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WHEN RECORDED, RETURN TO:

Shelly Carlile
FIRSTPLUS FREEDOM MORTGAGE
6955 South Union Park Avenue #160
Midvale, Utah 84047

04/16/98 2:07 PM 19.00
6930209
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FIRSTPLUS FREEDOM MORTGAGE
6955 S UNION PARK AVE #160
MIDVALE, UT 84047
REC BY: R JORDAN DEPUTY - WI

**FIRST AMENDMENT
TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF PARK PLACE TOWNHOMES, A PLANNED UNIT DEVELOPMENT**

This First Amendment to Declaration of Conditions and Restrictions of Park Place Townhomes, a Planned Unit Development ("First Amendment") is executed pursuant to the provisions of the Declaration of Covenants, Conditions and Restrictions of Park Place Townhomes, a Planned Unit Development, as described in Recital A hereof, by PARK PLACE OWNERS ASSOCIATION, INC., a Utah nonprofit corporation ("Association"). The Declaration covers the real property described in Exhibit "A" attached hereto.

RECITALS

A. Declarant has heretofore filed for record a Declaration of Covenants, Conditions and Restrictions of Park Place Townhomes, a Planned Unit Development with the Salt Lake County Recorder on April 19, 1995 in Book 7171, Page 0649 as Entry No. 6103525 ("Declaration").

B. The Association desires to amend certain provisions of the Declaration in order to comply with the guidelines for planned unit development legal documents issued by the U.S. Department of Housing and Urban Development, Federal Housing Administration and Veterans' Administration.

C. The Association on behalf of Owners and pursuant to the amendment provisions of the Declaration has caused this First Amendment to be prepared and the certification of the Association to be attached hereto as Exhibit "B" and incorporated herein by this reference.

NOW, THEREFORE, the Association hereby amends the Declaration, as follows:

1. Defined Terms. Capitalized terms used and not otherwise defined in this First Amendment shall have the meaning or meanings given to them in the Declaration, as amended.

2. Amendments. Article III, Section 3 is hereby amended and restated in its entirety to read as follows:

a. The Association shall have two classes of voting membership:

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A. Class A members shall be all Owners, with the exception of the Declarant. Each Class A member shall be entitled to the number of votes appurtenant to his or her Lot, as set forth in Exhibit "A" to the Declaration. The number of votes appurtenant to each Lot is determined by the approximate relative values of the different size Townhomes at the time the Declaration is recorded. Class A members who own Lots improved with two-bedroom Townhomes shall be entitled to five (5) votes for each Lot owned, and Class A members who own Lots improved with three-bedroom Townhomes shall be entitled to six (6) votes for each such Lot owned. The number of votes appurtenant to each Lot shall be permanent and shall not change in the event an Owner modifies a Townhome to increase or decrease the number of bedrooms therein. In the event that there is more than one Owner of a particular Lot, the votes relating to such Lot shall be exercised as such Owners may determine among themselves. No Lot shall have more than the number of votes shown on Exhibit "A," regardless of the number of persons having an ownership interest in the Lot. The votes cast at any Association meeting by any such Owners, whether in person or by proxy, shall be conclusively presumed to be the votes attributable to the Lot concerned unless an objection is immediately made by another Owner of the same Lot. In the event such an objection is made, the votes involved shall not be counted for any purpose whatsoever other than to determine whether a quorum exists.

B. Class B member(s) shall be the Declarant and shall be entitled to the votes otherwise attributable to the Lot shown on Exhibit "A" multiplied by three. Class B membership shall cease and be converted to Class A membership upon the earlier to occur of the following: (i) once the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership or (ii) the date upon which 75% of the Lots have been sold to Owners other than the Declarant.

b. Article IV, Section 3 is hereby amended to add the following subsection E thereto:

E. The right of Owners to the exclusive use of parking spaces as provided in this Article.

c. There is hereby added to the Declaration a new Section 7 of Article IV to read as follows:

Parking. Ownership of a Lot shall entitle the Owner or Owners thereof to the use of two (2) automobile parking spaces as shown on the Plat together with the right of ingress and egress in and upon said parking area. The Association shall permanently assign two (2) vehicle parking spaces as shown on the Plat to each Lot.

d. Article I, Section 21 of the Declaration is hereby amended and restated in its entirety to read as follows:

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EXHIBIT "A"

PARK PLACE

All of Lots 1 and 1A of amended WESTPOINTE PLAT "F," according to the official plat thereof, on file and of record in the Office of the Salt Lake County Recorder.

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