

WHEN RECORDED, RETURN TO:

Nicole C. Evans
Ballard Spahr LLP
201 So. Main, Suite 800
Salt Lake City, UT 84111-2221

ENTRY NO. 00955818

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Declaration PAGE 1/12
ALAN SPRIGGS, SUMMIT COUNTY RECORDER
FEE 422.00 BY NICOLE C. EVANS



**SECOND AMENDMENT TO SECOND AMENDED AND RESTATED
DECLARATION OF CONDOMINIUM**

FOR

**ESCALA LODGES CONDOMINIUMS
(an Expandable Condominium Project)**

THIS SECOND AMENDMENT TO SECOND AMENDED AND RESTATED DECLARATION OF CONDOMINIUM FOR ESCALA LODGES CONDOMINIUMS (an Expandable Condominium Project) (this "Second Amendment") is made and executed by MORINDA PROPERTIES ESCALA LODGES LC, a Utah limited liability company ("Escala Lodges Declarant"), and SUNRISE PARK CITY, LLC, a Delaware limited liability company ("Sunrise Declarant"), pursuant to the provisions of Title 57, Chapter 8, Utah Code Annotated, as amended. Escala Lodges Declarant and Sunrise Declarant are sometimes hereinafter collectively referred to as "Declarants."

RECITALS

A. Escala Lodges Condominiums (the "Project") was created by that certain Declaration of Condominium and Declaration of Covenants, Conditions and Restrictions, and Bylaws for Escala Lodges Condominium and Escala Lodges Subdivision, Plat A, dated June 17, 2005, and recorded in the Official Records of Summit County, Utah on June 17, 2005, as Entry No. 00739709, in Book 1708, beginning at Page 1216 and that certain First Supplement and Amendment to said Declaration, which First Supplement and Amendment were recorded in the Official Records of Summit County, Utah, on July 31, 2006, as Entry No. 00785232, in Book 1806, beginning at Page 1480 (together, the "Original Declaration"); and

B. Escala Lodges Declarant and Morinda Properties Weight Parcel, LLC ("Former Sunrise Declarant") recorded that certain Amended and Restated Declaration of Condominium for Escala Lodges Condominiums on January 28, 2009, in the Official Records of Summit County, Utah, as Entry No. 863832, in Book 1964, at Page 1774 (the "Amended and Restated Declaration"), which replaced and superseded the Original Declaration in its entirety; and

C. Escala Lodges Declarant and Former Sunrise Declarant recorded that certain Second Amended and Restated Declaration of Condominium for Escala Lodges Condominiums on

May 3, 2012, in the Official Records of Summit County, Utah, as Entry No. 00944746, in Book 2126, at Page 1906 (the "Second Amended and Restated Declaration"), which replaced and superseded the Amended and Restated Declaration in its entirety; and

D. The Second Amended and Restated Declaration was amended pursuant to that certain First Amendment to Second Amended and Restated Declaration of Condominium for Escala Lodges Condominiums on May 17, 2012, in the Official Records of Summit County, Utah, as Entry No. 00945466, in Book 2128, at Page 1223 (the "First Amendment to Second Amended and Restated Declaration"); and

E. Pursuant to that certain Assignment of Developmental Rights and Other Declarants' Rights and Assumption of Declarant Liabilities, recorded on May 3, 2012, in the Official Records of Summit County, Utah, as Entry No. 00944753, in Book 2127, at Page 0016 (the "Assignment of Declarants' Rights"), Escala Lodges Declarant and Former Sunrise Declarant assigned all of their respective Phase 2 Related Developmental Rights and Other Declarants' Rights, as defined in the Assignment of Declarants' Rights, to Sunrise Declarant; and

F. Pursuant to Section 30.2 of the Second Amended and Restated Declaration, Declarants may unilaterally further amend the Second Amended and Restated Declaration at any time prior to the expiration of the Declarant Control Period, as defined therein, which has not yet expired as of the date hereof, provided that such amendment does not materially and adversely affect title to any property at the Project; and

G. Declarants desire to further amend the Second Amended and Restated Declaration in the manner set forth herein. Such amendments will not materially and adversely affect title to the property at the Project.

NOW, THEREFORE, the Second Amended and Restated Declaration, as amended by the First Amendment to Second Amended and Restated Declaration, is hereby further amended as follows:

1. Definitions. Except as otherwise expressly set forth herein, all capitalized terms used in this Second Amendment shall have the meanings ascribed to them in the Second Amended and Restated Declaration.

2. Buildings 4 and 5 Interiors. Section 1.8 of the Second Amended and Restated Declaration is hereby deleted in its entirety and replaced with the following:

1.8 Buildings 4 and 5 Interiors shall mean the interior elements of Buildings 4 and 5 within Phase 2 as described in Section 5.2 below, including all interior and certain exterior elements of the Common Areas and Facilities directly related, adjacent, or appurtenant to Buildings 4 and 5, including, without limitation, all entry areas, foyers and hallways, decks, patios and balconies appurtenant to the Units in Phase 2, all sliding glass doors appurtenant to such balconies, patios and decks, Parking Unit Nos. P-34, P-35, P-36, P-37, and P-38, together with any and all other parking spaces, parking stalls, and parking areas that are inside, below, or otherwise enclosed, in whole or in part by, Building 4 or Building 5, Commercial Unit Nos. C-65, C-68, C-73, C-76, C-80, C-82, C-88, and C-97,

Support Commercial Unit Nos. SC-63, SC-67, SC-85, and SC-86, Storage Unit Nos. S-107 through S-131, and Limited Common Area and Facility Nos. LC-7, LC-48, LC-49, LC-77, LC-78, LC-80, LC-81, and LC-114.

3. Phase 2 Common Areas and Facilities. Section 1.53 of the Second Amended and Restated Declaration is hereby deleted in its entirety and replaced with the following:

1.53 Phase 2 Common Areas and Facilities shall mean for management, budgeting and such other purposes as are described herein and depicted in Exhibit J attached hereto and incorporated herein by this reference or as Escala Lodges Declarant and Sunrise Declarant may jointly determine from time to time, all interior and exterior elements of the Common Areas and Facilities directly related, adjacent, or appurtenant to Buildings 4 and 5 within Phase 2, including, without limitation, exterior signage, siding, roofing, lighting, landscaped areas, windows, walkways, driveways, swimming pools, and all parking spaces, parking stalls, and parking areas that are outside, inside, adjacent to, below, or otherwise enclosed, in whole or in part by, Building 4 or Building 5, as further described in Section 5.2 below, some or all of which areas may be managed by a separate Common Area Manager engaged by the Association to manage Phase 2. The Phase 2 Common Areas and Facilities shall be separate and distinct from the Phase 1 Common Areas and Facilities.

4. Section 5.2.1. Section 5.2.1 of the Second Amended and Restated Declaration is hereby deleted in its entirety and replaced with the following:

5.2.1 For purposes of this Declaration, the “interior elements” of the Common Areas and Facilities shall include all interior spaces, flooring, partitions, party walls, plaster, gypsum drywall, wallpaper, paint, ceilings, all other materials constituting part of the interior surfaces of the Buildings and Units and other similar interior fixtures, all doorsteps, decks, patios and balconies appurtenant to such Units, the sliding glass doors appurtenant to such decks, patios and balconies, and all parking spaces, parking stalls, and parking areas that are inside, below, or otherwise enclosed, in whole or in part by, any Building, as such similar interior improvements may be further determined by the Management Committee in its sole and exclusive discretion.

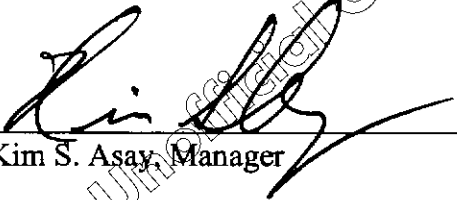
5. No Other Changes. Except as expressly amended by this Second Amendment, the Second Amended and Restated Declaration, as amended by the First Amendment to Second Amended and Restated Declaration, shall remain unchanged and in full force and effect.

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IN WITNESS WHEREOF, the undersigned have executed this instrument as of the 17th day of October, 2012.

ESCALA LODGES DECLARANT:

MORINDA PROPERTIES ESCALA LODGES LC, a Utah limited liability company

By: 
Kim S. Asay, Manager

SUNRISE DECLARANT:

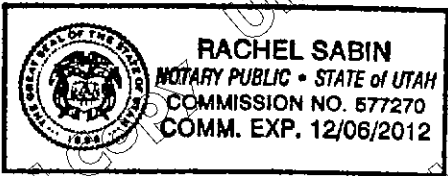
SUNRISE PARK CITY, LLC, a Delaware limited liability company

By: _____
William T. Phillips, President

STATE OF Utah)
)
) ss.
COUNTY OF Utah)

On this 18 day of October, 2012, before me, the undersigned, a Notary Public in and for the State of Utah, duly commissioned and sworn, personally appeared Kim S. Asay, the Manager of MORINDA PROPERTIES ESCALA LODGES LC, a Utah limited liability company.

Witness my hand and official seal affixed the day and year first above written.



[Signature]
Notary Public in and for the State of Utah
Residing at 2202 W 2000 W Lehi;
My appointment expires: 12/6/2012

STATE OF _____)
)
) ss.
COUNTY OF _____)

On this ___ day of _____, 2012, before me, the undersigned, a Notary Public in and for the State of _____, duly commissioned and sworn, personally appeared William T. Phillips, the President of SUNRISE PARK CITY, LLC, a Delaware limited liability company.

Witness my hand and official seal affixed the day and year first above written.

Notary Public in and for the State of _____
Residing at _____
My appointment expires: _____

#11554858_v7

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the 17th day of October, 2012.

ESCALA LODGES DECLARANT:

MORINDA PROPERTIES ESCALA LODGES LC, a Utah limited liability company

By: _____
Kim S. Asay, Manager

SUNRISE DECLARANT:

SUNRISE PARK CITY, LLC, a Delaware limited liability company

By: William T. Phillips
William T. Phillips, President

STATE OF _____)

:ss.

COUNTY OF _____)

On this _____ day of _____, 2012, before me, the undersigned, a Notary Public in and for the State of Utah, duly commissioned and sworn, personally appeared Kim S. Asay, the Manager of MORINDA PROPERTIES ESCALA LODGES LC, a Utah limited liability company.

Witness my hand and official seal affixed the day and year first above written.

Notary Public in and for the State of
Residing at _____
My appointment expires: _____

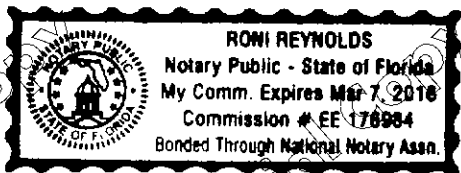
STATE OF FLORIDA)

:ss.

COUNTY OF ORANGE)

On this 17 day of OCTOBER, 2012, before me, the undersigned, a Notary Public in and for the State of FLORIDA, duly commissioned and sworn, personally appeared William T. Phillips, the President of SUNRISE PARK CITY, LLC, a Delaware limited liability company.

Witness my hand and official seal affixed the day and year first above written.



Roni Reynolds
Notary Public in and for the State of FLORIDA
Residing at ORLANDO
My appointment expires: MARCH 7, 2018

#11554858_v7

EXHIBIT A
Withdrawn Land Legal Description

COMMENCING AT A POINT WHICH IS N.89°59'43"W. 1477.57 FEET AND SOUTH 367.59 FEET FROM THE NORTHEAST CORNER OF SAID SECTION 1 TOWNSHIP 2 SOUTH, RANGE 3 EAST, S.L.B&M. FEET;

THENCE S.0°0'0"E. 156.67 FEET; THENCE N.89°59'38"W. 264.45 FEET; THENCE N.0°0'0"E. 156.64 FEET; THENCE N.90°0'0"E. 264.45 FEET TO THE POINT OF BEGINNING. CONTAINING 41426 SQ. FT. OR 0.95 ACRES OF LAND.

LESS AND EXCEPT:

COMMENCING AT A FOUND MONUMENT MARKING THE NORTHEAST CORNER OF SECTION 1, TOWNSHIP 2 SOUTH, RANGE 3 EAST, SLB&M; THENCE N.89°59'43"W. ALONG THE SECTION LINE 1722.02 FEET; THENCE SOUTH 420.37 FEET TO THE REAL POINT OF BEGINNING;

THENCE SOUTH 70.00 FEET; THENCE WEST 40.00 FEET; THENCE NORTH 70.00 FEET; THENCE EAST 40.00 FEET TO THE POINT OF BEGINNING. CONTAINING 0.06 ACRES.

EXHIBIT B

Amended and Restated Project Legal Description

ALL UNITS, ESCALA LODGES CONDOMINIUMS, AS THE SAME ARE IDENTIFIED IN THAT CERTAIN AMENDED AND RESTATED CONDOMINIUM PLAT FOR ESCALA LODGES CONDOMINIUMS RECORDED ON JANUARY 28, 2009 IN THE OFFICE OF THE SUMMIT COUNTY RECORDER, AS ENTRY NO. 863831, AS AMENDED OR SUPPLEMENTED, TOGETHER WITH THE UNDIVIDED OWNERSHIP INTERESTS IN THE COMMON AREAS AND FACILITIES WHICH ARE APPURTENANT TO SAID UNITS.

THE PROJECT IS ALSO DESCRIBED IN METES AND BOUNDS AS FOLLOWS:

COMMENCING AT A POINT ON THE NORTH SECTION LINE OF SECTION 1, TOWNSHIP 2 SOUTH RANGE 3 EAST, S.L.B&M WHICH IS N.89°59'43"W 1477.57 FEET FROM THE NORTHEAST CORNER OF SAID SECTION 1 FEET;

THENCE S.0°0'0"E 367.59 FEET; THENCE N.90°0'0"W. 264.45 FEET; THENCE S.0°0'0"E 156.64 FEET; THENCE N.89°59'38"W. 145.00 FEET; THENCE N.0°0'0"E. 44.87 FEET; THENCE N.90°0'0"W. 147.29 FEET; THENCE S.0°0'0"E. 25.00 FEET; THENCE N.90°0'0"W. 188.72 FEET; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 321.00 A DELTA ANGLE OF 4° 02' 16", AND WHOSE LONG CHORD BEARS N.27°53'15"W. 22.62 FEET; THENCE N.29°54'24"W. 110.40 FEET; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 279.00 A DELTA ANGLE OF 27° 10' 45", AND WHOSE LONG CHORD BEARS N.16°19'1"W. 131.11 FEET; THENCE N.2°43'39"W. 186.90 FEET; THENCE N.67°52'53"E. 202.53 FEET; THENCE N.90°0'0"E. 92.46 FEET; THENCE S.0°0'0"E. 66.00 FEET; THENCE ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 60.00 A DELTA ANGLE OF 60° 00' 00", AND WHOSE LONG CHORD BEARS S.30°00'00"E. 60.00 FEET; THENCE S.60°0'0"E. 29.92 FEET; THENCE N.29°59'60"E. 143.02 FEET; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 200.00 A DELTA ANGLE OF 11° 40' 46", AND WHOSE LONG CHORD BEARS N.78°25'26"E. 40.70 FEET; THENCE N.0°18'21"W. 0.74 FEET; THENCE N.90°0'0"E. 409.45 TO THE POINT OF BEGINNING. SAID DESCRIBED PARCEL CONTAINS 363,826 SQUARE FEET (8.352 ACRES), MORE OR LESS.

TAX ID NUMBERS: ESCLAL-201-AM, ESCLAL-202-AM, ESCLAL-207-AM, ESCLAL-209-AM, ESCLAL-213-AM, ESCLAL-219-AM, ESCLAL-301-AM, ESCLAL-302-AM, ESCLAL-304-AM, ESCLAL-305-AM, ESCLAL-308-AM, ESCLAL-313-AM, ESCLAL-316-AM, ESCLAL-317-AM, ESCLAL-318-AM,

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