

WHEN RECORDED RETURN TO:
SOUTH WILLOW, L.C.
Wayne H. Corbridge
758 South 400 East
Suite 203
Orem, Utah 84058

7112451
10/07/98 1:48 PM 62.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
SOUTH WILLOW L.C.
758 S 400 E STE.203
OREM, UT 84097
REC BY:R JORDAN DEPUTY - WI

ELEVENTH SUPPLEMENT TO THE
DECLARATION OF CONDOMINIUM
FOR
SOUTH WILLOW CREEK,
a Utah condominium project

This ELEVENTH SUPPLEMENT to the DECLARATION OF CONDOMINIUM FOR SOUTH WILLOW CREEK is made and executed this 4th day of September, 1998, by SOUTH WILLOW, L.C., a Utah Limited Partnership of 758 South 400 East, Suite 203, Orem, Utah 84058 (hereinafter referred to as "Declarant").

RECITALS

Whereas, the Original Declaration was recorded in the office of the County Recorder of Salt Lake County, Utah on the 25th day of August, 1997 as Entry No. 6722899, in Book 7741, at Pages 2091-2155 of the Official Records;

Whereas, the related Plat Map for Phase I of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the First Supplement was recorded on August 25, 1997 as Entry No. 6722900, in Book 7741, at Page 2156 of the official records of the County Recorder of Salt Lake County, Utah.

Whereas, the First Supplement to the Declaration was re-recorded in the office of the County Recorder of Salt Lake County, Utah on the 9th day of October, 1997 as Entry No. 6760214, in Book 7778, at Page 1777 of the Official Records;

Whereas, the related Plat Map for Phase II of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Second Supplement was recorded on August 25, 1997 as Entry No. 6722901, in Book 7741, at Page 2161 in the office of the County Recorder of Salt Lake County, Utah.

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Whereas, the Second Supplement to the Declaration was re-recorded in the office of the County Recorder of Salt Lake County, Utah on the 9th day of October, 1997 as Entry No. 6760215, in Book 7778, at Page 1782 of the Official Records;

Whereas, the related Plat Map for Phase III of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Third Supplement to the Declaration was recorded in the office of the County Recorder of Salt Lake County, Utah on the 25th day of August, 1997 as Entry No. 6722902, in Book 7741, at Page 2167;

Whereas, the Third Supplement was re-recorded in the office of the County Recorder of Salt Lake County, Utah on the 9th day of October, 1997, as Entry No. 6760216, in Book 7778, at Page 1789.

Whereas, the related Plat Map for Phase IV of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Fourth Supplement was recorded in the office of the County Recorder of Salt Lake County, Utah on the 29th day of June, 1998, as Entry No. 7010840 in Book 8021 at pages 37-43.

Whereas, the related Plat Map for Phase V of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Fifth Supplement was recorded in the office of the County Recorder of Salt Lake County, Utah on the 29th day of June, 1998, as Entry No. 7010842 in Book 8021 at Pages 44-50.

Whereas, the related Plat Map for Phase VI of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Sixth Supplement was recorded in the office of the County Recorder of Salt Lake County, Utah on the 29th day of June, 1998, as Entry No. 7010844 in Book 8021 at Pages 51-59.

Whereas, the related Plat Map for Phase VII of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Seventh Supplement was recorded in the office of the County Recorder of Salt Lake County, Utah on the 29th day of June, 1998, as Entry No. 7010846 in Book 8021 at Pages 60-68.

Whereas, the related Plat Map for Phase VIII of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

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Whereas, the Eighth Supplement was recorded in the office of the County Recorder of Salt Lake County, Utah on the 29th day of June, 1998, as Entry No. 7010848 in Book 8021 at Pages 69-79.

Whereas, the related Plat Map for Phase XIII of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Ninth Supplement was recorded in the office of the County Recorder of Salt Lake County, Utah on the 7 day of October, 1998, as Entry No. 7112447, in Book _____, at Page _____.

Whereas, the related Plat Map for Phase IX of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the Tenth Supplement was recorded in the office of the County Recorder of Salt Lake County, Utah on the 7 day of October, 1998, as Entry No. 7112449, in Book _____, at Page _____.

Whereas, the related Plat Map for Phase X of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, under Article III, Section 44 of the Declaration, Declarant reserved an option until the seven (7) years from the date following the first conveyance of a Unit in Phase I to a Unit purchaser to expand the Project in accordance with the Act.

Whereas, Declarant is the fee simple owner of record of that certain real property located in Salt Lake County, Utah and described with particularity on Exhibit "A-11" attached hereto and incorporated herein by this reference (the "Phase XI Property").

Whereas, under the provisions of the Declaration, Declarant expressly reserved the absolute right, pursuant to Sections 12, 29 and 44 of Article III of the Declaration and subject to the approval of the Office of Veterans Affairs, to unilaterally amend the Declaration and add to the Project any or all portions of the Additional Land at any time and in any order, without limitation.

Whereas, Declarant desires to expand the Project by creating on the Phase XI Property a residential condominium development.

Whereas, Declarant now intends that the Phase XI Property shall become subject to the Declaration and the Act.

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Unit Owners thereof, Declarant hereby executes this ELEVENTH SUPPLEMENT to the DECLARATION OF CONDOMINIUM FOR SOUTH WILLOW CREEK, a Utah condominium project.

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1. Supplement to Definitions. Article I of the Declaration, entitled "Definitions," is hereby modified to include the following supplemental definitions:

A. Eleventh Supplemental Declaration shall mean and refer to this ELEVENTH SUPPLEMENT to the DECLARATION OF CONDOMINIUM FOR SOUTH WILLOW CREEK, a Utah condominium project.

B. Eleventh Supplemental Phase XI Map shall mean and refer to the Eleventh Supplemental Plat Map of Phase XI of the Project, prepared and certified to by Matthew B. Judd, a duly registered Utah Land Surveyor holding Certificate No. 6913 and filed for record in the Office of the County Recorder of Salt Lake County, Utah concurrently with the filing of this Eleventh Supplemental Declaration.

Except as otherwise herein provided, the definition of terms contained in the Declaration are incorporated herein by this reference.

2. Legal Description. The real property described in Exhibit A-11 is hereby submitted to the provisions of the Act and said land shall be held, transferred, sold, conveyed and occupied subject to the provisions of this Eleventh Supplemental Declaration.

3. Annexation. Declarant hereby declares that the Phase XI Property shall be annexed to and become subject to the Declaration, which upon recordation of this Eleventh Supplemental Declaration shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit A-11 subject to the functions, powers, rights, duties and jurisdiction of the Association.

4. Total Number of Units Revised. As shown on the Phase XI Map, six (6) additional Units are created in the Project on the Phase XI Property. Said additional Units are contained in one 6-plex, which are located within a portion of the Additional Land. Upon the recordation of the Phase XI Map and this Eleventh Supplemental Declaration, the total number of Units in the Project will be one hundred and fifteen (115). The said additional Units are substantially similar in construction, design and quality to the Units in the prior Phases.

5. Percentage Interest Revised. Pursuant to the Act and the Declaration, Declarant is required, with the additional Units, to reallocate the Percentage Interest. The Eleventh Revised Exhibit "C" to the Declaration is deleted in its entirety and "Eleventh Revised Exhibit 'C'" attached hereto is substituted in lieu thereof and incorporated herein by this reference. The Percentage Interests set forth in Eleventh Revised Exhibit "C" have been computed on the basis of par value.

6. Effective Date. The effective date of this Eleventh Supplemental Declaration and the Phase XI Map shall be the date on which said instruments are filed for record in the Office of the County Recorder of Salt Lake County, Utah.

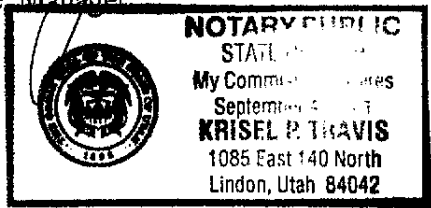
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IN WITNESS WHEREOF, Declarant has executed this instrument the day and year first above written.

SOUTH WILLOW, L.C.

BY: *Wayne H. Corbridge*
TITLE: Wayne H. Corbridge, Manager

STATE OF UTAH)
 ss.
COUNTY OF UTAH)



On the 4 day of September, 1998, personally appeared before me WAYNE H. CORBRIDGE, who by me being duly sworn, did say that he is the Manager of SOUTH WILLOW, L.C., a Utah Limited Liability Company, and that the within and foregoing instrument was signed in behalf of said Company by authority of a resolution of its Members or its Articles of Organization, and said WAYNE H. CORBRIDGE duly acknowledged to me that said Company executed the same.

Krisel P. Travis
NOTARY PUBLIC
Residing At: London UT
Commission Expires: Sept. 4, 2001

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Exhibit "A-11"
SOUTH WILLOW CREEK PHASE XI
BOUNDRY DESCRIPTION

The land described in the foregoing document is located in Salt Lake County, Utah and is described more particularly as follows:

Commencing North 89d 48' 40" West along the section line 725.51 feet and North 3255.19 feet from the South Quarter Corner of Section 30, Township 3 South, Range 1 East, Salt Lake Base and Meridian; thence as follows: thence North 62.48 feet; thence North 32d 46' 40" West 87.22 feet; thence North 154.35 feet; thence East 42.01 feet; thence South 4.00 feet; thence South 79d 21' 12" East 67.66 feet; thence South 00d 11' 32" East 273.66 feet; thence West 62.20 feet to the point of beginning.

Contains .60 acres

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ELEVENTH REVISED EXHIBIT "C"
PERCENTAGES OF OWNERSHIP INTEREST

<u>Phase/Bldg No.</u>	<u>Unit No.</u>	<u>Percentage of Ownership Interest</u>	<u>Par Value</u>
I A	1	1/115 (0.8695%)	100
I A	2	1/115 (0.8695%)	100
I A	3	1/115 (0.8695%)	100
I A	4	1/115 (0.8695%)	100
I B	5	1/115 (0.8695%)	100
I B	6	1/115 (0.8695%)	100
I B	7	1/115 (0.8695%)	100
I B	8	1/115 (0.8695%)	100
I B	9	1/115 (0.8695%)	100
I B	10	1/115 (0.8695%)	100
I C	119	1/115 (0.8695%)	100
I C	120	1/115 (0.8695%)	100
I C	121	1/115 (0.8695%)	100
I C	122	1/115 (0.8695%)	100
I D	123	1/115 (0.8695%)	100
I D	124	1/115 (0.8695%)	100
I D	125	1/115 (0.8695%)	100
I D	126	1/115 (0.8695%)	100
II E	11	1/115 (0.8695%)	100
II E	12	1/115 (0.8695%)	100
II E	13	1/115 (0.8695%)	100
II E	14	1/115 (0.8695%)	100
II E	15	1/115 (0.8695%)	100
II E	16	1/115 (0.8695%)	100
II F	69	1/115 (0.8695%)	100
II F	70	1/115 (0.8695%)	100
II F	71	1/115 (0.8695%)	100
II F	72	1/115 (0.8695%)	100
III G	103	1/115 (0.8695%)	100
III G	104	1/115 (0.8695%)	100
III G	105	1/115 (0.8695%)	100
III G	106	1/115 (0.8695%)	100

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<u>Phase/Bldg No.</u>	<u>Unit No.</u>	<u>Percentage of Ownership Interest</u>	<u>Par Value</u>	
III	H	99	1/115 (0.8695%)	100
III	H	100	1/115 (0.8695%)	100
III	H	101	1/115 (0.8695%)	100
III	H	102	1/115 (0.8695%)	100
IV	I	115	1/115 (0.8695%)	100
IV	I	116	1/115 (0.8695%)	100
IV	I	117	1/115 (0.8695%)	100
IV	I	118	1/115 (0.8695%)	100
IV	J	73	1/115 (0.8695%)	100
IV	J	74	1/115 (0.8695%)	100
IV	J	74	1/115 (0.8695%)	100
IV	J	76	1/115 (0.8695%)	100
V	K	17	1/115 (0.8695%)	100
V	K	18	1/115 (0.8695%)	100
V	K	19	1/115 (0.8695%)	100
V	K	20	1/115 (0.8695%)	100
V	K	21	1/115 (0.8695%)	100
V	K	22	1/115 (0.8695%)	100
V	L	64	1/115 (0.8695%)	100
V	L	65	1/115 (0.8695%)	100
V	L	66	1/115 (0.8695%)	100
V	L	67	1/115 (0.8695%)	100
V	L	68	1/115 (0.8695%)	100
VI	M	96	1/115 (0.8695%)	100
VI	M	97	1/115 (0.8695%)	100
VI	M	98	1/115 (0.8695%)	100
VI	N	92	1/115 (0.8695%)	100
VI	N	93	1/115 (0.8695%)	100
VI	N	94	1/115 (0.8695%)	100
VI	N	95	1/115 (0.8695%)	100
VII	O	23	1/115 (0.8695%)	100
VII	O	24	1/115 (0.8695%)	100
VII	O	25	1/115 (0.8695%)	100
VII	O	26	1/115 (0.8695%)	100
VII	O	27	1/115 (0.8695%)	100
VII	O	28	1/115 (0.8695%)	100
VII	P	29	1/115 (0.8695%)	100
VII	P	30	1/115 (0.8695%)	100
VII	P	31	1/115 (0.8695%)	100
VII	P	32	1/115 (0.8695%)	100
VII	P	33	1/115 (0.8695%)	100

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<u>Phase/Bldg No.</u>	<u>Unit No.</u>	<u>Percentage of Ownership Interest</u>	<u>Par Value</u>	
VII	Q	111	1/115 (0.8695%)	100
VII	Q	112	1/115 (0.8695%)	100
VII	Q	113	1/115 (0.8695%)	100
VII	Q	114	1/115 (0.8695%)	100
VII	T	77	1/115 (0.8695%)	100
VII	T	78	1/115 (0.8695%)	100
VII	T	79	1/115 (0.8695%)	100
VII	T	80	1/115 (0.8695%)	100
IX	U	60	1/115 (0.8695%)	100
IX	U	61	1/115 (0.8695%)	100
IX	U	62	1/115 (0.8695%)	100
IX	U	63	1/115 (0.8695%)	100
IX	V	34	1/115 (0.8695%)	100
IX	V	35	1/115 (0.8695%)	100
IX	V	36	1/115 (0.8695%)	100
IX	V	37	1/115 (0.8695%)	100
IX	V	38	1/115 (0.8695%)	100
IX	V	39	1/115 (0.8695%)	100
X	W	56	1/115 (0.8695%)	100
X	W	57	1/115 (0.8695%)	100
X	W	58	1/115 (0.8695%)	100
X	W	58	1/115 (0.8695%)	100
X	X	40	1/115 (0.8695%)	100
X	X	41	1/115 (0.8695%)	100
X	X	42	1/115 (0.8695%)	100
X	X	43	1/115 (0.8695%)	100
X	X	44	1/115 (0.8695%)	100
XI	ZZ	86	1/126 (0.7936%)	100
XI	ZZ	87	1/126 (0.7936%)	100
XI	ZZ	88	1/126 (0.7936%)	100
XI	ZZ	89	1/126 (0.7936%)	100
XI	ZZ	90	1/126 (0.7936%)	100
XI	ZZ	91	1/126 (0.7936%)	100
XIII	R	107	1/115 (0.8695%)	100
XIII	R	108	1/115 (0.8695%)	100
XIII	R	109	1/115 (0.8695%)	100
XIII	R	110	1/115 (0.8695%)	100
XIII	S	81	1/115 (0.8695%)	100
XIII	S	82	1/115 (0.8695%)	100
XIII	S	83	1/115 (0.8695%)	100
XIII	S	84	1/115 (0.8695%)	100
XIII	S	85	1/115 (0.8695%)	100

TOTAL:

100%

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