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 Book - 9180 Pg - 6879-6885
 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 OQUIRRH HIGHLANDS CONDOMINIUMS
 39 E EAGLERIDGE DRIVE STE 100
 NORTH SALT LAKE CITY UT 84054
 BY: AMF, DEPUTY - WI 7 P.

7/48
When Recorded, Return to:
 Oquirrh Highlands Condominiums, L.L.C.
 Attn: Nathan W. Pugsley
 39 East Eagleridge Drive, Suite 100
 North Salt Lake, UT 84054

DECLARATION OF EXPANSION # 3

OQUIRRH HIGHLANDS CONDOMINIUMS

REFERENCE IS MADE to that certain Declaration of Condominium for Oquirrh Highlands Condominiums, recorded on February 9, 2004, as Instrument No. 8973883 in Book 8943, Page 5656, recorded in the Official Records, Salt Lake County Recorder, Salt Lake County, Utah (the "Declaration").

Pursuant to Article 14, Declarant reserved the right to further expand the Project to include additional Units to be subject to the Declaration, and to further such complementary additions and modifications of the covenants, conditions, and restrictions contained in the Declaration as may be necessary to hereby further expansions to the real property currently covered by the Declaration, that real property described on Exhibit A-1 to this Declaration of Expansion and depicted on Exhibit A-2 to this Declaration of Expansion (the "Expansion Property").

Upon the recordation of this Declaration of Expansion and pursuant to the terms of the Declaration, all the terms and conditions of the Declaration shall automatically apply to the Expansion Property in the same manner as if the Expansion Property originally had been covered in the Declaration and constituted a portion of the original Project. Upon said recordation, the rights, privileges, duties and liabilities of the parties to the Declaration with regard to the Expansion Property shall be the same as with regard to the original Project, and the rights,

obligations, privileges, duties and liabilities of the Owners and occupants of Units within the Expansion Property shall be the same as those of the Owners and occupants of Units within the Original Property.

Pursuant to the Declaration, Declarant reserved the power to appoint to Unit Owners, from time to time, the percentages in the Common Areas. A revised schedule of undivided interests in the Common Areas created by this Declaration of Expansion is shown on Exhibit B to this Declaration of Expansion (“Revised Schedule of Undivided Interest”).

The Identifying Number of each Unit in the Expansion Property is the unit number as shown on the Plat.

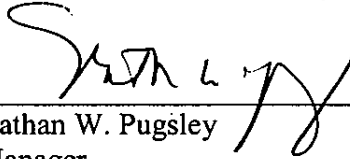
Capitalized terms herein not otherwise defined shall have the meanings set forth in the Declaration.

[Remainder of page intentionally left blank. Signatures to follow.]

IN WITNESS WHEREOF, Declarant has executed this Declaration of Expansion, as of
this 19 day of August, 2005.

DECLARANT:

OQUIRRH HIGHLANDS CONDOMINIUMS, L.L.C.
a Utah limited liability company

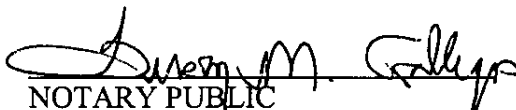


Nathan W. Pugsley
Manager

STATE OF UTAH)

County of Salt Lake)

On the 19 day of August, 2005, personally appeared before me Nathan W. Pugsley who being by me duly sworn did say that he is the Manager of OQUIRRH HIGHLANDS CONDOMINIUMS, L.L.C., a Utah limited liability company, and that the within and foregoing instrument was signed in behalf of said Company by authority of a resolution of its Members or its Articles of Organization, and said Nathan W. Pugsley, duly acknowledged to me that the said Company executed the same.



NOTARY PUBLIC

Residing at: Syracuse, UT

My commission expires: 01/13/06

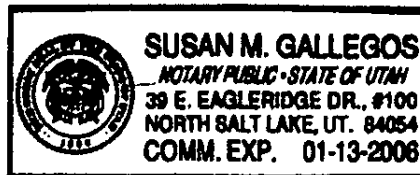


EXHIBIT A-1

Legal Description of Expansion Property

The Expansion Property is commonly known as Oquirrh Highlands Condominiums Phase 2, Plat "A," Recorded on Aug 30, 2005 in Book 2005P of Plats, Page 269, in the office of the County Recorder of Salt Lake County, Utah, and more particularly described as follows:

LEGAL DESCRIPTION

LEGAL DESCRIPTION

BEGINNING AT A POINT WHICH IS N89°41'44"E, 458.13 FEET ALONG THE SECTION LINE AND NORTH, 325.24 FEET FROM THE SOUTHWEST CORNER OF SECTION 23, TOWNSHIP 2 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE N0°18'19"W, 132.15 FEET; THENCE N6°19'38"E, 32.22 FEET; THENCE N89°41'41"E, 21.11 FEET; THENCE 108.46 FEET ALONG THE ARC OF A 10014.00 FOOT RADIUS CURVE TO THE RIGHT (CHORD BEARS S89°59'42"E, 108.46 FEET); THENCE S0°18'19"E, 126.06 FEET; THENCE 38.54 FEET ALONG THE ARC OF A 168.00 FOOT RADIUS CURVE TO THE RIGHT (CHORD BEARS S6°15'57"W, 38.45 FEET); THENCE WEST, 128.89 FEET TO THE POINT OF BEGINNING.

CONTAINS: 21,780 SQUARE FEET OR 0.500 ACRES

BEING A PART OF AN ENTIRE TRACT OF LAND DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SECTION 23, TOWNSHIP 2 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE N0°00'48"W, 605.00 FEET ALONG THE SECTION LINE TO THE SOUTHERLY LINE OF OQUIRRH HIGHLANDS PHASE 7 SUBDIVISION; THENCE ALONG SAID SUBDIVISION BOUNDARY THE FOLLOWING THREE COURSES: N89°41'45"E, 718.32 FEET; THENCE S0°01'31"E, 22.00 FEET; THENCE N89°41'45"E, 14.00 FEET; THENCE S0°00'40"E, 583.00 FEET TO THE SECTION LINE; THENCE S89°41'45"W, 732.31 FEET TO THE POINT OF BEGINNING.

EXHIBIT A-2

Map of Expansion Property

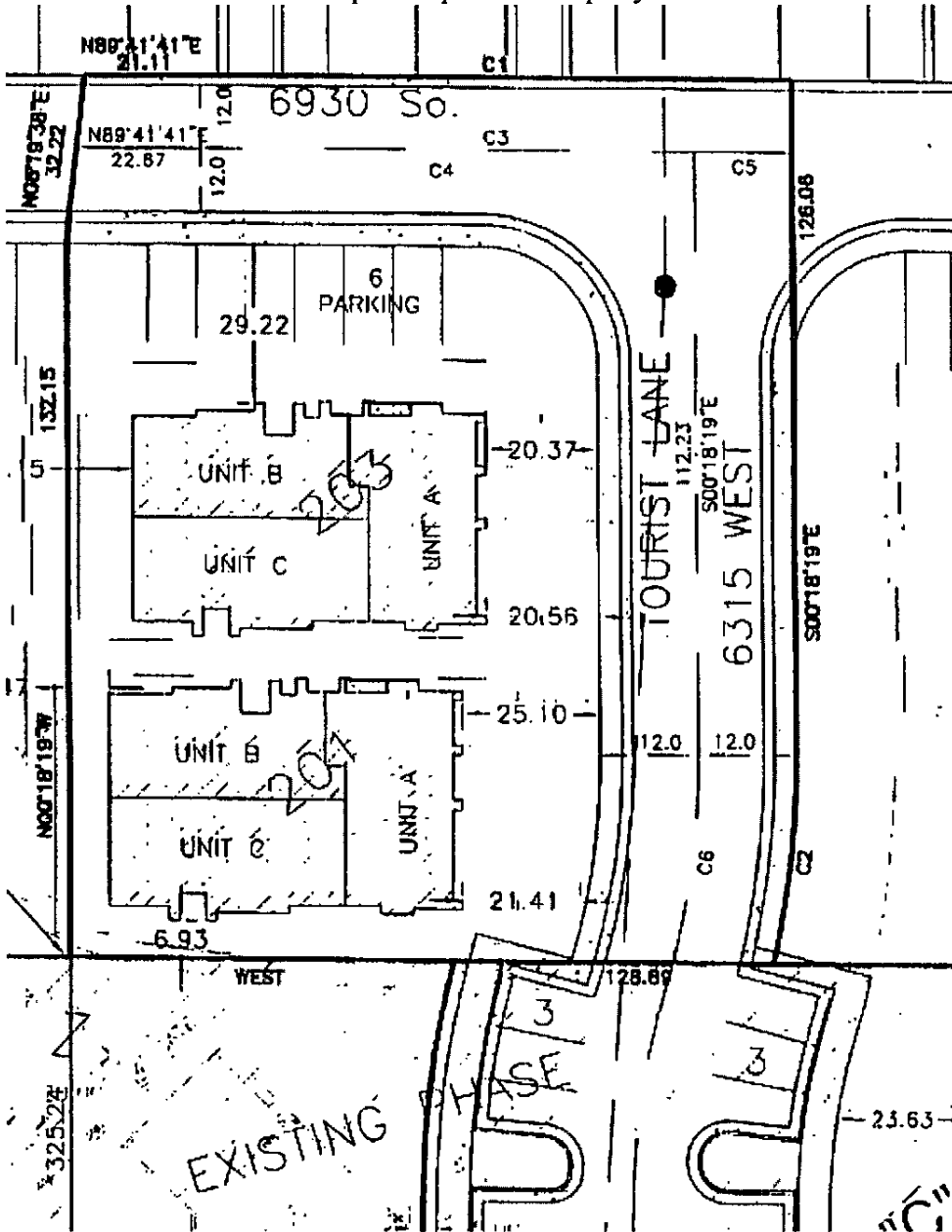


EXHIBIT "B"
Revised Schedule of Undivided Interest

UNIT	UNIT PERCENTAGE	UNIT	UNIT PERCENTAGE
Phase 1, Plat "A," Unit 1	2.38%	Phase 2, Plat "A-201", Unit A	2.38%
Phase 1, Plat "A," Unit 2	2.38%	Phase 2, Plat "A-201", Unit B	2.38%
Phase 1, Plat "A," Unit 3	2.38%	Phase 2, Plat "A-201", Unit C	2.38%
Phase 1, Plat "A," Unit 4	2.38%	Phase 2, Plat "A-203", Unit A	2.38%
Phase 1, Plat "A," Unit 5	2.38%	Phase 2, Plat "A-203", Unit B	2.38%
Phase 1, Plat "A," Unit 6	2.38%	Phase 2, Plat "A-203", Unit C	2.38%
Phase 1, Plat "A," Unit 7	2.38%		
Phase 1, Plat "A," Unit 8	2.38%		
Phase 1, Plat "A," Unit 9	2.38%		
Phase 1, Plat "A," Unit 10	2.38%		
Phase 1, Plat "A," Unit 11	2.38%		
Phase 1, Plat "A," Unit 12	2.38%		
Phase 1, Plat "B," Unit 1	2.38%		
Phase 1, Plat "B," Unit 2	2.38%		
Phase 1, Plat "B," Unit 3	2.38%		
Phase 1, Plat "B," Unit 4	2.38%		
Phase 1, Plat "B," Unit 5	2.38%		
Phase 1, Plat "B," Unit 6	2.38%		
Phase 1, Plat "B," Unit 7	2.38%		
Phase 1, Plat "B," Unit 8	2.38%		
Phase 1, Plat "B," Unit 9	2.38%		
Phase 1, Plat "B," Unit 10	2.38%		
Phase 1, Plat "B," Unit 11	2.38%		
Phase 1, Plat "B," Unit 12	2.38%		
Phase 1, Plat "C," Unit 1	2.38%		
Phase 1, Plat "C," Unit 2	2.38%		
Phase 1, Plat "C," Unit 3	2.38%		
Phase 1, Plat "C," Unit 4	2.38%		
Phase 1, Plat "C," Unit 5	2.38%		
Phase 1, Plat "C," Unit 6	2.38%		
Phase 1, Plat "C," Unit 7	2.38%		
Phase 1, Plat "C," Unit 8	2.38%		
Phase 1, Plat "C," Unit 9	2.38%		
Phase 1, Plat "C," Unit 10	2.38%		
Phase 1, Plat "C," Unit 11	2.38%		
Phase 1, Plat "C," Unit 12	2.38%	TOTAL	100.00%