

After Recording Return To:

RICHARDS, KIMBLE & WINN, PC
c/o Curtis G. Kimble
2040 Murray Holladay Rd., Suite 106
SLC, UT 84117

**AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF
GABLES AT SARATOGA SPRINGS
A PLANNED UNIT DEVELOPMENT**

This Amendment is made on the date evidenced below by Gables at Saratoga Springs Homeowners Association ("Association").

RECITALS

A. Certain real property in Utah County, Utah, known as the Gables at Saratoga Springs was subjected to certain covenants, conditions and restrictions pursuant to a Declaration of Covenants, Conditions and Restrictions recorded June 13, 2008, as Entry No. 69123:2008 in the Recorder's Office for Utah County, Utah (the "Declaration").

B. This amendment shall be binding against the property described in the Declaration and any annexation or supplement thereto, as described in Exhibit "A."

C. In order to offset the costs of changing ownership records, copy costs for CC&Rs, bylaws, and rules and regulations, and other costs associated with the obligations of the Association when a Unit is conveyed and/or changes Owners, and to provide for and benefit the Project as a whole, the Association deems the implementation of a reinvestment fee (or transfer fee) to be in the best interest of all Owners within the Association.

D. Pursuant to Article X, Section 10.2 of the Declaration, the undersigned hereby certifies that all of the voting requirements to amend the Declaration have been satisfied and that the affirmative vote of at least two-thirds (2/3) of the Owners has been obtained to adopt this Amendment.

NOW, THEREFORE, the Association hereby amends Article V, Section 5.11, as follows:

Article V. Assessments

5.11 Reinvestment Fee Due on INITIAL Transfer of Lot. The first Owner (and only the first Owner) of each Lot, other than the Declarant, shall pay to the Association upon purchase of the Lot, in addition to any other required amounts, a reinvestment fee, in an amount determined

by the Board from time to time, unless one of the following exemptions apply, which are not subject to the above referenced reinvestment fee:

(a) an involuntary transfer;

(b) a transfer that results from a court order;

(c) a bona fide transfer to a family member of the seller within three degrees of consanguinity who, before the transfer, provides adequate proof of consanguinity, or to a legal entity, such as a trust, in which the owner or the owner's spouse, son, daughter, father or mother hold a beneficial interest of at least fifty percent (50%) for estate planning purposes;

(d) a transfer or change of interest due to death, whether provided in a will, trust, or decree of distribution; or

(e) the transfer of burdened property by a financial institution, except to the extent that the reinvestment fee covenant requires the payment of the Association's costs directly related to the transfer of the burdened property, not to exceed \$250.

The transfer fee shall be \$300 from the time of the recording of this Amendment until modified by Board resolution.

IN WITNESS WHEREOF, GABLES AT SARATOGA SPRINGS HOMEOWNERS ASSOCIATION, INC., has executed this Amendment to the Declaration as of the 11 day of October, 2010.

GABLES AT SARATOGA SPRINGS HOMEOWNERS ASSOCIATION



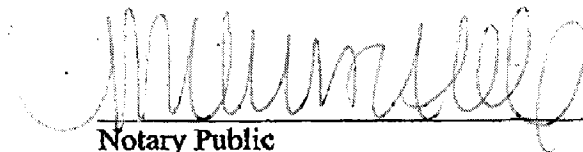
(sign)

By: JARED JESER (print name)

Its: PRESIDENT (position)

State of Utah)
)
County of Salt Lake) :ss

On the 12 day of October, 2010, personally appeared before me Jared Jeser who, being first duly sworn, did say that they are the authorized agent of the Association, and that this instrument was signed on behalf of the Association by authority of its Board of Directors; and he or she acknowledge said instrument to be their voluntary act and deed.



Notary Public

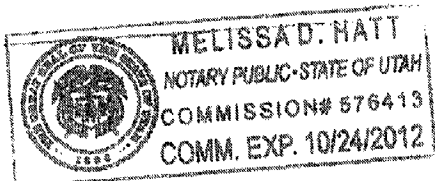


EXHIBIT A

Legal Description

Lots 1 – 70 GABLES AT SARATOGA SPRINGS PUD PHASE 1, in Utah County, City of Saratoga Springs,

Serial Numbers 40:414:0001 through 40:414:0070

All as more particularly described as follows:

Beginning at a point N89°51'52"E 898.81 feet along the Section Line and South 162.21 feet from the North Quarter Corner of Section 14, Township 5 South, Range 1 West, Salt Lake Base and Meridian; and running thence N66°50'27"E 167.81 feet; thence Southeasterly 15.42 feet along the arc of a 25.00 foot radius curve to the left, chord bears S74°34'22"E 15.17 feet; thence Northeasterly 76.76 feet along the arc of a 216.00 foot radius curve to the right, chord bears N80°46'35"E 76.35 feet; thence S89°02'37"E 96.06 feet; thence Southeasterly 59.72 feet along the arc of a 216.00 foot radius curve to the right, chord bears S81°07'23"E 59.53 feet; thence Southeasterly 24.59 feet along the arc of a 184.00 foot radius curve to the left, chord bears S77°01'50"E 24.57 feet; thence S00°35'11"W 280.19 feet; thence S00°52'43"W 88.87 feet; thence N87°26'32"E 0.92 feet to the Northwestern Corner of an existing Boundary Line Agreement as recorded February 13, 2003 as Entry No. 22465:2003 in the Utah County Recorder's Office; thence S00°57'23"W 575.81 feet along the Westerly Line of said Boundary Line Agreement; thence N89°26'17"W 277.24 feet; thence N00°33'43"E 331.59 feet; thence Northwesterly 223.32 feet along the arc of a 343.00 foot radius curve to the left, chord bears N18°05'23"W 219.39 feet; thence Northwesterly 134.77 feet along the arc of a 207.00 foot radius curve to the right, chord bears N18°05'23"W 132.40 feet; thence N00°33'43"E 111.49 feet; thence Northwesterly 111.59 feet along the arc of a 209.00 foot radius curve to the left, chord bears N14°44'01"W 110.27 feet to the point of beginning.

Contains 314,284 SF or 7.215 acres