

BALMORAL L.L.C.
1095 East 2100 South, #291
Salt Lake city, Utah 84106

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11/18/96 11:40 AM 59.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: V ASHBY , DEPUTY - MI

BALMORAL HOMEOWNERS ASSOCIATION, INC.

THIRD AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS

THIS THIRD AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, is made this 12 day of November, 1996, by BALMORAL, L.L.C., a Utah limited liability company ("Declarant").

W I T N E S S E T H:

WHEREAS, Hamlet made, executed and caused to be recorded, as Declarant, that certain Declaration of Covenants, Conditions and Restrictions dated March 6, 1996, which was recorded among the Salt Lake County Recorder's Office in Book 7350, page 2318 et seq., on March 13, 1996, First Amendment to Declaration of Covenants, Conditions and Restrictions dated April 2, 1996, recorded among the Salt Lake County Recorder's Office in Book 7368, page 1601 et seq. and Second Amendment to Declaration of Covenants, Conditions and Restrictions dated April 30, 1996, recorded among the Salt Lake County Recorder's Office in Book 7398, page 2649 et seq. (collectively, the "Declaration"), pursuant to which the Declarant subjected all that property described in the Declaration (the "Property") and Declarant formed an association known as, "Balmoral Homeowners Association" ("Association"); and

WHEREAS, pursuant to Article 3.2 of the Declaration, Declarant reserved the right to add to the Property additional land within that area described in Exhibit "B" attached to the Declaration; and

WHEREAS, Declarant is the owner of that certain property described in Exhibit "A" attached hereto and incorporated herein, and that property is within the area described in Exhibit "B" attached to the Declaration, and Declarant wishes to add that property described in Exhibit "A" attached hereto to the Property subjected to the Declaration.

NOW, THEREFORE, the Declarant hereby declares that the Declaration of Covenants, Conditions and Restrictions be amended as follows:

1. All that property described in Exhibit "A" attached hereto is annexed to the Property subject to the Declaration, and shall be held, sold and

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conveyed subject to the easements, declarations, covenants and conditions set forth in the Declaration, which are for the purpose of protecting the value and desirability, and enhancing the attractiveness of the Property, and which shall run with the Property and shall be binding upon all parties having any right, title or interest in the Property or any part thereof, their heirs, personal representatives, successors and assigns, and shall inure to the benefit of each owner of the Property or any part thereof and their respective heirs, personal representatives, successors and assigns, and the Association.

2. The Common Area to be owned by the Association at the time of the conveyance of the first lot contained within the Property described in Exhibit "A" attached hereto, is more particularly described in Exhibit "B" attached hereto and made a part hereof. References to streets and other Common Areas described in Exhibit "B" are for reference only, and the streets and Common Areas are intended for use by the Owners for access, ingress, egress, recreation and other related activities. The designated areas are not dedicated hereby for use by the general public, but are dedicated for the common use and enjoyment of the Owners as more fully set forth in the Declaration herein.

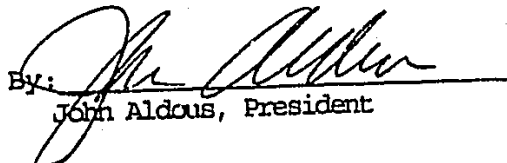
In all other respects, the Declaration, as amended, remains unchanged.

WITNESS the hand and seal of Balmoral, L.L.C. on the day herein above first written.

WITNESS/ATTEST:

BALMORAL, L.L.C.

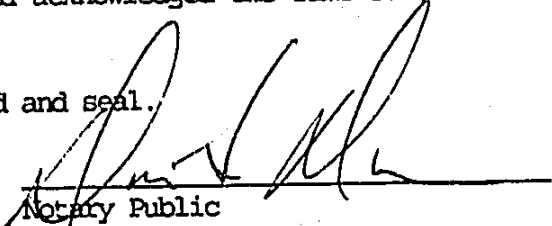
By: HAMLET HOMES CORPORATION,
Member

By:  (SEAL)
John Aldous, President

STATE OF UTAH, CITY/COUNTY OF SALT LAKE, TO WIT:

I HEREBY CERTIFY that on this 12 day of Nov., 1996 before, me, the subscriber, a Notary Public of the State of Utah, personally appeared John Alcous, known to me or suitably proven, who acknowledged himself to be President of Hamlet Homes Corporation, Member of Balmoral, L.L.C., the entity named in the foregoing instrument, and who, being authorized to do so, in my presence, signed and sealed the same and acknowledged the same to be the act and deed of such entity.

AS WITNESS my hand and seal.



Notary Public

My Commission Expires: 3/20/2000

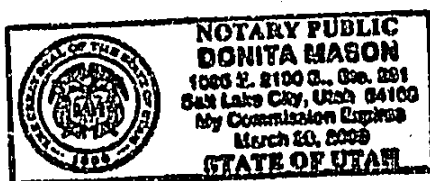


EXHIBIT "A"

DESCRIPTION OF LOTS
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION

BEING KNOWN AND DESIGNATED as Lots 113 through and including 118 and Lots 201 through and including 235, all as shown on the Plats entitled, "Balmoral Townhomes, Phase 1" and "Balmoral Townhomes, Phase 2", respectively, which Plats are recorded among the Recorder's Office of Salt Lake County.

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EXHIBIT "B"

**DESCRIPTION OF COMMON AREA
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

All that area shown as "Common Area Open Space" on the Plats entitled, "Balmoral Townhomes, Phase 1" and "Balmoral Townhomes, Phase 2", which Plats are recorded among the Recorder's Office of Salt Lake County.

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