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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
EQUITY TITLE
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100-182-21-7-2

**SECOND SUPPLEMENT TO THE
DECLARATION OF CONDOMINIUM FOR ALBION VILLAGE CONDOMINIUM**
an expandable Utah condominium project

This SECOND SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR ALBION VILLAGE CONDOMINIUM, an expandable Utah condominium project, is made and executed by ALBION VILLAGE, LLC, a Utah limited liability company, of 287 N. Robertson Lane, Springville, Utah 84663 (the "Declarant").

RECITALS

The Declaration of Condominium for Albion Village Condominium was recorded in the office of the County Recorder of Salt Lake County, Utah on August 25, 2003 as Entry No. 8788136 in Book 8869 at Pages 440-495 of the official records (the "Declaration").

The First Amendment to Declaration of Condominium for Albion Village Condominium was recorded in the office of the County Recorder of Salt Lake County, Utah on November 6, 2003 as Entry No. 8883087 in Book 8907 at Pages 8874-8882 of the official records (the "First Amendment").

The Affidavit of Withdrawal was recorded in the office of the County Recorder of Salt Lake County, Utah on December 5, 2003 as Entry No. 8917332 in Book 8920 at Pages 7730-7733 of the official records (the "Affidavit of Withdrawal").

The Second Amendment to Declaration of Condominium for Albion Village Condominium was recorded December 5, 2003 as Entry No. 891733 in Book 8920 at Pages 77334-7738 of the Official Records of the County Recorder of Salt Lake County, Utah (the "Second Amendment").

The Corrected Affidavit of Withdrawal was recorded in the Office of the County Recorder of Salt Lake County, Utah on 11/26/03 as Entry No. 8945444 in Book 8932 at Pages 4522 of the Official Records (the "Corrected Affidavit").

The Corrected Second Amendment was recorded in the Office of the County Recorder of Salt Lake County, Utah on 1/26/04 as Entry No. 8946129 in Book 8932 at Pages 6526 of the Official Records (the "Corrected Second Amendment").

Whereas, the related Plat Map(s) for Phase 1 of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

100-252-21-7-2

The First Supplement to the Declaration of Condominium for Albion Village Condominium was recorded in the Office of the County Recorder of Salt Lake County, Utah on _____ as Entry No. _____ in Book _____ at Pages _____ of the Official Records (the "First Supplement").

Whereas, the related Plat Map(s) for Phase 2 of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, under Article III, Section 47 of the Declaration, Declarant reserved an option, until the five (5) 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-1" attached hereto and incorporated herein by this reference (the "Phase 3 Property").

Whereas, under the provisions of the Declaration, Declarant expressly reserved the absolute right, subject to the approval of Fannie Mae, to 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 3 Property a residential condominium development.

Whereas, Declarant now intends that the "Phase 3 Property" shall become subject to the Declaration.

A G R E E M E N T

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Unit Owners thereof, Declarant hereby executes this FIRST SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR ALBION VILLAGE CONDOMINIUM.

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

A. **Second Supplement to the Declaration** shall mean and refer to this SECOND SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR ALBION VILLAGE CONDOMINIUM.

B. **Second Supplemental Map(s) or Phase 3 Map(s)** shall mean and refer to the Supplemental Plat Map(s) for the additional phase of the Project described on Exhibit "A-1," prepared and certified to by Gary Wier P.L.S., a duly registered Utah Land Surveyor holding

Certificate No. 333098, and filed for record in the Office of the County Recorder of Salt Lake County, Utah concurrently with the filing of this Second Supplement to the 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-1" 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 the Declaration, as amended and supplemented.

3. **Annexation.** Declarant hereby declares that the "Phase 3 Property" shall be annexed to and become subject to the Declaration, which upon recordation of this Second Supplement to the Declaration shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit "A-1" subject to the Declaration, as amended, and the functions, powers, rights, duties and jurisdiction of the Association.

4. **Total Number of Units Revised.** As shown on the Map(s), Phase 3 will add one Building and twenty-four (24) Units. The additional Building and Units are located within a portion of the Additional Land. Upon the recordation of the Phase 3 Map for the additional Phase and this Second Supplement to the Declaration, the total number of Units in the Project will be seventy-two (72). The additional Building and Units in Phase 3 are or will be substantially similar in construction, design, and quality to the Building and 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 undivided percentages of ownership interest in the Common Areas and Facilities. Second Revised Exhibit "C" (Percentages of Undivided Ownership Interests) to the Declaration is hereby deleted in its entirety and "Third Revised Exhibit "C,"" attached hereto and incorporated herein by this reference, is substituted in lieu thereof.

6. **Effective Date.** The effective date of this Second Supplement to the Declaration and the Phase 3 Map(s) shall be the date on which said instruments are filed for record in the Office of the County Recorder of Salt Lake County, Utah.

EXECUTED the 21 day of January, 2004.

ALBION VILLAGE, LLC
By: ALBION DEVELOPMENT, LLC
Managing Member

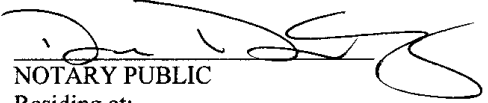
By: [Signature]
Name: Jason B. Johnson
Title: Manager

1/8/04
Date

ACKNOWLEDGMENT

STATE OF UTAH)
 ss:
COUNTY OF SALT LAKE)

On this 24th day of January, 2004, personally appeared before me, the undersigned Notary Public, in and for said county and state, Jason B. Johnson, being first duly sworn, who acknowledged to me that he is the Managing Member of Albion Development, LLC, who is the Managing Member of Albion Village, LLC, and that he signed the foregoing By-Laws, on and in behalf of said limited liability company pursuant to its Articles of Organization and a Resolution of its Members), and said Jason B. Johnson further acknowledged for and in behalf of Albion Development, LLC that Albion Village, LLC executed the same.



NOTARY PUBLIC
Residing at:
My Commission Expires:

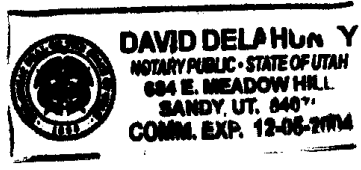


EXHIBIT "A-1"

**ALBION VILLAGE CONDOMINIUM
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 3 Property is located in Salt Lake County, Utah and is described more particularly as follows:

A PARCEL OF LAND LYING WITHIN THE NORTHEAST 1/4 OF SECTION 12, TOWNSHIP 3 SOUTH, RANGE 1 WEST, S.L.B.& M., SALT LAKE COUNTY, UTAH, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE EAST QUARTER CORNER OF SAID SECTION 12; THENCE NORTH 638.18 FEET AND WEST 1501.81 FEET TO THE REAL POINT OF BEGINNING; (BASIS OF BEARING BEING N.00°11'00"W. ALONG THE MONUMENTED CENTERLINE OF STATE STREET FROM THE BRASS CAP MONUMENT MARKING THE INTERSECTION OF 9800 SOUTH AND THE BRASS CAP MONUMENT MARKING THE CENTERLINE OF 9400 SOUTH.)

THENCE N.77°23'00"W. 357.61 FEET; THENCE NORTH 140.80 FEET TO A POINT OF CURVATURE OF A NON-TANGENT 530.00 FOOT RADIUS CURVE TO THE LEFT; THENCE SOUTHEASTERLY 39.21 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 04°14'19" AND BEING SUBTENDED BY A CHORD THAT BEARS S.81°29'10"E. 39.20 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF A 14.00 FOOT RADIUS NON-TANGENT CURVE TO THE RIGHT 10.65 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 43°35'34" AND BEING SUBTENDED BY A CHORD THAT BEARS S.38°06'50"E. 10.40 FEET TO A POINT OF REVERSE CURVATURE OF A 116.00 FOOT RADIUS CURVE TO THE LEFT; THENCE 149.18 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 73°40'57" AND BEING SUBTENDED BY A CHORD THAT BEARS S.53°09'32"E. 139.11 FEET; THENCE EAST 139.96 FEET; THENCE N.89°58'40"E. 37.54 FEET; THENCE S.00°01'20"E. 73.51 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF A 10.00 FOOT RADIUS CURVE TO THE LEFT 13.86 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 79°23'52" AND BEING SUBTENDED BY A CHORD THAT BEARS S.39°43'16"E. 12.78 FEET; THENCE S.79°25'12"E. 8.22 FEET; THENCE S.00°37'18"E. 28.03 FEET; THENCE S.10°34'48"W. 8.81 FEET TO THE POINT OF BEGINNING CONTAINING 0.79 ACRES OF LAND

THIRD REVISED EXHIBIT "C"
PERCENTAGES OF UNDIVIDED OWNERSHIP INTEREST

Phase No.	Bldg. No.	Floor	Unit No.	Percentage of Ownership
1	3	1st	101	1.38%
1	3	1st	102	1.38%
1	3	1st	103	1.38%
1	3	1st	104	1.38%
1	3	1st	105	1.38%
1	3	1st	106	1.38%
1	3	2nd	201	1.38%
1	3	2nd	202	1.38%
1	3	2nd	203	1.38%
1	3	2nd	204	1.38%
1	3	2nd	205	1.38%
1	3	2nd	206	1.38%
1	3	3rd	301	1.38%
1	3	3rd	302	1.38%
1	3	3rd	303	1.38%
1	3	3rd	304	1.38%
1	3	3rd	305	1.38%
1	3	3rd	306	1.38%
1	3	4th	401	1.38%
1	3	4th	402	1.38%
1	3	4th	403	1.38%
1	3	4th	404	1.38%
1	3	4th	405	1.38%
1	3	4th	406	1.38%
2	2	1st	101	1.38%
2	2	1st	102	1.38%
2	2	1st	103	1.38%
2	2	1st	104	1.38%
2	2	1st	105	1.38%
2	2	1st	106	1.38%
2	2	2nd	201	1.38%
2	2	2nd	202	1.38%
2	2	2nd	203	1.38%
2	2	2nd	204	1.38%
2	2	2nd	205	1.38%
2	2	2nd	206	1.38%

Phase No.	Bldg. No.	Floor	Unit No.	Percentage of Ownership
2	2	3rd	301	1.38%
2	2	3rd	302	1.38%
2	2	3rd	303	1.38%
2	2	3rd	304	1.38%
2	2	3rd	305	1.38%
2	2	3rd	306	1.38%
2	2	4th	401	1.38%
2	2	4th	402	1.38%
2	2	4th	403	1.38%
2	2	4th	404	1.38%
2	2	4th	405	1.38%
2	2	4th	406	1.38%
3	1	1st	101	1.38%
3	1	1st	102	1.38%
3	1	1st	103	1.38%
3	1	1st	104	1.38%
3	1	1st	105	1.38%
3	1	1st	106	1.38%
3	1	2nd	201	1.38%
3	1	2nd	202	1.38%
3	1	2nd	203	1.38%
3	1	2nd	204	1.38%
3	1	2nd	205	1.38%
3	1	2nd	206	1.38%
3	1	3rd	301	1.38%
3	1	3rd	302	1.38%
3	1	3rd	303	1.38%
3	1	3rd	304	1.38%
3	1	3rd	305	1.38%
3	1	3rd	306	1.38%
3	1	4th	401	1.38%
3	1	4th	402	1.38%
3	1	4th	403	1.38%
3	1	4th	404	1.38%
3	1	4th	405	1.38%
3	1	4th	406	1.38%