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When recorded, please return to

J&R Development, LLC
4505 South 5400 West
West Valley City, Utah 84120

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Book - 9101 Ps - 901-911
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
J & R DEVELOPMENT LLC
4505 S 5400 W
WVC UT 84120
BY: ZJM, DEPUTY - WI 11 P.

AMENDMENT NO. 3
to
**DECLARATION OF CONDOMINIUM, COVENANTS, CONDITIONS,
AND RESTRICTIONS OF THE SAND DUNES**

(Converting Phase 3 "Convertible Land")

This Amendment No. 3 to Declaration of Condominium, Covenants, Conditions, and Restrictions of The Sand Dunes (the "Phase 3 Amendment"), is executed as of this 3rd day of March, 2005, by J&R Development, LLC, a Utah limited liability company ("Developer"), with respect to the following.

RECITALS

A. The Declaration of Condominium, Covenants, Conditions, and Restrictions of The Sand Dunes (the "Declaration"), and the Record of Survey Map of The Sand Dunes, were recorded in the Office of the Salt Lake County Recorder, State of Utah, on November 7, 2002, as Entry No. 8415210, in Book 8681, at Page 4229 (as to the Declaration), and as Entry No. 8415209, in Book 2002P, at Page 0316 (as to the Record of Survey Map), establishing the Sand Dunes Condominium Project (the "Project"). The Declaration has been amended by: (1) Amendment No. 1 to Declaration of Condominium, Covenants, Conditions, and Restrictions of the Sand Dunes, which was recorded in the Office of the Salt Lake County Recorder, State of Utah, on December 12, 2003, as Entry No. 8922935, in Book 8923, at Page 346, (2) Amendment No. 2 to Declaration of Condominium, Covenants, Conditions, and Restrictions of the Sand Dunes, which was recorded in the Office of the Salt Lake County Recorder, State of Utah, on March 11, 2004, as Entry No. 9000788, in Book 8956, at Page 5344, and (3) Supplemental Record of Survey Map, which was recorded in the Office of the Salt Lake County Recorder, State of Utah, on March 11, 2004, as Entry No. 9000787, in Book 2004P, at Page 58.

B. J&R Development, LLC, is the "Developer" of the Project, as defined in the Declaration.

C. The legal description of the real property comprising the "Tract," as defined and described in the Declaration (as amended by said Amendment No. 2), is set forth in Attachment "1" hereto.

D. Pursuant to Article XI of the Declaration, the Developer retains the unilateral right, privilege and option, from time to time, to convert all or any portion of the "Convertible Land" (as defined and described in the Declaration) into one or more Units or Limited Commons Areas.

E. Pursuant to Article XI of the Declaration, the Developer desires to amend the Declaration to convert that portion of the Convertible Land described in Attachment "2" hereto (the "Phase 3 Land") into Units and Limited Commons Areas as part of the Project, upon the following terms and conditions.

AMENDMENTS

Pursuant to and in compliance with Article XI of the Declaration and the applicable provisions of the Utah Condominium Ownership Act, Utah Code Ann. § 57-8-1, et seq., the Developer hereby amends the Declaration as follows:

1. The Phase 3 Land (described in Attachment "2" hereto) is hereby converted into the thirty (30) Units that are separately numbered and individually described in the Supplemental Record of Survey Map covering the Phase 3 Land, entitled "Sand Dunes Condominiums Phase 3," executed and acknowledged by Developer on the 24th day of January, 2005, prepared and certified by Robert O. Baker (a duly registered Utah Land Surveyor, holding Certificate No. 172816), and filed for record in the office of the County Recorder of Salt Lake County, Utah, concurrently with the filing of this Phase 3 Amendment, and the Limited Common Areas associated with such Units (as reflected in the Supplemental Record of Survey Map and as defined in the Declaration).

2. All of the Convertible Land described in the Declaration, as amended, has (by this Amendment) now been converted. The Project now comprises a total of ninety (90) Units. Each Unit in the Project, being Unit Nos. 101 through 134, Unit Nos. 201 through 226, and Unit Nos. 301 through 330, shall have an equal undivided interest 1.1111% in the Common Areas, subject to the rights and restrictions set forth in the Declaration, as amended. Pursuant to Utah Code Ann. §57-8-13.10(2) and Section 4.1 of the Declaration, the interests of each Unit in the Common Areas of the Project are reallocated as set forth above.

EXECUTED the day and year first above written.

"DEVELOPER"

J&R DEVELOPMENT, LLC, a Utah limited liability company

By H. Rynn Jones
H. Rynn Jones
Its Manager

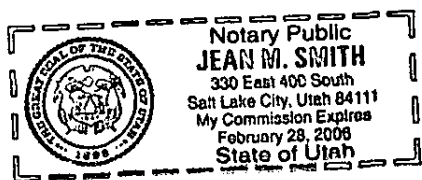
STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 3rd day of March, ~~January~~ 7th 2005, by H. Rynn Jones, as the Manager of J&R Development, LLC, a Utah limited liability company.

Jean M. Smith

NOTARY PUBLIC
Residing at: SLC, Utah

My Commission Expires:
02-28-06



ATTACHMENT "1"

LEGAL DESCRIPTION OF "TRACT"

Located in Salt Lake County:

Phase 1 and 2 Property:

Unit Nos. 101 through 134, and Unit Nos. 201 through 226, contained within The Sand Dunes Condominiums, as the same are identified in the Record of Survey Map recorded in the office of the County Recorder of Salt Lake County, Utah, as Entry No. 8415209, in Book 2002P, at Page 0316, and in the "The Sand Dunes Declaration of Condominium, Covenants, Conditions, and Restrictions," recorded in the office of the County Recorder of Salt Lake County, Utah, as Entry No. 8415210, in Book 8681, at Page 4229 (as said Declaration and Record of Survey Map may have heretofore been amended or supplemented).

Tax parcel nos. SEE EXHIBIT A, and SEE EXHIBIT B.

Remaining Convertible Property:

Beginning at a point which lies South 0°00'01" East 2639.67 feet along the West line of Section 17, Township 3 South, Range 1 West, Salt Lake Base and Meridian, and North 89°59'59" East 40.00 feet from the Northwest corner of said Section 17; said point being a point on the East right-of-way line of 4000 West Street, and traversing thence

South 89°36'02" East 872.17 feet, thence
South 32°35'51" East 265.41 feet, thence
South 57°24'09" West 100.00 feet, thence
North 32°35'51" West 34.03 feet, thence
South 57°24'09" West 31.00 feet, to a point on a non-tangent curve to the right,
having a radius of 15.00 feet and a central angle of 90°00'00",
thence along the arc of said curve a distance of 23.56 feet, said arc
subtended by a chord bearing South 12°24'09" West, a distance of 21.21 feet, thence
South 57°24'09" West 8.34 feet, to a point on a curve to the right,
having a radius of 136.50 feet and a central angle of 32°35'51",
thence along the arc of said curve a distance of 77.66 feet, said arc
subtended by a chord bearing South 73°42'05" West, a distance of 76.62 feet, thence
South 90°00'00" West 33.16 feet, to a point on a curve to the right,
having a radius of 486.50 feet and a central angle of 2°10'13",
thence along the arc of said curve a distance of 18.43 feet, said arc
subtended by a chord bearing North 88°54'53" West, a distance of 18.43 feet, thence
North 02°10'13" East 20.00 feet, thence
North 00°25'12" East 69.70 feet, thence
North 86°37'17" West 65.11 feet, thence

North 87°52'39" West 130.09 feet, thence
South 88°58'07" West 325.05 feet, thence
South 00°00'01" East 92.84 feet, thence
South 89°59'59" West 85.00 feet, to a point on a curve to the right,
having a radius of 15.00 feet and a central angle of 89°59'33",
thence along the arc of said curve a distance of 23.56 feet, said arc
subtended by a chord bearing North 45°00'00" West, a distance of 21.21 feet, thence
South 89°59'59" West 130.98 feet, thence
North 00°00'01" West 303.32 feet to the point of beginning.

Containing 5.59 acres or 243,700 s.f., more or less.

Tax parcel no. 27-17-301-065-0000.

RXLP SAND DUNES PH 1 CONDO

B FLG	BLK/BLDG	IND FLG	LOT/QUAR	BLK, LOT-QUAR PARCEL NUMBER	OBSOLETE?
		U	101	27-17-301-035-0000	NO
		U	102	27-17-301-034-0000	NO
		U	103	27-17-301-033-0000	NO
		U	104	27-17-301-032-0000	NO
		U	105	27-17-301-031-0000	NO
		U	106	27-17-301-030-0000	NO
		U	107	27-17-301-029-0000	NO
		U	108	27-17-301-028-0000	NO
		U	109	27-17-301-015-0000	NO
		U	110	27-17-301-014-0000	NO
		U	111	27-17-301-013-0000	NO
		U	112	27-17-301-012-0000	NO
		U	113	27-17-301-011-0000	NO
		U	114	27-17-301-010-0000	NO
		U	115	27-17-301-009-0000	NO
		U	116	27-17-301-027-0000	NO
		U	117	27-17-301-026-0000	NO
		U	118	27-17-301-025-0000	NO
		U	119	27-17-301-024-0000	NO

PF1=VTDI PF5=RXKP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
PF4=RETURN TO RXEN PF10=LAST RECORDS

RXLP SAND DUNES PH 1 CONDO

B FLG	BLK/BLDG	IND FLG	LOT/QUAR	BLK, LOT-QUAR PARCEL NUMBER	OBSOLETE?
		U	119	27-17-301-024-0000	NO
		U	120	27-17-301-023-0000	NO
		U	121	27-17-301-022-0000	NO
		U	122	27-17-301-021-0000	NO
		U	123	27-17-301-020-0000	NO
		U	124	27-17-301-016-0000	NO
		U	125	27-17-301-017-0000	NO
		U	126	27-17-301-018-0000	NO
		U	127	27-17-301-019-0000	NO
		U	128	27-17-301-002-0000	NO
		U	129	27-17-301-003-0000	NO
		U	130	27-17-301-004-0000	NO
		U	131	27-17-301-005-0000	NO
		U	132	27-17-301-006-0000	NO
		U	133	27-17-301-007-0000	NO
		U	134	27-17-301-008-0000	NO
		U	AREA	27-17-301-001-0000	VTR
		U	AREA	27-17-301-036-0000	VTR
		U	AREA	27-17-301-063-0000	NO

PF1=VTDI PF5=RXKP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
 PF4=RETURN TO RXEN PF10=LAST RECORDS

RXLP SAND DUNES PH 1 CONDO

B FLG	BLK/BLDG	IND FLG	LOT/QUAR	BLK, LOT-QUAR PARCEL NUMBER	OBSOLETE?
		U	AREA	27-17-301-001-0000	VTR
		U	AREA	27-17-301-036-0000	VTR
		U	AREA	27-17-301-063-0000	NO
		U	AREA	27-17-301-065-0000	NO

PF1=VTDI PF5=RKKP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
PF4=RETURN TO RXEN PF10=LAST RECORDS

RXLP SAND DUNES PH 2 CONDO

B FLG	BLK/BLDG	IND FLG	LOT/QUAR	BLK, LOT-QUAR PARCEL NUMBER	OBSOLETE?
		U	201	27-17-301-056-0000	NO
		U	202	27-17-301-057-0000	NO
		U	203	27-17-301-058-0000	NO
		U	204	27-17-301-059-0000	NO
		U	205	27-17-301-060-0000	NO
		U	206	27-17-301-061-0000	NO
		U	207	27-17-301-062-0000	NO
		U	208	27-17-301-055-0000	NO
		U	209	27-17-301-054-0000	NO
		U	210	27-17-301-053-0000	NO
		U	211	27-17-301-052-0000	NO
		U	212	27-17-301-051-0000	NO
		U	213	27-17-301-050-0000	NO
		U	214	27-17-301-049-0000	NO
		U	215	27-17-301-041-0000	NO
		U	216	27-17-301-042-0000	NO
		U	217	27-17-301-043-0000	NO
		U	218	27-17-301-044-0000	NO
		U	219	27-17-301-048-0000	NO

PF1=VTDI PF5=RXXP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
PF4=RETURN TO RXEN PF10=LAST RECORDS

RXLP SAND DUNES PH 2 CONDO
B FLG BLK/BLDG IND FLG

LOT/QUAR

BLK, LOT-QUAR
PARCEL NUMBER

EXHIBIT B PAGE 2
OBSOLETE?

U	219	27-17-301-048-0000	NO
U	220	27-17-301-047-0000	NO
U	221	27-17-301-046-0000	NO
U	222	27-17-301-045-0000	NO
U	223	27-17-301-038-0000	NO
U	224	27-17-301-039-0000	NO
U	225	27-17-301-040-0000	NO
U	226	27-17-301-037-0000	NO
U	227	27-17-301-063-0000	NO
U	228	27-17-301-063-0000	NO
U	229	27-17-301-064-0000	NO
U	AREA	27-17-301-065-0000	NO

PF1=VTDI PF5=RJKP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
PF4=RETURN TO RXEN PF10=LAST RECORDS

ATTACHMENT "2"

"PHASE 3 LAND"

Located in Salt Lake County, Utah:

Beginning at a point which lies South 0°00'01" East 2639.67 feet along the West line of Section 17, Township 3 South, Range 1 West, Salt Lake Base and Meridian, and North 89°59'59" East 40.00 feet from the Northwest corner of said Section 17; said point being a point on the East right-of-way line of 4000 West Street, and traversing thence

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South 32°35'51" East 265.41 feet, thence
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North 32°35'51" West 34.03 feet, thence
South 57°24'09" West 31.00 feet, to a point on a non-tangent curve to the right, having a radius of 15.00 feet and a central angle of 90°00'00", thence along the arc of said curve a distance of 23.56 feet, said arc subtended by a chord bearing South 12°24'09" West, a distance of 21.21 feet, thence South 57°24'09" West 8.34 feet, to a point on a curve to the right, having a radius of 136.50 feet and a central angle of 32°35'51", thence along the arc of said curve a distance of 77.66 feet, said arc subtended by a chord bearing South 73°42'05" West, a distance of 76.62 feet, thence South 90°00'00" West 33.16 feet, to a point on a curve to the right, having a radius of 486.50 feet and a central angle of 2°10'13", thence along the arc of said curve a distance of 18.43 feet, said arc subtended by a chord bearing North 88°54'53" West, a distance of 18.43 feet, thence North 02°10'13" East 20.00 feet, thence
North 00°25'12" East 69.70 feet, thence
North 86°37'17" West 65.11 feet, thence
North 87°52'39" West 130.09 feet, thence
South 88°58'07" West 325.05 feet, thence
South 00°00'01" East 92.84 feet, thence
South 89°59'59" West 85.00 feet, to a point on a curve to the right, having a radius of 15.00 feet and a central angle of 89°59'33", thence along the arc of said curve a distance of 23.56 feet, said arc subtended by a chord bearing North 45°00'00" West, a distance of 21.21 feet, thence South 89°59'59" West 130.98 feet, thence
North 00°00'01" West 303.32 feet to the point of beginning.

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