

Fieldstone Homes Inc
6965 Union Park Center #310
Midvale UT 84047

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ENT 115935:2004 PG 1 of 6
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2004 Oct 13 9:12 am FEE 92.00 BY LJ
RECORDED FOR SPANISH FORK CITY CORPORATI

SEPTEMBER 21, 2004

**DECLARATION OF INCLUSION OF PHASE ONE (PLAT A) OF THE SPANISH
FIELDS DEVELOPMENT WITHIN THE DECLARATION OF COVENANTS,
CONDITIONS, AND RESTRICTIONS FOR SPANISH FIELDS DEVELOPMENT,
UTAH COUNTY, UTAH**

This Declaration of Inclusion is made this _____ day of September, 2004, by

Fieldstone Homes Utah L.L.C f/k/a Fieldstone Partners, L.L.C., a Utah Limited Liability Company ("Fieldstone") referred to herein as "Declarant".

RECITALS

A. Fieldstone is the owner of the following described real property (the "Plat A Property") located in Utah County, Utah, and known as Spanish Fields Development Phase One (Plat A): See the attached Exhibit "A"

B. The Declarant previously caused to be recorded in the Office of the County Recorder for Utah County on September 9, 2004 at Entry No. 103518:2004 that certain Declaration of Covenants, Conditions and Restrictions for Spanish Fields Development Utah County, Utah, with respect to The Villages at Spanish Fields Plat of the Spanish Fields Development located in Utah County, Utah (the "CC &R's").

C. Pursuant to the terms of the CC&R's, the Declarant is permitted to subject Additional Property which is part of the Spanish Fields Development, including the Phase One (Plat A) Property, to the terms of the CC&R's.

D. Declarant is now prepared to develop the Phase One (Plat A) Property and wishes to subject the Phase One (Plat A) Property to the CC&R's by this Declaration of Inclusion.

E. All capitalized terms herein shall have the same meaning as those set forth in the CC&R's unless otherwise stated herein.

DECLARATION

Declarant hereby declares that all of the Lots within the Phase One (Plat A) Property shall be held, sold, conveyed, encumbered, leased, used, occupied and approved subject to the protective covenants, conditions, restrictions and equitable servitude set forth in the CC&R's, all of which are created for the mutual benefit of the Owners. It is the intention of the Declarant in imposing these covenants, conditions, and restrictions to protect and enhance the property values and aesthetic values of the Lots by eliminating inconsistent uses or improvements, all for the mutual protection and benefit of the Owners. The covenants, conditions and restrictions set forth in the CC&R's are intended to, and shall in all cases run with the title of the land, and be binding upon the successors, assigns, heirs, lien holders, and any other person holding any interests in the Lots, and shall inure to the benefit of all other Lots in the Subdivision to be located on the Entire Property. The covenants, conditions and restrictions set forth in the CC&R's shall be binding upon the Declarant as well as its successors and interest, and may be enforced by the Declarant or by any Owner.

Notwithstanding the foregoing, no provision of this Declaration shall prevent the Declarant from doing any of the following, which shall be deemed to be among Declarant's reserved rights, in addition to such rights as may be described elsewhere in the CC&R's: (1) installation and completion of the Subdivision Improvements; (2) use of any Lot owned by the Declarant as a model home, or for the placement of temporary construction or sales office; (3) installation of maintenance of signs incidental to sales or construction, which are in compliance with applicable City ordinances; (4) assignment of Declarant's rights under this Declaration in whole or in part, to one or more persons intending to construct homes within the Subdivision;

(5) retention of Declarant's rights with respect to subsequent phases of the Subdivision; (6) construction of any improvements, including homes, by Declarant as approved by the City; (7) access over any lot for the installation of improvements; and (8) erection of permanent or temporary signs for use during the selling and marketing of the project.

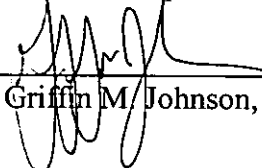
COVENANTS. CONDITIONS AND RESTRICTIONS

1. Incorporation of CC&R's. Declarant hereby incorporates the covenants conditions and restrictions set forth in the CC&R's as if repeated and fully set forth herein.
2. Identification of Property. The Phase One (Plat A) Property are identified in the CC&R's as a portion of the "Additional Property" and it is the intent of the Declarant to subject the Phase One (Plat A) Property to all of the rights, obligations, covenants, conditions and restrictions set forth in the CC&R's as if the Phase One (Plat A) Property were originally subject to the CC&R's at the time of its recording.

Executed on the date stated above.

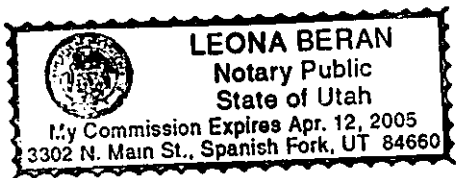
FIELDSTONE HOMES UTAH L.L.C.,
f/k/a FIELDSTONE PARTNERS, L.L.C.,
A UTAH LIMITED LIABILITY COMPANY

By: Its Managing Member, Fieldstone Communities,
Inc, a California corporation

By: 
Griffin M. Johnson, Assistant Secretary

STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

The foregoing instrument was acknowledged before me Griffin Johnson, Manager of Fieldstone Homes, Inc., a Utah corporation and managing member of Fieldstone Partners, L.L.C.




NOTARY PUBLIC

Exhibit "A" Page 1 of 2

Property Description

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The land referred to is located in Utah County, State of Utah, and is described as follows:

Beginning at a point located North 1°09'23" East along the section line 124.38 feet and East 1,048.20 feet from the West 1/4 corner of Section 24, Township 8 South, Range 2 East, Salt Lake Base and Meridian; thence along the following courses and distances:

North 89°12'30" East 271.52 feet; thence South 89°44'49" East 8.54 feet; thence South 0°23'55" West 203.45 feet; thence South 89°51'05" East 110.00 feet; thence South 0°23'55" West 48.90 feet; thence along an arc 65.61 feet with a radius of 400.00 through a central angle of 9°23'00" (chord bearing North 56°58'30" West 65.43 feet) thence North 89°36'05" West 110.00 feet; thence North 0°23'55" East 900.07 feet to the point of beginning.
Plat "A", Propose Spanish Fields Subdivision

