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RICHARD T. MAUGHAN
DAVIS COUNTY, UTAH RECORDER
03/03/2010 01:20 PM
FEE \$53.00 Pgs: 3
DEP RTT REC'D FOR WOODS CROSS CITY

06-328-0301-0341

**SUPPLEMENTAL
DECLARATION OF COVENANTS CONDITIONS AND RESTRICTIONS
FOR VALENTINE ESTATES PHASE 1
(Phase 3)**

THIS SUPPLEMENTAL DECLARATION is made January 21, 2010 by Valentine Estates, L.L.C., a Utah limited liability company.

RECITALS

A. Valentine Estates, L.L.C., is Declarant "A" under the Valentine Estates Phase 1 Homeowner's, Inc. Supplemental Declaration of Covenants, Conditions, and Restrictions recorded May 9, 2006, as Entry No. 2166826 in the Davis County Recorder's office ("Declaration"). Declarant "A" is the owner and developer of Valentine Estates Subdivision, Woods Cross City, Davis County, Utah (the "Development");

B. Under Article III, Section 3.2 of the Declaration, Declarant "A" has the right to add Lots to the Property;

C. Declarant "A" desires to annex property into the Property. The annexed land shall be known as the Phase 3 ("Project") as described in Exhibit "A" and the plat recorded simultaneously herewith.

NOW THEREFORE, Declarant "A" hereby declares as follows:

1. All defined terms as used in this Supplemental Declaration shall have the same meaning as those set forth and defined in the Declaration, unless a definition is given to the term in this Supplemental Declaration.
2. The real property described in Exhibit "A" and situated in Woods Cross City, Davis County, Utah, is hereby submitted to the provisions of the Declaration and, pursuant thereto, is hereby annexed in to the Property and is to be held, transferred, sold, conveyed, and occupied as a part of the Property, subject to the following:

RESERVING UNTO DECLARANT "A", however, such easements and rights of ingress and egress over, across, through, and under the said property and any improvements (including buildings) now or hereafter constructed thereon as may be reasonably necessary for Declarant "A" (in a manner which is reasonable and not inconsistent with the provisions of the Declaration): (i) to construct and complete the Project, and to do all things reasonably necessary or proper in connection therewith; (ii) to construct and complete on the Additional Property, or any portion thereof, such improvements as Declarant "A" shall determine to build in its sole discretion (and whether or not the Additional Property or any portion thereof has been or hereafter will be added to the Development); (iii) to amend the existing Project as to the number of lots, lot sizes, and units to be built upon the land, as permitted by the laws of the State of Utah and Davis County, and the zoning requirements of Woods Cross City; and (iv) to improve portions of the said property with such other or additional improvements, facilities, or landscaping designed for the use and enjoyment of all Owners as Declarant "A" may reasonably determine to be appropriate. If, pursuant to all foregoing reservations, the said 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 reservations hereby effected shall, unless sooner terminated in accordance with their terms, expire 7 years after the date on which this Supplemental Declaration is recorded. Declarant "A" may add land and subject it to this Supplemental Declaration in its discretion for 7 years from the date this Supplemental Declaration is recorded.

THE FOREGOING IS SUBJECT TO all liens for current and future taxes, assessments, and charges imposed or levied by governmental or quasi-governmental authorities; all Patent reservations and exclusions; all mineral reservations of record and rights incident thereto; all instruments of record which affect the above-described real property or any portion thereof, including, without limitation, any mortgage or deed of trust (and nothing in this paragraph shall be deemed to modify or amend such mortgage or deed of trust); all visible easements and rights-of-way; all easements and rights-of-way, encroachments, or discrepancies shown on, or revealed by, a Plat or otherwise existing, an easement for each and every pipe, line, cable, wire, utility line, or similar facility which traverses or partially occupies the said real property at such time as construction of all Development improvements is complete; and all easements necessary for ingress to egress from, maintenance of, and replacement of all such pipes, lines, cable, wires, utility lines, and similar facilities.

- 3. The Declaration as previously amended and supplemented shall remain unchanged and, together with this Supplemental Declaration shall constitute the Declaration of Covenants, Conditions and Restrictions for the Development as further expanded by the annexation of the Additional Property.
- 4. Declarant "A" reserves the right, as stated in the Declaration, to Class B voting membership.
- 5. This Supplemental Declaration shall be recorded in the Davis County Recorder's Office to accompany the Plat Map entitled Valentine Estates Phase 3, recorded simultaneously herewith, located in the City of Woods Cross, Davis County, Utah, executed and acknowledged by Declarant "A", and accepted by the City of Woods Cross.

IN WITNESS WHEREOF, Declarant "A" has executed this instrument the day and year first set forth above.

DECLARANT "A"
By: Valentine Estates, L.L.C.


 By: Nathan Shipp
 Its: Manager

STATE OF UTAH)
 :ss.
 County of Salt Lake)

On this 21st day of January, 2010, personally appeared before me Nathan Shipp who being by me duly sworn, did say that he is the agent of Declarant "A", authorized to execute this Declaration.

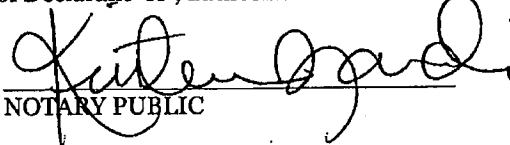

 NOTARY PUBLIC



EXHIBIT "A"
LEGAL DESCRIPTION

BOUNDARY DESCRIPTION

A part of the North Half of Section 34, Township 2 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey in Woods Cross, Davis County, Utah:

Beginning at the Northwesterly Corner of Valentine Estates Phase 2, a subdivision in Davis County, Utah located 1238.29 feet South 0°23'18" East along the Section Line and 2081.71 feet North 89°48'15" West along the Northerly Boundary of the previous Valentine Estates Subdivisions from the Northeast Corner of said Section 34; and running thence along the Westerly and Southerly Boundary of said Valentine Estates Phase 2 the following four courses: South 28°53'00" West 462.47 feet; South 61°07'00" East 100.00 feet; South 76°49'28" East 58.17 feet; and South 61°07'00" East 100.00 feet; thence South 28°53'00" West 324.12 feet; thence South 25°39'58" East 49.27 feet; thence South 0°23'18" East 40.17 feet; thence North 89°48'31" West 897.67 feet; thence North 0°23'18" West 20.00 feet along the Easterly Line of Lot 7 of the Amended Westside Industrial Park to the Northeastly Corner thereof; thence North 89°48'31" West 74.49 feet along the Northerly Line of said Lot 7 to the Easterly Line of the Legacy Parkway; thence North 27°58'42" East 976.23 feet along said Easterly Line; thence South 89°48'15" East 640.87 feet to the point of beginning.

*Contains 683,635 sq. ft.
or 15.694 acres*