members of the Association, shall be subject to the provisions of the Declaration and shall be entitled to use the Common Areas of the Community;

4.3 All Owners of Units in the Annexed Property shall have the same membership and voting rights as other Owners. Votes shall not be cast separately by phase; and

4.4 The Association assessments shall be reassessed with the Annexed Property being assessed for a proportionate share of the total expenses of the Community on the same

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basis as the other property in the Community; provided, however, that such reassessment shall not alter the amount of any assessment assessed to a Unit prior to such reassessment.

5. As supplemented and amended by this Supplement, all of the terms and provisions of the Declaration, as previously amended and supplemented, are hereby expressly ratified and confirmed, shall remain in full force and effect, and shall apply to the Community as expanded.


IN WITNESS WHEREOF, Declarant has executed this Supplement on the day and year first above written.

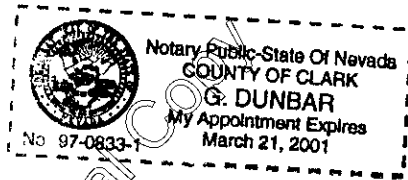
**SKY MOUNTAIN GOLF ESTATES, L.L.C.,
a Nevada limited liability company**

By: 
FRED AHLSTROM
Its: **Manager**

STATE OF NEVADA)
)ss.
COUNTY OF CLARK)

This instrument was acknowledged before me on February 7, 2000, by FRED AHLSTROM, as Manager of SKY MOUNTAIN GOLF ESTATES, L.L.C., a Nevada limited liability company.


Notary Public
My Commission Expires: 3-21-01



3.

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EXHIBIT "A"

Legal Description

All that certain real property located in the State of Utah, County of Washington, being more particularly described as follows:

Lots 17, 18, 19, 42, 43, 47, 48, 49, 50, and 51, according to Sky Mountain Golf Estates Map 1 Amended, recorded February 24, 1999, under File 637439, in Book 1318, at Page 58, in the Office of the County Recorder of Washington County, Utah.

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