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07/30/96 11:00 AM 241.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
JAMES R. BLAKESLEY
REC BY: V ASHBY , DEPUTY - MP

WHEN RECORDED RETURN TO:
James R. Blakesley
Attorney at Law
2102 East 3300 South
Salt Lake City, Utah 84109
(801) 485-1555

6416458

FIRST SUPPLEMENT
TO
AMENDED AND RESTATED

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
BROOKSTONE

A Prowswood Open Space Community Condominium

THIS DECLARATION is made and executed this 8th day of July, 1996, by the Association of Unit Owners of the Brookstone Condominium Project (hereinafter referred to as "Declarant"), pursuant to the provisions of the Utah Condominium Ownership Act (Sections 57-8-1 through 57-8-36), Utah Code Annotated (1953), as amended.

R E C I T A L S:

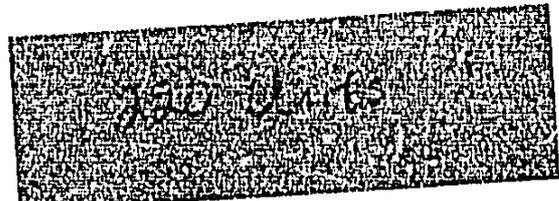
A. Declarant is the authorized representative of the owners of that certain real property located in Salt Lake County, Utah, more particularly described in Exhibit "B" attached hereto and incorporated herein by this reference.

B. On the 20th day of May, 1996 the Amended and Restated Declaration of Covenants, Conditions and Restrictions of Brookstone, a Prowswood Open Space Community Condominium was recorded in the office of the County Recorder of Salt Lake County, Utah as Entry No. 6360654, in Book 7402, at Page 2142 of the Official Records.

C. Included in the said Amended and Restated Declaration of Covenants, Conditions and Restrictions was an inadvertent clerical error on page 11.

D. The undersigned desires to correct the clerical error hereby.

NOW, THEREFORE, for the foregoing purposes, Declarant hereby makes the following First Supplement to the Amended and Restated Declaration:



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Page 11 of the said Amended and Restated Declaration of Covenants, Conditions and Restrictions is deleted in its entirety and the following page is substituted in lieu thereof:

5. Maintenance. The Units, Common Area and Limited Common Area shall be maintained, repaired and replaced as follows:

a. Area of Personal Responsibility. Each Unit Owner shall at his own cost keep his Unit and the Limited Common Areas designed for his exclusive use in a clean, sanitary and attractive condition at all times. Each Owner shall at his own cost and expense maintain, repair, paint, re-paint, tile, wax, paper or otherwise refinish and decorate the interior surfaces of the walls, ceilings, floors, windows and doors forming the boundaries of his Unit and all walls, ceiling, floors, windows and doors within such boundaries. In addition to decorating and keeping the interior of his Unit in good repair and in a clean and sanitary condition, he shall be responsible for the maintenance, repair or replacement of any plumbing fixtures, water heater, heating equipment, air conditioner, lighting fixtures, refrigerator, dishwasher, disposal equipment, range, or other appliances or fixtures that may be in, or connected with, his Unit. This also includes the duty to maintain, repair and replace any structural alterations approved by the Board, skylights, tubes, garage doors and garage door systems, and the interior area and landscaping within any enclosed Limited Common Area (e.g., replacing the patio cement, re-staining the interior patio fence, etc.). This Area of Personal Responsibility shall be maintained, repaired, and replaced by the Owner thereof so as not to detract from the appearance of the Project, and so as not to affect adversely the value or use of any other Unit or other portions of the Project.

b. Area of Common Responsibility. The Association shall be responsible for the maintenance, repair and replacement of all other Improvements in or on the Common Areas, including the Limited Common Area, unless otherwise agreed by the majority of the Unit Owners.

c. Standard of Care. The Association and Unit Owners shall maintain the Units, Limited Common Area, Common Area and Improvements thereon in good condition and repair, and consistent with Community Standards and other first class residential condominium projects in Salt Lake County, Utah.

d. Landscaping. All landscaping in the Project shall be maintained and cared for in a manner consistent with the standards of design and quality originally established by the developer and in a condition comparable to that of other first class residential condominium projects in Salt Lake County, Utah. Specific guidelines, limitations and restrictions on landscaping may be adopted by the Board of Trustees from time to time. All

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IN WITNESS WHEREOF, the undersigned, being the Declarant, has caused this instrument to be executed and its seal be affixed hereto on the 8th day of July, 1996.

BROOKSTONE HOMEOWNERS ASSOCIATION

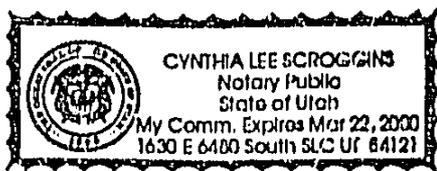
By William L. Hutchinson
Title: President

By Jacqui Sawyer
Title: Secretary

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

On the 8th day of July, 1996, personally appeared before me William L. Hutchinson and Jacqui Sawyer, who being by me duly sworn did say, each for himself/herself, that s/he, the said William L. Hutchinson is the President, and s/he, the said Jacqui Sawyer is the Secretary of the Brookstone Homeowners Association, and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its board of directors and said William Hutchinson and Jacqui Sawyer each duly acknowledged to me that said corporation executed the same and that the seal affixed is the seal of said corporation.

Cynthia Lee Scroggins
NOTARY PUBLIC



EX7453761028

EXHIBIT "B"
LEGAL DESCRIPTION

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

PHASE ONE

Beginning at a point on the centerline of 6400 South Street, said point being S 0°07'45" W 1404.54 feet; thence N 89°57'30" W 2639.85 feet to a monument; thence N 89°46'54" W along the centerline of said 6400 South Street 378.466 feet from the Northeast Corner of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian, and running thence South 356.88 feet; thence East 59.25 feet; thence South 338.00 feet; thence West 112.00 feet; thence South 160.45 feet; thence S 60°00' W 176.17 feet to a point on a curve to the right, the radius point of which is N 60°00' E 232.50 feet; thence Northwesterly along the arc of said curve 29.42 feet to a point of tangency; thence N 22°45' W 161.05 feet to a point of a 1150.0 foot radius curve to the left; thence Northwesterly along the arc of said curve 225.80 feet to a point of a reverse curve to the right, the radius point of which is N 56°00' E 210.0 feet; thence Northerly along the arc of said curve 142.94 feet; thence S 07°13'06" W 196.87 feet; thence N 2°46'54" W 447.00 feet to the centerline of said 6400 South Street; thence S 89°46'54" E along said centerline 641.234 feet to the point of beginning.

-FOR COPY-
CO. RECORDER

RESERVED FROM THE FOREGOING SUBMISSION are such easements and rights of ingress and egress over, across, through, and under the above-described tracts and any improvements now or hereafter constructed thereon as may be necessary to develop the entire Project. If pursuant to this reservation, the above-described real property or any improvement thereon is traversed or partially occupied by a permanent improvement or utility line, a perpetual easement for such improvement or utility line shall exist. With the exception of such perpetual easements, the reservation hereby effected shall terminate upon the completion and sale by Declarant of all Units in the Project. The foregoing submission is subject to a 12 ft. drainage and irrigation easement to Salt Lake County Flood Control and to Little Cottonwood Ditch Company described as follows:

Beginning at a point on the South line of 6400 South Street said point being South 1431.74 feet and West 3661.10 feet from the Northeast corner of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian and running thence South 2°46'54" East 413.95 feet; thence North 87°13'06" East 12.00 feet; thence North 2°46'54" West 413.32 feet to the South line of said 6400 South Street; thence North 89°46'54" West along said South line 12.02 feet to the point of beginning. And subject, also, to easements of record and visible and subject, further, to restrictions, conditions and covenants of record.

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EXHIBIT "B"
LEGAL DESCRIPTION

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

PHASE TWO

Beginning at the center of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian and running thence N 99°37'20" W along the South line of the Northwest quarter of said section 1096.07 feet to the East line of Rothmoor Estates No. 1 Subdivision; thence along the East line of said Subdivision as follows: N 26°13'06" E 207.73 feet; thence N 70°43'06" E 103.10 feet; thence N 26°16'54" W 272.24 feet; thence N 16°31'54" W 132.00 feet; thence N 2°46'54" W 114.01 feet; thence leaving said East line N 87°13'06" E 196.07 feet to a point on a curve to the left; the radius point of which is S 85°00' E 210.0 feet; thence Southeasterly along the arc of said curve 142.94 feet, to a point of a reverse curve to the right, the radius point of which is S 56°00' E 1150.0 feet; thence Southeasterly along the arc of said curve 225.00 feet to a point of tangency; thence S 22°45' E 161.05 feet to a point of a 232.50 foot radius curve to the left; thence Southeasterly along the arc of said curve 29.42 feet; thence N 60°00' E 176.17 feet; thence North 160.45 feet; thence East 112.00 feet; thence North 338.0 feet; thence East 68.765 feet to a point of a 90.0 foot radius curve to the right; thence Southeasterly along the arc of said curve 145.56 feet to a point of tangency; thence S 2°40' W 137.00 feet to a point of a 1000.0 foot radius curve to the left; thence Southerly along the arc of said curve 168.715 feet to a point of tangency; thence S 7°00' E 170.00 feet to a point of 120.0 foot radius curve to the right; thence Southwesterly along the arc of said curve 128.42 feet; thence S 35°41' E 38.465 feet; thence S 89°54'30" E 125.20 feet; thence S 0°05'30" W 56.135 feet; thence S 20°14'17" W 85.37 feet; thence S 0°16'04" W 31.00 feet; thence N 89°43'56" W 130.90 feet to the point of beginning. Contains 12.197 acres

Subject to easements of record, and visible, and subject, also, to restrictions and covenants of record.

RESERVING UNTO THE DECLARANT a perpetual 24 foot right-of-way easement for ingress and egress the centerline of which is described as follows:

Beginning at a point on the South right of way line of 6400 South Street, said point being North 89°46'54" West along the center line of said 6400 South Street 537.59 feet and South 0°13'06" West 33.00 feet from a Salt Lake County Monument at point where the center line of said 6400 South Street intersects the West line of the Northeast quarter of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian; said point of beginning also being North 1203.13 feet and West 535.74 feet from the center of said Section 21 and running thence South 0°13'06" West 324.425 feet; thence East 209.50 feet to a point of a 90.0 foot radius curve to the right; thence Southeasterly along the arc of said curve 145.56 feet to a point of tangency; thence South 2°40' West 137.00 feet to a point of a 1000.0 foot radius curve to the left; thence Southerly along the arc of said curve 168.715 feet to a point of tangency; thence South 7°00' East 170.00 feet to a point of 120.00 foot radius curve to the right; thence Southwesterly along the arc of said curve 128.42 feet; thence South 35°41' East 38.465 feet; thence South 89°54'30" East 170.50 feet; thence South 69°54'30" East 21.93 feet; thence South 89°54'30" East 52.82 feet; thence South 44°54'30" East 102.47 feet to a point on the Northwesterly line of a RV storage area said point being North 86.60 feet and East 151.80 feet from the center of said Section 21.

-FOR COPY-
CO. RECORDER

EX 7453 PG 1830

EXHIBIT "B"
LEGAL DESCRIPTION

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

PHASE THREE

Beginning at a point which is South $89^{\circ}43'56''$ East along the quarter section line 160.61 feet and North 129.88 feet from the center of section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian; and running thence North $0^{\circ}05'30''$ East 37.495 feet; thence North $89^{\circ}54'30''$ West 325.20 feet; thence North $35^{\circ}41'$ West 38.465 feet to a point on a 120.00 foot radius curve to the left the center of which bears North $35^{\circ}41'$ West from said point; thence Northerly along the arc of said curve 128.42 feet to the point of tangency; thence North $7^{\circ}00'$ West 170.00 feet to a point of a 1000.00 foot radius curve to the right; thence Northerly along the arc of said curve 168.715 feet to the point of tangency; thence North $2^{\circ}40'$ East 24.90 feet; thence South $89^{\circ}54'30''$ East 168.00 feet; thence South $0^{\circ}05'30''$ West 7.76 feet; thence South $89^{\circ}54'30''$ East 138.19 feet to an old fence line; thence South $0^{\circ}30'$ East along said fence line 123.73 feet; thence South $89^{\circ}57'30''$ East 157.87 feet to an old fence line; thence South $0^{\circ}35'$ East along said fence line 411.52 feet thence North $89^{\circ}54'30''$ West 144.92 feet to the point of beginning. Contains 4.949 acres.

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CO. RECORDER

EX 7 4 5 3 2 6 1 8 3 1

EXHIBIT "B"
LEGAL DESCRIPTION

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

PHASE FOUR

Beginning at a point on an old fence line which point is South $89^{\circ}43'56''$ East along the quarter section line 142.39 feet and North 664.90 feet from the center of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian, and running thence North $89^{\circ}54'30''$ West 138.19 feet; thence North $0^{\circ}05'30''$ East 776 feet; thence North $89^{\circ}54'30''$ West 168.00 feet; thence North $2^{\circ}40'$ East 112.10 feet to a point of a 90.0 foot radius curve to the left; thence northwesterly along the arc of said curve 145.56 feet to a point of tangency; thence West 128.015 feet; thence North 356.88 feet to the centerline of 6400 South Street; thence South $89^{\circ}46'54''$ East along said centerline 371.27 feet to a point on the extension of an old fence line; thence South $0^{\circ}15'$ East along said extension and fence line 281.07 feet; thence South $89^{\circ}57'30''$ East 143.87 feet to an old fence line; thence South $0^{\circ}30'$ East along said fence line 288.72 feet to the point of beginning.

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CO. RECORDER

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