

When Recorded, Mail To:
The Villages at Saratoga Springs Master Homeowner's Association
3750 W. 500 S. Salt Lake City, UT. 84111
Attn: Scott Simonsen

With A Copy To:
Corporation of the Presiding Bishop of The
Church of Jesus Christ of Latter-day Saints
Attn: Real Estate Services Division (PN 597-2415)
50 East North Temple
Salt Lake City, Utah 84150

2213538
59-012-0045

**FIRST AMENDMENT TO DECLARATION OF MASTER COVENANTS AND
RESTRICTIONS OF THE VILLAGES AT SARATOGA SPRINGS MASTER PLANNED
COMMUNITY**

THIS FIRST AMENDMENT TO DECLARATION OF MASTER COVENANTS, CONDITIONS AND RESTRICTIONS OF THE VILLAGES AT SARATOGA SPRINGS MASTER PLANNED COMMUNITY (this "Amendment") is made as of December 19th, 2006 by THE VILLAGE AT SARATOGA SPRINGS, L.C., a Utah limited liability company (the "Declarant").

RECITALS

A. On June 14, 2004, Declarant, executed a Declaration of Master Covenants, Conditions and Restrictions of The Villages at Saratoga Springs Master Planned Community (the "Declaration"), covering real property located in Utah County, Utah, more particularly described in the Declaration (the "Property"). The Declaration was recorded on February 13, 2006, as Entry No. 17294: 2006 (the "Recording Date"), in the Official Records of Utah County, Utah.

B. Section 12.4 of the Declaration provides that, subject to the terms of Section 11.7, an amendment of the Declaration requires the affirmative vote of two-thirds (2/3) of the voting power of the Master Association. Two-thirds (2/3) of the voting power of the Master Association hereby agrees to amend the Declaration as set forth in this Amendment.

C. The Master Association and Declarant desire to amend the Declaration as set forth below.

NOW, THEREFORE, in consideration of the foregoing, of mutual promises of the parties hereto and other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, the parties hereby agree to amend the Declaration as follows:

1. Amendment. Pursuant to Section 12.4, and subject to the terms of Section 11.7, the Declaration is hereby amended to provide that from and after the date of the recording of this

Amendment in the official records of the Utah County Recorder, Section 2 shall be amended to include the following:

Section 2.7 All Units within the Project that are owned by a religious institution, used for religious purposes and considered tax exempt for property tax purposes shall be excluded from the covenants, conditions and restrictions of this Declaration.

2. Effect of Amendment on Declaration. Except as explicitly amended hereby, the Declaration is hereby ratified and confirmed in all respects and shall remain in effect in accordance with its original terms.

3. Certification. By his/her signature below, the President of the Master Association certifies that pursuant to, and in compliance with, section 12.4 of the Declaration, two-thirds of the voting power of the Master Association has voted to amend the Declaration as described above.

4. Capitalized Terms. All capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Declaration.

5. Effective Date. This Amendment will take effect on the date it is recorded in the office of the Utah County Recorder.

6. Counterparts. This Amendment may be executed in any number of counterparts, provided each counterpart is identical in its terms. Each such counterpart, when executed and delivered will be deemed to be an original, and all such counterparts shall be deemed to constitute one and the same instrument. For convenience in recording, signature pages from multiple counterparts may be detached from their counterparts and attached to a single counterpart to be recorded.

[Signature page and acknowledgements follow]

IN WITNESS THEREOF, the parties have executed this Amendment to be effective as of the date and year this Amendment is recorded.

Declarant: THE VILLAGES AT SARATOGA SPRINGS, L.C., a Utah limited liability company

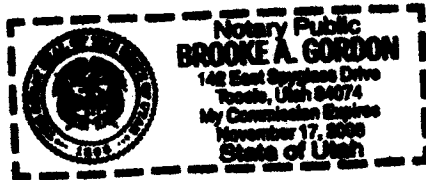
By: [Signature]
Name: Richard Wolper
Title: President

Master Association: THE VILLAGE AT SARATOGA SPRINGS HOME OWNERS ASSOCIATION, a Utah non-profit corporation

By: [Signature]
Name: Scott Simonson
Title: HOA Director

STATE OF UTAH)
) :SS.
COUNTY OF Salt Lake)

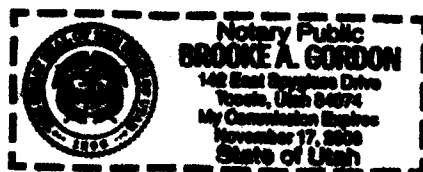
On this 18th day of December, 2006, personally appeared before me Richard Wolper, as President of The Villages at Saratoga Springs, L.C., a Utah limited liability company, and acknowledged to me that said company executed the same.



[Signature]
NOTARY PUBLIC

STATE OF UTAH)
) :SS.
COUNTY OF Salt Lake)

On this 18th day of December, 2006, personally appeared before me Scott Simonson, as HOA Director of The Villages at Saratoga Springs Home Owners Association, a Utah non-profit corporation, and acknowledged to me that said corporation executed the same.



[Signature]
NOTARY PUBLIC

Exhibit A

Order Number: 2213538

Parcel one:

Beginning at the West Quarter corner of Section 12, Township 6 South, Range 1 West, Salt Lake Base and Meridian; thence North 89°42'52" East along Quarter Section line 3910.47 feet to the Easterly boundary of the Village of Fox Hollow, Plat 1; thence the following three courses and distances along said Easterly boundary: 1) South 23°52'14" East 209.27 feet; 2) along the arc of a 2897.79 foot radius curve to the left, 276.57 feet through a central angle of 05°28'06" (chord bears South 26°29'14" East 276.47 feet); and 3) South 65°39'53" West 3.56 feet to the Westerly right of way of redwood road; thence the following three courses and distances along said Westerly right of way: 1) along the arc of a 2897.79 foot radius curve to the left 400.10 feet through a central angle of 07°54'39" (chord bears South 31°07'54" East for 399.78 feet); 2) South 37°07'44" East 254.89 feet; and 3) South 35°05'14" East 434.06 feet; thence North 89°57'46" West 1727.21 feet; thence South 41°05'44" West 412.10 feet to Quarter Section line; thence South 00°34'37" East along Quarter Section line 1006.90 feet to the South Quarter corner of said Section 12; thence North 89°46'43" West along the Section line 1375.31 feet to the Northeast corner of the Northwest Quarter of the Northwest Quarter of Section 13, Township 6 South, Range 1 West; thence South 00°13'35" West 1311.94 feet to the Southeast corner of the Northwest Quarter of the Northwest Quarter of said Section 13; thence North 89°45'00" West 1374.37 feet to the Northeast corner of the South half of the Northeast Quarter of Section 14, Township 6 South, Range 1 West; thence South 00°11'07" West along Section line 1311.26 feet to the East Quarter corner of said Section 14; thence North 89°40'29" West along Quarter Section line 1347.98 feet to the Northeast corner of the Northwest Quarter of the Southeast Quarter of said Section 14; thence South 00°20'25" East 1314.61 feet to the Southeast corner of the Northwest Quarter of the Southeast Quarter of said Section 14; thence North 89°40'19" West 1334.69 feet to the Southwest corner of the Northwest Quarter of the Southeast Quarter of said Section 14; thence North 00°55'09" West along Quarter line 1314.787 feet to the Southeast corner of the East half of the Northwest Quarter of said Section 14; thence North 89°40'29" West along Quarter Section line 1347.81 feet to the Southwest corner of the East half of the Northwest Quarter of said Section 14; thence North 01°27'21" West 2618.47 feet to the Northwest corner of the East half of the Northwest Quarter of said Section 14; thence South 89°47'40" East along Section line 1372.29 feet to the North Quarter corner of said Section 14; thence South 00°55'09" East along Quarter Section line 1310.34 feet to the Northwest corner of the South half of the Northeast Quarter of said Section 14; thence South 89°42'01" East 1360.60 feet to the Southwest corner of the Northeast Quarter of the Northeast Quarter of said Section 14; thence North 00°22'00" West 1310.74 feet to the Northwest corner of the Northeast Quarter of the Northeast Quarter of said Section 14; thence South 89°43'32" East along Section line 1373.23 feet to the Southwest corner of said Section 12; thence North 00°17'21" East along Section 2635.06 feet to the point of beginning.

Less and excepting any and all lands located within the Village of Fox Hollow Plats 1, 2, 3, 4, 5, and 6.

Also less and excepting any portion within the following described parcel of land:

The South half of the Southeast 1/4 of Section 12, Township 6 South, Range 1 West, Salt Lake Base and Meridian. Less and excepting that portion that lies Easterly of the Western right of way line of state highway 68; and less and excepting that portion on the Northwesterly corner of this parcel that is included within the legal description of the parcel of land for tax id no. 59-012-0010 which legal description is described as follows: beginning at the West Quarter corner of Section 12, Township 6 South, Range 1 West, Salt Lake Base and Meridian; thence North 89°50'38" East 2,710.59 feet along the Quarter Section line to the center of said Section; thence North 89°50'38" East 1,199.88 feet along the Quarter Section line; thence South 23°51'28" East 84.23 feet; thence South 9°02'49" West 90.95 feet; thence South 55°41'49" West 171.89 feet; thence on a 16.50 foot radius curve to the left 38.60 feet, having a central angle of 134°01'46" and whose long chord bears South 11°18'11" East 30.38 feet; thence South 78°18'11" East 282.80 feet; thence on a 2,897.79 foot radius curve to the left 104.55 feet, having a central angle of 2°04'02" and whose long chord bears South 28°16'01" East 104.54 feet; thence South 65°58'00" West 748.59

feet; thence on a 640.00 foot radius curve to the right 60.31 feet, having a central angle of 5°23'58" and whose long chord bears South 68°39'59" West 60.29 feet; thence South 11°28'54" West 185.01 feet; thence South 41°06'30" West 918.29 feet; thence North 48°53'30" West 263.28 feet; thence North 55°55'52" West 79.81 feet; thence South 34°45'07" West 41.74 feet; thence North 56°03'37" West 56.00 feet; thence on a 15.00 foot radius curve to the left 22.78 feet, having a central angle of 87°01'17" and whose long chord bears North 9°34'16" West 20.65 feet; thence on a 322.00 foot radius curve to the left 196.34 feet, having a central angle of 34°56'11" and whose long chord bears North 72°13'47" West 193.31 feet; thence North 89°41'53" West 505.51 feet; thence on a 928.00 foot radius curve to the right 119.14 feet, having a central angle of 7°21'20" and whose long chord bears North 86°01'13" West 119.05 feet; thence North 82°20'33" West 126.60 feet; thence on a 15.00 foot radius curve to the left 24.01 feet, having a central angle of 91°42'19" and whose long chord bears South 51°48'18" West 21.53 feet; thence on a 1,460.00 foot radius curve to the left 81.65 feet, having a central angle of 3°12'15" and whose long chord bears South 4°21'01" West 81.64 feet; thence South 2°44'53" West 595.30 feet; thence on a 1,640.00 foot radius curve to the right 213.60 feet, having a central angle of 7°27'45" and whose long chord bears South 6°28'45" West 213.45 feet; thence on a 25.00 foot radius curve to the left 38.40 feet, having a central angle of 88°00'14" and whose long chord bears South 33°47'29" East 34.73 feet; thence South 12°12'24" West 66.00 feet; thence on a 25.00 foot radius curve to the left 38.40 feet, having a central angle of 88°00'13" and whose long chord bears South 58°12'18" West 34.73 feet; thence North 77°06'33" West 80.02 feet; thence on a 25.00 foot radius curve to the left 41.02 feet, having a central angle of 94°00'36" and whose long chord bears North 32°44'05" West 36.57 feet; thence North 79°44'23" West 69.32 feet; thence North 78°33'17" West 85.87 feet; thence North 77°33'10" West 64.43 feet; thence on a 628.00 foot radius curve to the right 162.08 feet, having a central angle of 14°47'15" and whose long chord bears North 70°09'33" West 161.63 feet; thence North 62°45'55" West 88.50 feet; thence on a 228.00 foot radius curve to the right 250.97 feet, having a central angle of 63°04'02" and whose long chord bears North 31°13'54" West 238.49 feet; thence North 0°18'07" East 148.09 feet; thence on a 228.00 foot radius curve to the right 80.89 feet, having a central angle of 20°19'35" and whose long chord bears North 10°27'54" East 80.46 feet; thence on a 15.00 foot radius curve to the left 20.89 feet, having a central angle of 79°48'27" and whose long chord bears North 19°16'32" West 19.25 feet; thence North 59°10'45" West 209.91 feet; thence on a 15.00 foot radius curve to the left 28.03 feet, having a central angle of 107°04'48" and whose long chord bears South 67°16'51" West 24.13 feet; thence North 59°12'40" West 59.22 feet; thence on a 15.65 foot radius curve to the left 28.18 feet, having a central angle of 103°08'05" and whose long chord bears North 6°45'11" West 24.53 feet; thence North 59°10'45" West 196.10 feet; thence North 59°09'47" West 88.24 feet; thence on a 272.00 foot radius curve to the left 124.81 feet, having a central angle of 26°17'27" and whose long chord bears North 76°28'45" West 123.72 feet; thence North 89°37'29" West 96.30 feet; thence North 0°18'07" East 1,358.75 feet along the West Section line of the Southwest Quarter of Section 12 (said Section line being the basis of bearing of this description), Township 6 South, Range 1 West, Salt Lake Base and Meridian to the point of beginning.

Parcel Two:

Lot 402, 407, 409, 410, 411, 413, 414, 417, 418, 421, 422, 424, 425, and 427, Plat "4", The Village of Fox Hollow Subdivision, as on record in the Office of the Utah County Recorder, State of Utah.

Lot 502, 503, 504, 506, 507, 508, 510, 511, 512, 513, 514, and 516, Plat "5", The Village of Fox Hollow Subdivision, as on record in the Office of the Utah County Recorder, State of Utah.

Lot 604 thru 624 of Plat "6", The Village of Fox Hollow Subdivision, as on record in the Office of the Utah County Recorder, State of Utah.