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Snow & Jensen, P.C.
PO Box 2747
St. George, UT 84771

00687326 Bk 1370 Pg 2267
RUSSELL SHIRTS * WASHINGTON CO RECORDER
2000 JUN 05 16:40 PM FEE \$22.00 BY BJ
FOR: SNOW & JENSEN

Mail tax notice to:
Southgate Development, LLC
297 West Hilton Drive, Suite 4
St. George, UT 84770

FIRST AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR
THE JOSHUAS AT SOUTHGATE
A RESIDENTIAL PLANNED UNIT DEVELOPMENT

This Amendment to the Declaration of Covenants, Conditions and Restrictions for The Joshuas at Southgate is made and executed in St. George, Washington County, State of Utah, this 21st day of May, 2000, by Declarant SOUTHGATE DEVELOPMENT L.L.C., and property owners SOUTHGATE DEVELOPMENT L.L.C and Richard O. Petty (owner of Lot 3), and amends the Declaration of Covenants, Conditions and Restrictions for The Joshuas at Southgate dated January 14, 2000, and recorded on February 9, 2000 as Entry No. 00675813, in Book 1359, at pages 1393-1432, on the records of the Washington County Recorder's Office. This amendment is made pursuant to Article XIV of the CC&Rs, which allows for an amendment by an instrument signed by not less than 75% of the lot owners, and pursuant to Article XI, sections 2(c) and 4 of the CC&Rs, regarding Declarant's ability to amend the CC&Rs with respect to expandable land.

The following portions of the Declaration of Covenants, Conditions, and Restrictions for The Joshuas at Southgate are hereby amended to read as follows:

Article I, Section 6. "Expandable Land" means and refers to those portions of land set forth in Exhibits A and C attached hereto and made a part hereof, which sets forth property which Declarant may obtain in order to expand the THE JOSHUAS AT SOUTHGATE.

ARTICLE XI
ANNEXATION OF ADDITIONAL PROPERTIES

Section 1. Annexation by Declarant. Declarant reserves the right and option to expand the Property and annex all or any part of the Expandable Land. (See Exhibits A and C hereto for the legal description of the Expandable Land.) The annexation of such land shall become effective upon the recordation in the Office of the County Recorder of Washington County, State of Utah, of a Supplementary Declaration which (i) describes the land to be annexed or incorporated by reference within the description contained in the Expandable Land portion of the Plat, (ii) declares that the

annexed land is to be held, sold, conveyed, encumbered, leased, occupied and improved as part of the Property subject to the Declaration, and (iii) sets forth such additional limitations, restrictions, covenants and conditions as are applicable to the annexed land. When such annexation becomes effective, the annexed land shall become part of the Property and shall be subject to the terms of the covenants, conditions and restrictions, which terms, covenants, conditions and restrictions run with the land, of this Declaration or any supplements or amendments thereto. Such annexation may be accomplished in one or more annexations or phases without limitation as to size or location within the Expandable Land.


Section 2. Limitation on Annexation. Declarant's right to annex said land to the Property shall be subject to the following limitations:

- (a) The annexed land must be part of the Expandable Land described in Exhibits A and C hereto.

IN WITNESS WHEREOF, the undersigned, being Declarant herein, has hereunto set his hand and seal the day and year first written above.

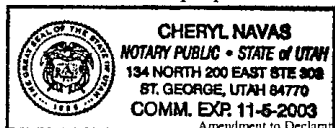
DECLARANT:

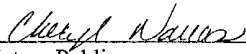
SOUTHGATE DEVELOPMENT L.L.C.


 By: UTAH RESOURCES INTERNATIONAL, INC.
 (GERRY T. BROWN, VICE PRESIDENT)
 MANAGER

STATE OF UTAH,)
 : ss.
 County of Washington.)

On this 26 day of May, 2000, personally appeared before me GERRY T. BROWN, whose identity is personally known to me or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn, did say that he is the Vice President of Utah Resources International, Inc., the Manager of Southgate Development L.L.C., a Utah limited liability corporation, and that he executed the foregoing AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS on behalf of said corporation being authorized and empowered to do so by the Bylaws of the corporation, and he did duly acknowledge before me that the corporation executed this document for the uses and purposes stated therein.




 Notary Public

PROPERTY OWNERS:

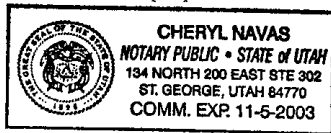
SOUTHGATE DEVELOPMENT L.L.C.

[Signature]
By: UTAH RESOURCES INTERNATIONAL, INC.
(GERRY T. BROWN, VICE PRESIDENT)
MANAGER

[Signature]
Richard O. Petty, owner of Lot 3

STATE OF UTAH,)
 : ss.
County of Washington.)

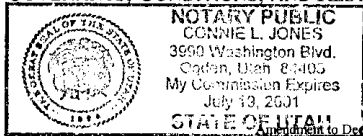
On this 26 day of May, 2000, personally appeared before me GERRY T. BROWN, whose identity is personally known to me or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn, did say that he is the Vice President of Utah Resources International, Inc., the Manager of Southgate Development L.L.C., a Utah limited liability corporation, and that he executed the foregoing AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS on behalf of said corporation being authorized and empowered to do so by the Bylaws of the corporation, and he did duly acknowledge before me that the corporation executed this document for the uses and purposes stated therein.



[Signature]
Notary Public

STATE OF UTAH,)
Weber : ss.
County of Washington.)

On this 27 day of May, 2000, personally appeared before me Richard O. Petty, whose identity is personally known to me or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn, did say that he executed the foregoing AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS for the uses and purposes stated therein.



[Signature]
Notary Public

EXHIBIT A
EXPANDABLE LAND

Beginning at a point which is S 89°04'49" W 2446.66 feet along the ¼ section line and SOUTH 687.70 feet from the center of Section 1, T43S, R16W, SLB&M said point being on the east right of way line of Tonaquint Drive; thence S 51°29'55" E 623.41 feet to a point on Southgate Partners "Golf Course Extension Parcel No. 2"; thence along said Parcel No. 2 S 47°11'10" W 374.26 feet; thence S 34°24'03" W 417.98 feet to the northeast corner of The Legacy No. 5 Townhome Subdivision Parcel No. 1; thence along said Parcel No. 1 N 62°00'07" W 76.56 feet; thence S 71°31'48" W 51.75 feet; thence S 05°21'38" W 75.53 feet; thence leaving said subdivision Parcel No. 1 S 88°45'47" W 159.50 feet to a point on the easterly right of way line of Tonaquint Drive said point being on a 1731.41 foot radius curve to the right (radius point bears S 79°55'51" E); thence 37.19 feet along the arc of said curve through a central angle of 1°13'51" E; thence N 11°18'00" E 647.33 feet to a point of curvature with a 892.56 foot radius curve to the right; thence 416.55 feet along the arc of said curve through a central angle of 26°44'22" to the point of beginning.

CONTAINS 9.297 acres.

Less and excepting:

BEGINNING AT A POINT N89°25'30"W, 2178.50 FEET ALONG THE 1/4 SECTION LINE AND S01°29'41"W 1283.69 FEET FROM THE CENTER OF SECTION 1, T43S, R16W, SLB&M, SAID POINT BEING ON THE BOUNDARY OF SOUTHGATE PARTNERS "GOLF COURSE EXTENSION PARCEL NO. 2"; THENCE ALONG SAID PARCEL NO. 2 S48°40'51"W, 74.70 FEET; THENCE LEAVING SAID BOUNDARY S33°11'14"W, 423.51 FEET TO THE SOUTHERLY LINE OF SAID PARCEL 2; THENCE N54°06'16"W 20.00 FEET TO THE SOUTHWESTERLY CORNER OF SAID PARCEL NO. 2; THENCE N35°53'44"E, 5.00 FEET TO THE NORTHEAST CORNER OF THE LEGACY NO. 5 TOWN HOME SUBDIVISION PARCEL NO. 1; THENCE ALONG SAID PARCEL NO. 1 N60°30'26"W, 76.56 FEET; THENCE S73°01'29"W, 51.75 FEET; THENCE S06°51'19"W, 75.53 FEET; THENCE LEAVING SAID SUBDIVISION PARCEL NO. 1 S89°44'32"W, 159.50 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF TONAQUINT DRIVE SAID POINT BEING ON A 1731.41 FOOT RADIUS CURVE (RADIUS POINT BEARS S78°26'10"E); THENCE RADially N78°26'10"W, 40.00 FEET TO A POINT ON THE CENTERLINE OF TONAQUINT DRIVE; THENCE EASTERLY, 38.05 FEET ALONG THE ARC OF A 1771.41 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 1°13'51"; THENCE N12°47'41"E, 330.45 FEET; THENCE LEAVING SAID CENTERLINE S77°12'19"E, 114.55 FEET; THENCE S59°04'00"E, 12.78 FEET TO A POINT ON A 114.50 FOOT RADIUS CURVE TO THE LEFT (RADIUS POINT BEARS S59°04'00"E); THENCE 9.92 FEET ALONG THE ARC OF SAID CURVE THROUGH A

CENTRAL ANGLE OF 4°57'44"; THENCE N35°53'34"E, 33.69 FEET; THENCE S54°06'16"E, 95.00 FEET; THENCE N35°53'44"E, 180.43 FEET; THENCE N29°09'16"E, 15.84 FEET; THENCE N41°14'09"E, 50.27 FEET; THENCE N48°40'51"E, 73.81 FEET; THENCE S41°19'09"E, 70.00 FEET; THENCE N48°40'51"E, 7.08 FEET; THENCE S41°19'09"E, 99.00 FEET TO THE POINT OF BEGINNING.

CONTAINS 3.699 ACRES

BASIS OF BEARING IS N89°25'30"W [GRID BEARING] BETWEEN THE CENTER 1/4 CORNER (HCN NO. 265) AND THE WEST 1/4 CORNER (HCN NO. 157) AS SHOWN ON THE CITY OF ST. GEORGE HORIZONTAL CONTROL NETWORK.

EXHIBIT C
EXPANDABLE LAND

Beginning at a point which is S 89°17'00" W 1272.06' and South 215.55' from the center of Section 1, Township 43 South, Range 16 West, Salt Lake Base & Meridian said point also being on the South right-of-way line of Tonaquint Drive; thence South 188.00' to a point on South Gate partner's "Golf Course Extension" Parcel no. 2; thence along said parcel no. 2 S 76°28'41" W 274.99'; thence S 29°52'11" W 575.00'; thence S 47°23'21" W 165.74'; thence leaving said parcel no. 2 N 51°17'43" W 623.41' to a point on said Tonaquint Drive said point also being a non-tangent curve to the right; thence along said Tonaquint Drive a distance of 590.43'; a radius of 892.56', a delta of 37°54'05", a bearing to center of S 51°45'28" E to the point of tangency; thence N 76°08'37" E 522.12' to the point of curvature of a 7010.52' radius curve to the left; thence along said curve a distance of 188.88', a delta of 01°32'37" to the point of beginning.

Contains 10.18 acres more or less.