

THIS INSTRUMENT PREPARED BY
AND RETURN TO:
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ALAN SPRIGGS, SUMMIT CO RECORDER
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REQUEST: FIRST AMERICAN TITLE CO UTAH

**THIRD AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR WESTGATE PARK CITY RESORT & SPA, A TIMESHARE RESORT**

THIS THIRD AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WESTGATE PARK CITY RESORT & SPA, A TIMESHARE RESORT (the "Amendment"), is made this 30 day of January, 2006, by Westgate Resorts, Ltd., a Florida limited partnership (the "Developer").

WITNESSETH:

WHEREAS, the Developer is developing Westgate Park City Resort & Spa, a timeshare resort (the "Resort Facility"), which is located and situated in Summit County, Utah, according to the Declaration thereof, recorded in Official Records Book 1442, at Pages 1-34, of the Public Records of Summit County, Utah, and all Amendments and Exhibits thereto (collectively the "Declaration"); and,

WHEREAS, pursuant to Article XV of the Declaration, the Developer reserved the right at any time, so long as it has a right to appoint all officers and directors of the Board to amend the Declaration as the Developer may deem appropriate in its sole discretion to carry out the purposes of the project; provided that such amendment shall not prejudice or impair to any material extent the rights of any Owner; and,

WHEREAS, the Developer has determined that it is appropriate to amend the Declaration as set forth below.

NOW, THEREFORE, the Declaration is amended as follows:

1. The above recitals are true and correct and form a material part of this Amendment.
2. Article 2.1, is amended to provide as follows:

The Resort Facility will be developed in phases, the initial phase will consist of two (2) buildings, also known as buildings No. 10 and 11, containing a total of One Hundred Ninety Nine (99) (190) Timeshare Units, together with certain Commercial Units, Common Areas and Developer Retained Property. The actual location of the buildings are more particularly described on Exhibit "A-2" attached hereto and made a part hereof. The legal for building no. 11 is attached to the this

Underlined text indicates additions;
~~Struck-through~~ text indicates deletions.

First Amendment and is added to Exhibit "A-2" to the Declaration. The Units and Unit Types, Common Areas, and Commercial Units are identified on Exhibit "C" attached hereto. In no event shall the Developer be obligated to construct any additional phases, other than this first phase.

Certain four bedroom units and certain two bedroom units, as identified on Exhibit "A" attached hereto are being subdivided into one bedroom units. Exhibit "A" depicts the designation of the unit prior to this Amendment and the new designation based upon this Amendment.

Notwithstanding any provision in the Declaration, as amended, to the contrary the undivided interest attributed to each one bedroom unit that was created as the result of the subdivision of a two bedroom unit pursuant to this Amendment shall be 1/2 of the undivided interest formerly attributed to that two bedroom unit and the undivided interest attributed to each one bedroom unit that was created as the result of the subdivision of a four bedroom unit pursuant to this Amendment shall be 1/4 of the undivided interest formerly attributed to that four bedroom unit.

Furthermore, the owner of a timeshare interest in a one bedroom unit that has been subdivided from a two bedroom unit shall have 1/2 of the vote attributed to the two bedroom unit and the owner of a one bedroom unit that has been subdivided from a four bedroom unit shall have 1/4 of the vote attributed to the four bedroom unit. Provided however, any unit weeks sold as a four bedroom unit or a two bedroom unit prior to the effective date of this Amendment shall have the same undivided interest and voting rights as existed prior to this Amendment and shall pay a maintenance fee for their unit week as determined by the Board in accord with the Declaration.

3. Article 4.1, is amended to provide as follows:

In order to (1) fulfill the covenants herein contained in the Plan; (2) to preserve the Units and Common Areas for the recreation, safety, welfare and benefit of Owners, their licensees, invitees, guests, family members and lessees; and (3) to provide for improvement, maintenance and preservation of the Units and Common Areas and the services and amenities provided for herein, there is hereby imposed upon the Association and the Owners, the affirmative covenant and obligation to pay the Common Expenses as defined and more particularly set forth in Article VI of the Plan. The Association, by its Board, shall prepare and adopt in accordance with the By-Laws an annual Budget setting forth the Common Expenses for the operation and management of the Resort Facility. In order for each Owner to pay a fair share of the operating expenses of the Resort Facility, the Board of Directors will allocate the costs among the different types of Units, by assessing a different maintenance fee to the different types of Units and for the different seasons of the Assigned Unit Weeks, notwithstanding the undivided interest that an owner may have the fact that each Timeshare Interest has an equal share in the ownership in a building in the Resort Facility. The allocation shall be set forth by the Board of Directors as a Note to the Estimated Operating Budget each year.

4. Capitalized words and phrases shall have the meaning set forth in the Declaration, unless otherwise defined herein. In the event of any conflict between the terms and provisions of the Declaration and this Amendment, the terms and provisions of this Amendment shall control.

5. All other terms and provisions of the Declaration, including all previous amendments, if any, which are not specifically amended or altered hereby, are hereby ratified and approved, and shall continue in full force and effect.

Underlined text indicates additions;
~~Struck through~~ text indicates deletions.

IN WITNESS WHEREOF, the Developer has executed this Amendment to the Declaration on the date set forth above.

Signed Sealed and Delivered
in the Presence of:

WESTGATE RESORTS, LTD., a Florida limited
partnership

BY: WESTGATE RESORTS, INC., a Florida
corporation and General Partner

Latrice Singleton
Print Name: LATRICE SINGLETON
Maria E. Santiago
Print Name: Maria Santiago

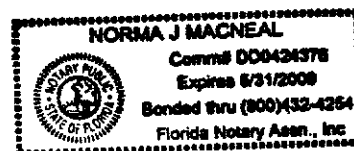
BY: *[Signature]*
DAVID A. SIEGEL, President

(Corporate Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 3rd day of January, 2006, by DAVID A. SIEGEL, as President of WESTGATE RESORTS, INC., a Florida corporation as General Partner of WESTGATE RESORTS, LTD., a Florida limited partnership, on behalf of the partnership. He is personally known to me or has produced _____ as a type of identification.

[Signature]
Print Name: _____
Notary Public, State of Florida:
My commission expires:
Serial Number, if any:



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EXHIBIT A

Building Number	Original Unit Number	Original Unit Description	New Unit Number	New Unit Description
10	400	1 BR GRAND	400	1 BR GRAND
10	403	1 BR GRAND	403	1 BR GRAND
10	411	1BR DELUXE	411	1BR DELUXE
10	503	1 BR GRAND	503	1 BR GRAND
10	511	1BR DELUXE	511	1BR DELUXE
10	601	1 BR GRAND	601	1 BR GRAND
10	609	1BR DELUXE	609	1BR DELUXE
10	701	1 BR GRAND	701	1 BR GRAND
10	709	1BR DELUXE	709	1BR DELUXE
10	801	1 BR GRAND	801	1 BR GRAND
10	809	1BR DELUXE	809	1BR DELUXE
10	401	2 BEDROOM STANDARD	401H	1 BR GRAND L/OFF 2
10			401I	1 BR STANDARD L/OFF 2
10	405	2 BEDROOM STANDARD	405H	1 BR GRAND L/OFF 2
10			405I	1 BR STANDARD L/OFF2
10	407	2 BEDROOM STANDARD	407H	1 BR GRAND L/OFF 2
10			407I	1 BR STANDARD L/OFF 2
10	409	2 BEDROOM STANDARD	409H	1 BR GRAND L/OFF 2
10			409I	1 BR STANDARD L/OFF 2
10	505	2 BEDROOM STANDARD	505H	1 BR GRAND L/OFF 2
10			505I	1 BR STANDARD L/OFF 2
10	507	2 BEDROOM STANDARD	507H	1 BR GRAND L/OFF 2
10			507I	1 BR STANDARD L/OFF 2
10	509	2 BEDROOM STANDARD	509H	1 BR GRAND L/OFF 2
10			509I	1 BR STANDARD L/OFF 2
10	602	2 BEDROOM STANDARD	602H	1 BR GRAND L/OFF 2
10			602I	1 BR STANDARD L/OFF 2
10	603	2 BEDROOM STANDARD	603H	1 BR GRAND L/OFF 2
10			603I	1 BR STANDARD L/OFF2
10	605	2 BEDROOM STANDARD	605H	1 BR GRAND L/OFF 2
10			605I	1 BR STANDARD L/OFF 2
10	607	2 BEDROOM STANDARD	607H	1 BR GRAND L/OFF 2
10			607I	1 BR STANDARD L/OFF 2
10	702	2 BEDROOM STANDARD	702H	1 BR GRAND L/OFF 2
10			702I	1 BR STANDARD L/OFF 2
10	703	2 BEDROOM STANDARD	703H	1 BR GRAND L/OFF 2
10			703I	1 BR STANDARD L/OFF 2
10	704	2 BEDROOM STANDARD	704H	1 BR GRAND L/OFF 2
10			704I	1 BR STANDARD L/OFF 2
10	705	2 BEDROOM STANDARD	705H	1 BR GRAND L/OFF 2
10			705I	1 BR STANDARD L/OFF 2
10	706	2 BEDROOM STANDARD	706H	1 BR GRAND L/OFF 2
10			706I	1 BR STANDARD L/OFF2
10	707	2 BEDROOM STANDARD	707H	1 BR GRAND L/OFF 2
10			707I	1 BR STANDARD L/OFF 2
10	708	2 BEDROOM STANDARD	708H	1 BR GRAND L/OFF 2
10			708I	1 BR STANDARD L/OFF 2
10	710	2 BEDROOM STANDARD	710H	1 BR GRAND L/OFF 2
10			710I	1 BR STANDARD L/OFF 2
10	802	2 BEDROOM STANDARD	802H	1 BR GRAND L/OFF 2
10			802I	1 BR STANDARD L/OFF 2
10	803	2 BEDROOM STANDARD	803H	1 BR GRAND L/OFF 2
10			803I	1 BR STANDARD L/OFF 2
10	804	2 BEDROOM STANDARD	804H	1 BR GRAND L/OFF 2
10			804I	1 BR STANDARD L/OFF 2

Building Number	Original Unit Number	Original Unit Description	New Unit Number	New Unit Description
10	805	2 BEDROOM STANDARD	805H	1 BR GRAND L/OFF 2
10			805I	1 BR STANDARD L/OFF 2
10	806	2 BEDROOM STANDARD	806H	1 BR GRAND L/OFF 2
10			806I	1 BR STANDARD L/OFF 2
10	807	2 BEDROOM STANDARD	807H	1 BR GRAND L/OFF 2
10			807I	1 BR STANDARD L/OFF 2
10	808	2 BEDROOM STANDARD	808H	1 BR GRAND L/OFF 2
10			808I	1 BR STANDARD L/OFF 2
10	810	2 BEDROOM STANDARD	810H	1 BR GRAND L/OFF 2
10			810I	1 BR STANDARD L/OFF 2
11	107	1 BR GRAND	107	1 BR GRAND
11	109	1 BR GRAND	109	1 BR GRAND
11	410	1 BR STANDARD	410	1 BR STANDARD
11	412	1 BR STANDARD	412	1 BR STANDARD
11	414	1 BR STANDARD	414	1 BR STANDARD
11	510	1 BR STANDARD	510	1 BR STANDARD
11	512	1 BR STANDARD	512	1 BR STANDARD
11	514	1 BR STANDARD	514	1 BR STANDARD
11	612	1 BR STANDARD	612	1 BR STANDARD
11	614	1 BR STANDARD	614	1 BR STANDARD
11	616	1 BR GRAND	616	1 BR GRAND
11	618	1 BR GRAND	618	1 BR GRAND
11	712	1 BR STANDARD	712	1 BR STANDARD
11	714	1 BR STANDARD	714	1 BR STANDARD
11	716	1 BR GRAND	716	1 BR GRAND
11	718	1 BR GRAND	718	1 BR GRAND
11	101	2 BEDROOM STANDARD	101H	1 BR GRAND L/OFF 2
11			101I	1 BR STANDARD L/OFF 2
11	103	2 BEDROOM STANDARD	103H	1 BR GRAND L/OFF 2
11			103I	1 BR STANDARD L/OFF 2
11	105	2 BEDROOM STANDARD	105H	1 BR GRAND L/OFF 2
11			105I	1 BR STANDARD L/OFF 2
11	111	2 BEDROOM STANDARD	111H	1 BR GRAND L/OFF 2
11			111I	1 BR STANDARD L/OFF 2
11	201	2 BEDROOM STANDARD	201H	1 BR GRAND L/OFF 2
11			201I	1 BR STANDARD L/OFF 2
11	203	4 BEDROOM DELUXE	203A	1 BR GRAND LOFT L/OFF 4
11			203B	1 BR STANDARD L/OFF 2
11			203C	1 BR STANDARD LOFT
11			203D	1 BR STANDARD LOFT
11	205	4 BEDROOM DELUXE	205A	1 BR GRAND LOFT L/OFF 4
11			205B	1 BR STANDARD L/OFF 2
11			205C	1 BR STANDARD LOFT
11			205D	1 BR STANDARD LOFT
11	207	4 BEDROOM DELUXE	207A	1 BR GRAND LOFT L/OFF 4
11			207B	1 BR STANDARD L/OFF 2
11			207C	1 BR STANDARD LOFT
11			207D	1 BR STANDARD LOFT
11	209	4 BEDROOM DELUXE	209A	1 BR GRAND LOFT L/OFF 4
11			209B	1 BR STANDARD L/OFF 2
11			209C	1 BR STANDARD LOFT
11			209D	1 BR STANDARD LOFT
11	211	2 BEDROOM STANDARD	211H	1 BR GRAND L/OFF 2
11			211I	1 BR STANDARD L/OFF 2
11	301	2 BEDROOM STANDARD	301H	1 BR GRAND L/OFF 2
11			301I	1 BR STANDARD L/OFF 2
11	311	2 BEDROOM STANDARD	311H	1 BR GRAND L/OFF 2

Building Number	Original Unit Number	Original Unit Description	New Unit Number	New Unit Description
11			311I	1 BR STANDARD L/OFF 2
11	313	2 BEDROOM STANDARD	313H	1 BR GRAND L/OFF 2
11			313I	1 BR STANDARD L/OFF 2
11	305	2 BEDROOM STANDARD	315H	1 BR GRAND L/OFF 2
11			315I	1 BR STANDARD L/OFF 2
11	401	2 BEDROOM STANDARD	401H	1 BR GRAND L/OFF 2
11			401I	1 BR STANDARD L/OFF 2
11	402	2 BEDROOM STANDARD	402H	1 BR GRAND L/OFF 2
11			402I	1 BR STANDARD L/OFF 2
11	403	4 BEDROOM DELUXE	403A	1 BR GRAND LOFT L/OFF 4
11			403B	1 BR STANDARD L/OFF 2
11			403C	1 BR STANDARD LOFT
11			403D	1 BR STANDARD LOFT
11	404	2 BEDROOM STANDARD	404H	1 BR GRAND L/OFF 2
11			404I	1 BR STANDARD L/OFF 2
11	405	4 BEDROOM DELUXE	405A	1 BR GRAND LOFT L/OFF 4
11			405B	1 BR STANDARD L/OFF 2
11			405C	1 BR STANDARD LOFT
11			405D	1 BR STANDARD LOFT
11	406	2 BEDROOM STANDARD	406H	1 BR GRAND L/OFF 2
11			406I	1 BR STANDARD L/OFF 2
11	407	4 BEDROOM DELUXE	407A	1 BR GRAND LOFT L/OFF 4
11			407B	1 BR STANDARD L/OFF 2
11			407C	1 BR STANDARD LOFT
11			407D	1 BR STANDARD LOFT
11	408	2 BEDROOM STANDARD	408H	1 BR GRAND L/OFF 2
11			408I	1 BR STANDARD L/OFF 2
11	409	4 BEDROOM DELUXE	409A	1 BR GRAND LOFT L/OFF 4
11			409B	1 BR STANDARD L/OFF 2
11			409C	1 BR STANDARD LOFT
11			409D	1 BR STANDARD LOFT
11	411	2 BEDROOM STANDARD	411H	1 BR GRAND L/OFF 2
11			411I	1 BR STANDARD L/OFF 2
11	413	2 BEDROOM STANDARD	413H	1 BR GRAND L/OFF 2
11			413I	1 BR STANDARD L/OFF 2
11	415	2 BEDROOM STANDARD	415H	1 BR GRAND L/OFF 2
11			415I	1 BR STANDARD L/OFF 2
11	417	2 BEDROOM STANDARD	417H	1 BR GRAND L/OFF 2
11			417I	1 BR STANDARD L/OFF 2
11	501	2 BEDROOM STANDARD	501H	1 BR GRAND L/OFF 2
11			501I	1 BR STANDARD L/OFF 2
11	502	2 BEDROOM STANDARD	502H	1 BR GRAND L/OFF 2
11			502I	1 BR STANDARD L/OFF 2
11	504	2 BEDROOM STANDARD	504H	1 BR GRAND L/OFF 2
11			504I	1 BR STANDARD L/OFF 2
11	506	2 BEDROOM STANDARD	506H	1 BR GRAND L/OFF 2
11			506I	1 BR STANDARD L/OFF 2
11	508	2 BEDROOM STANDARD	508H	1 BR GRAND L/OFF 2
11			508I	1 BR STANDARD L/OFF 2
11	511	2 BEDROOM STANDARD	511H	1 BR GRAND L/OFF 2
11			511I	1 BR STANDARD L/OFF 2
11	513	2 BEDROOM STANDARD	513H	1 BR GRAND L/OFF 2
11			513I	1 BR STANDARD L/OFF 2
11	515	2 BEDROOM STANDARD	515H	1 BR GRAND L/OFF 2
11			515I	1 BR STANDARD L/OFF 2
11	517	2 BEDROOM STANDARD	517H	1 BR GRAND L/OFF 2
11			517I	1 BR STANDARD L/OFF 2

Building Number	Original Unit Number	Original Unit Description	New Unit Number	New Unit Description
11	613	2 BEDROOM STANDARD	613H	1 BR GRAND L/OFF 2
11			613I	1 BR STANDARD L/OFF 2
11	615	2 BEDROOM STANDARD	615H	1 BR GRAND L/OFF 2
11			615I	1 BR STANDARD L/OFF 2
11	617	2 BEDROOM STANDARD	617H	1 BR GRAND L/OFF 2
11			617I	1 BR STANDARD L/OFF 2
11	713	2 BEDROOM STANDARD	713H	1 BR GRAND L/OFF 2
11			713I	1 BR STANDARD L/OFF 2
11	715	2 BEDROOM STANDARD	715H	1 BR GRAND L/OFF 2
11			715I	1 BR STANDARD L/OFF 2
11	717	2 BEDROOM STANDARD	717H	1 BR GRAND L/OFF 2
11			717I	1 BR STANDARD L/OFF 2
10	can't break the 2	4 BEDROOM DELUXE	700E	2 BR GRAND L/OFF 4
10			700F	1 BR STANDARD L/OFF 4
10			700G	1 BRD STANDARD L/OFF4
10	can't break the 2	4 BEDROOM DELUXE	800E	2 BR GRAND L/OFF 4
10			800F	1 BR STANDARD L/OFF 4
10			800G	1 BRD STANDARD L/OFF4
10		4 BEDROOM DELUXE	600E	2 BR GRAND L/OFF 4
10			600F	1 BR STANDARD L/OFF 4
10			600G	1 BRD STANDARD L/OFF4