

Prowswood, Inc.
4970 South 9th East
Salt Lake City, Utah 84117
Attn: Vince Clayton

RESTRICTIVE COVENANTS

3328277

THESE RESTRICTIVE COVENANTS are made by Prowswood Inc., a Utah corporation (hereinafter "Prowswood") on the 23rd day of AUGUST, 1979.

R E C I T A L S :

A. Prowswood is the owner of the following described real property ("the Property") situate in the County of Salt Lake, State of Utah:

Beginning at a point East 261.59 feet and South 230.39 feet and North 18°53'30" East 81.56 feet from the center of Section 8, Township 2 South, Range 1 East, Salt Lake Base and Meridian, and running thence North 18°53'30" East 61.16 feet; thence North 69°45' East 85.80 feet; thence South 2°00' West 169.05 feet; thence North 88°00' West 59.43 feet; thence North 2°00' East 35.70 feet; thence South 88°00' East 3.00 feet; thence North 2°00' East 24.00 feet; thence North 88°00' West 3.00 feet; thence North 2°00' East 10.25 feet; thence North 88°00' West 11.10 feet; thence North 71°06'30" West 27.84 feet to the point of beginning.

B. Prowswood is the developer of a condominium project known as Three Fountains East Condominium Project (hereinafter "Three Fountains East") which is, or will be, on the following described real property in Salt Lake County, State of Utah, to-wit:

Beginning at a point on the East line of Ninth East Street at a point which is North 3.76 feet and West 730.55 feet from the center of Section 8, Township 2 South, Range 1 East, Salt Lake Base and Meridian, and said point of beginning also being North 18°53'30" East 373.01 feet and North 86°11'20" East 54.20 feet from a county monument in Ninth East Street, and running thence North 18°53'30" East along the East line of said Ninth East Street 520.05 feet to a point of a 1482.40 foot radius curve to the left, the center of which is North 73°46'41" West 1482.40 feet; thence North Westerly along the arc of said curve 69.06 feet to the Southwest corner of Lot 10, amended plat of Huffaker Subdivision; thence East along the South line of the amended plat of Huffaker Subdivision and Huffaker Subdivision 979.33 feet; thence South 3°57'30" East 60.605 feet; thence South 20°15' East 431.04 feet; thence South 20°00' West 54.27 feet to a point of 50.00 foot radius curve to the right; thence South Westerly along the arc of said curve 43.41 feet; thence South 69°45" West 111.27 feet; thence South 20°15' East 20.00 feet; thence South 69°45' West 61.03 feet; thence South 2°00' West 3.24 feet; thence South 69°45' West 85.80 feet; thence South 18°53'30" West 142.72 feet; thence North 88°00' West 835.995 feet; thence North 25.00 feet; thence North 2°33' West 163.00 feet; thence North 60°24'15" West 58.72 feet; thence South 86°11'20" West 95.80 feet to the point of beginning; and, Beginning at a point South 234.61 feet and East 382.38 feet from the center of Section 8, Township 2 South, Range 1 East, Salt Lake Base and Meridian; and running North 2°00' East 172.29 feet; thence North 69°45' East 61.03 feet; thence North 20°15' West 20.00 feet; thence North 69°45' East 111.27 feet to a point of a 50.00 foot radius curve to the left, the radius point of which, is North 20°15' West

50.00 feet; thence Northeasterly along the arc of said curve 43.41 feet; thence North 20°00' East 54.27 feet; thence North 20°15' West 431.04 feet; thence North 3°57'30" West 22.985 feet; thence East 50.12 feet to the Southwest corner of Lot 19 Huffaker Subdivision; thence south 57°32'30" East 111.32 feet; thence North 85°08' East 253.42 feet; thence South 14°40' East 716.01 feet; thence North 88°00' West 397.22 feet; thence South 25°10' East 56.19 feet; thence North 88°00' West 263.135 feet to the point of beginning.

C. Prowswood desires to impose certain restrictions on the Property for the primary use of the unit owners of Three Fountains East in parking of certain recreational vehicles, boats, and the like for so long as Three Fountains East shall exist as a condominium project under the Utah Condominium Ownership Act (Sections 57-8-1 through 57-8-36, Utah Code Annotated [1953], as the same may be amended from time to time).

NOW, THEREFORE, in pursuance of the foregoing, Prowswood hereby imposes the following limitations, restrictions and uses to which the Property may be put:

1. Use Restrictions. The use of the property shall be restricted to parking recreational vehicles, equipment, boats, trucks larger than 3/4 ton, motor homes and similar items by unit owners of Three Fountains East and by others, if any space shall be available, as Prowswood may determine, subject to payment by users of such rental as may be satisfactory to Prowswood, and subject, also, to strict observance by such users of the rules and regulations as Prowswood may from time to time prescribe regarding such parking.

2. Duration. The restrictions imposed hereby shall continue for so long as Three Fountains East shall continue to exist as a condominium project under the Utah law aforementioned. Upon the cessation of Three Fountains East as a condominium project, the restrictions and covenants hereby imposed shall terminate by the unilateral filing of an Affidavit by Prowswood, its successors or assigns, certifying that (i) Three Fountains East has terminated its status as a condominium project, and, (ii) declaring that the restrictions and covenants imposed upon the Property by this instrument are thereby removed.

3. Covenants Running With Land. The declarations

hereof shall constitute covenants running with the Property, and shall be binding on all parties and all persons claiming under Prowswood, and for the benefit of and limitations upon, all future Condominium unit owners in Three Fountains East, subject to the right of Prowswood, its successor or assigns, to remove such restrictions and covenants upon the termination of Three Fountains East as a condominium project as above provided in Section 2.

The officer who signs this instrument hereby certifies that this instrument was duly authorized under a resolution duly adopted by the Board of Directors of Prowswood at a lawful meeting duly held and attended by a quorum.

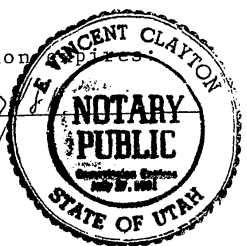
IN WITNESS WHEREOF, Prowswood has caused its corporate name to be hereunto affixed by its duly authorized officer on the day and year first above written.

PROWSWOOD, INC.
By *Robert W. Wood*
Robert W. Wood, Executive Vice President

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 23rd day of AUGUST, 1979, personally appeared before me ROBERT W. WOOD, who, being by me duly sworn, did say that he is the Executive Vice President of Prowswood, Inc.; that the foregoing instrument was signed on behalf of said corporation by authority of a resolution of its Board of Directors, and he duly acknowledged to me that said corporation executed the same.

Ernest Clayton
Notary Public

My commission expires 7/23/81


Residing at: SL County, UT.

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REF
SECURITY FILE CO.
Aug 28 9 00 AM '79
KATIE L. JOHNSON
RECORDS &
SALT LAKE COUNTY,
UTAH

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