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09/17/2002 02:41 PM 84.00
Book - 8649 Pg - 7121-7128
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
LEISURE VILLAS INC
1923 N 300 E
LEHI UT 84095
BY: RDJ, DEPUTY - WI 8 P.

When recorded, return to:

Larry Lindstrom
Leisure Villas, Inc.
1923 North 300 East
Lehi, Utah 84095

8356292

**SECOND AMENDMENT
TO
AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
AND RESERVATION OF EASEMENTS
FOR
JORDAN VILLAS, AN EXPANDABLE CONDOMINIUM PROJECT
(Phase II)**

THIS SECOND AMENDMENT to Amended and Restated Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Jordan Villas, an Expandable Condominium Project ("Second Amendment") is executed pursuant to the provisions of the Utah Condominium Ownership Act, Utah Code Annotated, §§ 57-8-1- through 57-8-37, as amended (the "Act"), and the provisions of the Declaration described in Recital "A" below by Leisure Villas, Inc., a Utah corporation ("Successor Declarant"), as successor in interest to Jordan Villas, LLC, a Utah limited liability company ("Original Declarant").

RECITALS:

A. On October 16, 2001, in connection with the recording of the original condominium declaration, as amended and restated by that certain Declaration described in Recital B below, Original Declarant recorded a Record of Survey Map entitled Jordan Villas Condominiums Record of Survey Map, as Entry No. 8030898 at Book 2001P, Page 319 in the Salt Lake County Recorder's Office ("Map").

B. On January 18, 2002, Original Declarant recorded with the Recorder of Salt Lake County, Utah, an Amended and Restated Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Jordan Villas, an Expandable Condominium Project (Phase I) as Entry No. 8126311 at Book 8556, Page 4765 ("Declaration") covering the initial real property and improvements situated in Salt Lake County, Utah, and more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference ("Project").

C. On April 5, 2002, Original Declarant recorded with the Recorder of Salt Lake County, Utah, a First Amendment to Amended and Restated Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Jordan Villas, an Expandable Condominium Project (Phase I) as Entry No. 8196483 at Book 8584, Page 7757 ("First Amendment").

D. Original Declarant recorded that certain Assignment of Declarant's Rights prior to the recordation of this Second Amendment wherein it transferred, assigned and conveyed to Successor Declarant all of its Declarant's rights as described in the Declaration.

E. Pursuant to Section 6.2 of the Declaration, Original Declarant reserved the right to expand the Project without the prior consent of any Unit Owners. Successor Declarant now desires to exercise its right to expand the Project by adding to the Project the Additional Land described on Exhibit "B" attached hereto and incorporated herein by this reference ("Additional Land").

F. Pursuant to Section 22.1.2 of the Declaration, Original Declarant reserved the right to unilaterally amend the Declaration if such amendment is necessary to correct typographical errors or inadvertent omissions. Successor Declarant now desires to exercise its unilateral right to amend the Declaration to correct the typographical error in Section 6.2.6 to reflect the maximum number of Units to be created in Phase II of the Project as approved by West Jordan City and as depicted on the Supplemental Map described in Recital G below.

G. In connection with Successor Declarant's exercise of its right to expand the Project, 60 Units will be added to the Project, together with additional Common Areas and Facilities and Limited Common Areas and Facilities, as identified in a supplemental map ("Supplemental Map"). The Supplemental Map will be recorded with the Salt Lake County Recorder's Office in connection with the recording of this Second Amendment.

NOW, THEREFORE, Successor Declarant hereby unilaterally exercises its right to expand the Project to include the Additional Land and unilaterally amends the Declaration as follows:

1. Defined Terms and Status of Recitals. Capitalized terms used and not otherwise defined in this Second Amendment shall have the meaning or meanings given to them in the Declaration. The Recitals set forth above shall constitute a portion of the terms of this Second Amendment.

2. Maximum Units. Section 6.2.6 of the Declaration is hereby amended and restated in its entirety to correct the typographical error describing the maximum number of Units to be created in Phase II of the Project to reflect such maximum number of Units as approved by West Jordan City and as depicted on the Supplemental Map and shall read as follows:

6.2.6 The maximum number of Units that may be created on the Additional Land is sixty (60).

3. Exercise of Option to Expand. Successor Declarant hereby exercises its option to expand the Project pursuant to Section 6.2 of the Declaration, and adds to the Project the real property described above in Recital "B" together with the improvements located thereon or to be located thereon, to become part of the Project as Units, Common Areas and Facilities and Limited Common Areas and Facilities as more particularly set forth in the Supplemental Map recorded simultaneously herewith. Successor Declarant declares that from and after the date set forth below, the Additional Land is now subject to, and governed by, the provisions of the Declaration and any amendments or supplements thereto.

4. Reservation of Declarant Rights. Pursuant to the Act and the Declaration, all Declarant rights concerning the Project reserved to the Original Declarant in the Declaration are hereby incorporated and reserved to Successor Declarant with respect to the Additional Land hereby added to the Project. The exercise of Declarant rights concerning such Additional Land shall be governed by the same terms, provisions and limitations set forth in the Declaration regarding the exercise of Declarant rights. As set forth in Section 6.2.6 of the Declaration, as such Section is amended and restated by this Second Amendment, the maximum number of Units that may be created on the Additional Land is 60.

5. Reallocation of Undivided Interests and Replacement of Exhibit C. Pursuant to Section 6.2.12 of the Declaration, the undivided interests in the Common Areas and Facilities are hereby reallocated on the same basis as described in the Declaration. Exhibit "C" to the Declaration, setting forth the Schedule of Units, Votes and Undivided Interests in the Common Areas and Facilities, is hereby replaced by Exhibit "C" attached to this Second Amendment and incorporated herein by this reference. Ownership interests in the Common Areas and Facilities and votes of all Units shall be as set forth in Exhibit "C".

6. Declaration Remains in Effect. The First Amendment and this Second Amendment and the Supplemental Map shall be considered supplemental to the Declaration and to the Map. Except as expressly amended by the foregoing, the Declaration and the Map shall remain in full force and effect and shall not be canceled, suspended or otherwise abrogated by the recording of this Second Amendment and the Supplemental Map.

7. Authority. Successor Declarant hereby certifies that Successor Declarant may execute this Second Amendment without the consent or signature of any other party or Unit Owner as provided in Section 6.2 of the Declaration.

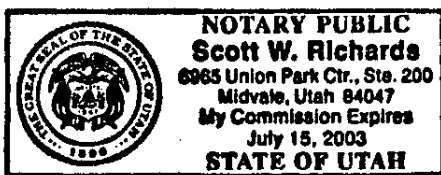
IN WITNESS WHEREOF, this Second Amendment is hereby executed this 16th day of September, 2002.

LEISURE VILLAS, INC.,
a Utah corporation

By: [Signature]
Its: Pres

STATE OF UTAH)
:SS.
COUNTY OF SALT LAKE

This instrument was acknowledged before me on September 16, 2002, by LARRY B. LINDSTROM, as the President of Leisure Villas, Inc., a Utah corporation.



[Signature]
NOTARY PUBLIC

EXHIBIT "A"

JORDAN VILLAS LEGAL DESCRIPTION (PHASE I)

Beginning at the Southwest Corner of Section 3, Township 3 South, Range 1 West, Salt Lake Base and Meridian and running thence N.00°01'37"W. 792.000 feet along the west section line to the southwest corner of Carriage Lane at the Grove (a condominium project) as recorded in the office of the Salt Lake County Recorder as entry no. 5662628; thence S.89°53'45"E. 33.000 feet along the south line of said condominium project; thence S.00°01'37"E. 168.776 feet; thence N.89°58'47"E. 164.750 feet; thence S.38°13'39"E. 45.341 feet to a point on a 37.000 foot radius curve to the left; thence Southwesterly 30.383 feet along the arc of said curve through a central angle of 47°02'59", chord bears S.23°29'53"W. 29.537 feet; thence S.00°01'37"E. 60.321 feet to a point on 10.000 foot radius curve to the left; thence Southeasterly 15.703 feet along the arc of said curve through a central angle of 89°58'24", chord bears S.45°00'49"E. 14.139 feet; thence N.89°59'58"E. 112.188 feet; thence S.00°01'37"E. 129.577 feet; thence N.89°59'59"E. 451.273 feet; thence S.00°00'01"E. 26.510 feet; thence S.89°56'27"E. 149.718 feet; thence S.00°03'33"W. 132.925 feet; thence S.89°56'28"E. 163.000 feet to the west line of the HJS Willowcove L.L.C. parcel as recorded in book 7766 page 1135 in the office of the Salt Lake County Recorder; thence S.00°03'33"W. 202.000 feet along the west line of said HJS Willowcove L.L.C. parcel to the south line of said Section 3; thence N.89°56'28"W. 1099.659 feet along said section line to the point of beginning.

27-03-351-007

Exhibit "B"

ADDITIONAL LAND LEGAL DESCRIPTION (PHASE II)

Beginning at a point N.00°01'37"W. 782.000 feet along the section line and S.89°53'45"E. 33.000 feet from the Southwest Corner of Section 3, Township 3 South, Range 1 West, Salt Lake Base and Meridian; thence running S.89°53'45"E. 627.000 feet; thence S.00°01'37"E. 118.744 feet; thence S.89°54'10"E. 440.656 feet to the extended line of the HJS Willowcove L.L.C. parcel as recorded in book 7766 page 1135 in the office of the Salt Lake County Recorder; thence S.00°03'33"W. 460.439 feet along the west line of said HJS Willowcove L.L.C. parcel; thence N.89°56'28"W. 163.000 feet; thence N.00°03'33"E. 132.925 feet; thence N.89°56'27"W. 149.718 feet; thence N.00°00'01"W. 26.510 feet; thence N.89°59'59"W. 451.273 feet; thence N.00°01'37"W. 129.577 feet; thence N.89°59'58"W. 112.188 feet to a point on a 10.000 foot radius curve to the right; thence Northwesterly 15.703 feet along the arc of said curve through a central angle of 89°58'24", chord bears N.45°00'49"W. 14.139 feet; thence N.00°01'37"W. 60.321 feet to a point on a 37.000 foot radius curve to the right; thence 30.383 feet along the arc of said curve through a central angle of 47°02'59", chord bears N.23°29'53"E. 29.537 feet; thence N.38°13'39"W. 45.341 feet; thence S.89°58'47"W. 164.750 feet; thence N.00°01'37"W. 158.776 feet to the point of beginning.

EXHIBIT "C"
UNIT LIST

BUILDING	UNIT LETTER	ADDRESS	MODEL	PAR VALUE	PERCENTAGE OF UNDIVIDED INTEREST
1	A	9312 SOUTH JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
1	B	9322 SOUTH JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
1	C	9318 SOUTH JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
1	D	9314 SOUTH JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
2	A	9342 SOUTH JORDAN VILLA DRIVE	VILLA	1	0.6944 %
2	B	9348 SOUTH JORDAN VILLA DRIVE	VILLA	1	0.6944 %
2	C	9346 SOUTH JORDAN VILLA DRIVE	VILLA	1	0.6944 %
2	D	9344 SOUTH JORDAN VILLA DRIVE	VILLA	1	0.6944 %
3	A	9354 SOUTH JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
3	B	9364 SOUTH JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
3	C	9362 SOUTH JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
3	D	9356 SOUTH JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
4	A	2187 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
4	B	2173 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
4	C	2177 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
4	D	2183 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
5	A	2159 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
5	B	2149 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
5	C	2151 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
5	D	2157 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
6	A	2139 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
6	B	2129 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
6	C	2131 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
6	D	2137 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
7	A	2117 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
7	B	2107 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
7	C	2109 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
7	D	2113 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
8	A	2097 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
8	B	2087 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %
8	C	2089 WEST JORDAN VILLA DRIVE	ABBEY	1.2	0.8333 %
8	D	2093 WEST JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333 %

9	A	2077	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
9	B	2061	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
9	C	2063	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
9	D	2073	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
10	A	2043	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
10	B	2033	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
10	C	3037	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
10	D	2041	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
11	A	2019	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
11	B	2011	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
11	C	2013	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
11	D	2017	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
12	A	2146	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
12	B	2156	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
12	C	2154	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
12	D	2148	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
13	A	2124	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
13	B	2136	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
13	C	2132	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
13	D	2128	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
14	A	2102	WEST	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
14	B	2112	WEST	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
14	C	2108	WEST	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
14	D	2104	WEST	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
15	A	2078	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
15	B	2088	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
15	C	2086	WEST	JORDAN VILLA DRIVE	ABBHEY	1.2	0.8333	%
15	D	2082	WEST	JORDAN VILLA DRIVE	CANTERBURY	1.2	0.8333	%
16	A	9356	SOUTH	ABBHEY VIEW ROAD	VILLA	1	0.6944	%
16	B	9364	SOUTH	ABBHEY VIEW ROAD	VILLA	1	0.6944	%
16	C	9362	SOUTH	ABBHEY VIEW ROAD	VILLA	1	0.6944	%
16	D	9358	SOUTH	ABBHEY VIEW ROAD	VILLA	1	0.6944	%
17	A	2051	WEST	ABBHEY VIEW ROAD	ABBHEY	1.2	0.8333	%
17	B	2043	WEST	ABBHEY VIEW ROAD	CANTERBURY	1.2	0.8333	%
17	C	2047	WEST	ABBHEY VIEW ROAD	ABBHEY	1.2	0.8333	%
17	D	2049	WEST	ABBHEY VIEW ROAD	CANTERBURY	1.2	0.8333	%
18	A	2081	WEST	ABBHEY VIEW ROAD	CANTERBURY	1.2	0.8333	%
18	B	2067	WEST	ABBHEY VIEW ROAD	ABBHEY	1.2	0.8333	%
18	C	2069	WEST	ABBHEY VIEW ROAD	CANTERBURY	1.2	0.8333	%
18	D	2079	WEST	ABBHEY VIEW ROAD	ABBHEY	1.2	0.8333	%
19	A	2109	WEST	ABBHEY VIEW ROAD	ABBHEY	1.2	0.8333	%
19	B	2099	WEST	ABBHEY VIEW ROAD	CANTERBURY	1.2	0.8333	%
19	C	2101	WEST	ABBHEY VIEW ROAD	ABBHEY	1.2	0.8333	%
19	D	2107	WEST	ABBHEY VIEW ROAD	CANTERBURY	1.2	0.8333	%

20	A	2129	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
20	B	2119	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
20	C	2121	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
20	D	2127	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
21	A	9323	SOUTH	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
21	B	9317	SOUTH	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
21	C	9319	SOUTH	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
21	D	9321	SOUTH	JORDAN VILLA DRIVE	VILLA	1	0.6944	%
22	A	9367	SOUTH	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
22	B	9357	SOUTH	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
22	C	9359	SOUTH	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
22	D	9363	SOUTH	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
23	A	9351	SOUTH	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
23	B	9343	SOUTH	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
23	C	9347	SOUTH	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
23	D	9349	SOUTH	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
24	A	9333	SOUTH	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
24	B	9323	SOUTH	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
24	C	9327	SOUTH	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
24	D	9331	SOUTH	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
25	A	2042	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
25	B	2048	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
25	C	2046	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
25	D	2044	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
26	A	2064	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
26	B	2078	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
26	C	2076	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
26	D	2066	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
27	A	2092	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
27	B	2098	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
27	C	2096	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
27	D	2094	WEST	ABBAY VIEW ROAD	VILLA	1	0.6944	%
28	A	2114	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
28	B	2124	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
28	C	2122	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
28	D	2116	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
29	A	2136	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
29	B	2146	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
29	C	2144	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
29	D	2138	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
30	A	2152	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
30	B	2162	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
30	C	2158	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
30	D	2154	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
31	A	2174	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
31	B	2184	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%
31	C	2182	WEST	ABBAY VIEW ROAD	CANTERBURY	1.2	0.8333	%
31	D	2176	WEST	ABBAY VIEW ROAD	ABBAY	1.2	0.8333	%

TOTAL 100.0000 %

JK8649PG7128