

WHEN RECORDED RETURN TO:
COUNTRY WOODS, L.C.
Wayne H. Corbridge
758 South 400 East
Suite 203
Orem, Utah 84058

ENT 32284 JK 4255 PG 203
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
1997 Apr 29 9:58 am FEE 36.00 BY JW
RECORDED FOR COUNTRY WOODS LC

FIFTH SUPPLEMENT TO THE AMENDED & RESTATED
DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS
FOR
COUNTRY WOODS, A Condominium Project

This FIFTH SUPPLEMENT to the AMENDED & RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS for the COUNTRY WOODS CONDOMINIUM PROJECT is made and executed this 13th day of March, 1997 by COUNTRY WOODS, L.C., a Utah Limited Partnership of 758 South 400 East, Suite 203, Orem, Utah 84058 (hereinafter referred to as "Declarant").

RECITALS

Whereas, the Original Declaration was recorded in the office of the County Recorder of Utah County, Utah on November 13, 1995 as Entry No. 77941, in Book 3814, at Page 882 of the Official Records;

Whereas, the Amended and Restated Declaration was recorded in the office of the County Recorder of Utah County, Utah on March 27, 1996 as Entry No. 25138, in Book 3924, at Pages 790-857 of the Official Records.

Whereas, the related Plat Maps for Phases I and II of the Project have also been recorded in the Office of the County Recorder of Utah County, Utah.

Whereas, the First Supplement to the Amended & Restated Declaration of Covenants, Conditions and Restrictions was recorded in the Office of the County Recorder of Utah County, Utah on May 13, 1996, as Entry No. 40058, in Book 3968, at Page 218 of the official records.

Whereas, the related Plat Map for Phase III of the Project has been recorded in the Office of the County Recorder of Utah County, Utah.

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Whereas, the Second Supplement to the Amended & Restated Declaration of Covenants, Conditions and Restrictions was recorded in the Office of the County Recorder of Utah County, Utah on August 27, 1996, as Entry No. 70253, in Book 4054, at Page 842 of the official records.

Whereas, the related Plat Map for Phase V of the Project has been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, the Third Supplement to the Amended & Restated Declaration of Covenants, Conditions and Restrictions was recorded in the Office of the County Recorder of Utah County, Utah on September 11, 1996, as Entry No. 74609, in Book 4067, at Page 309 of the official records.

Whereas, the related Plat Map for Phase IV of the Project has been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, the Fourth Supplement to the Amended & Restated Declaration of Covenants, Conditions and Restrictions was recorded in the Office of the County Recorder of Utah County, Utah on the 21st day of March, 1997, as Entry No. 21192-97, in Book 4220, at Pages 832-840 of the official records.

Whereas, the related Plat Map for Phase VI of the Project has been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, under Article III, Section 45 of the Amended & Restated Declaration, Declarant reserved an option until seven (7) 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 Utah County, Utah and described with particularity on Exhibit "A-7" attached hereto and incorporated herein by this reference (the "Phase VII Property").

Whereas, under the provisions of the Amended & Restated Declaration, Declarant expressly reserved the absolute right, subject to the approval of the Office of Veterans Affairs, 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 VII Property a residential condominium development.

Whereas, Declarant now intends that the Phase VII Property shall become subject to the Amended & Restated Declaration.

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Unit Owners thereof, Declarant hereby executes this FIFTH SUPPLEMENT to the AMENDED & RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR COUNTRY WOODS, a Condominium Project.

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

A. Fifth Supplemental Declaration shall mean and refer to this Supplement to the Amended & Restated Declaration of Covenants, Conditions and Restrictions for Country Woods, a Condominium Project.

B. Phase VII Map shall mean and refer to the Plat Map of Phase VII of the Project, prepared and certified to by David V. Thomas, a duly registered Utah Land Surveyor holding Certificate No. 163947 and filed for record in the Office of the County Recorder of Utah County, Utah concurrently with the filing of this Fourth Supplemental Declaration.

Except as otherwise herein provided, the definition of terms contained in the Amended & Restated Declaration are incorporated herein by this reference.

2. Legal Description. The real property described in Exhibit "A-7" 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 this Supplemental Declaration.

3. Annexation. Declarant hereby declares that the Phase VI Property shall be annexed to and become subject to the Amended & Restated Declaration, which upon recordation of this Fifth Supplemental Declaration shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit "A-7" subject to the functions, powers, rights, duties and jurisdiction of the Association.

4. Total Number of Units Revised. As shown on the Phase VII Map, twelve (12) additional Units are created in the Project on the Phase VII Property. Upon the recordation of the Phase VII Map and this Fifth Supplemental Declaration, the total number of Units in the Project will be one hundred twenty-nine (129). The said additional Units are substantially similar in construction,

design and quality to the Units in the prior Phases.

5. Percentage Interest Revised. Pursuant to the Act and the Amended & Restated Declaration, Declarant is required, with the additional Units, to reallocate the Percentage Interest. Third Revised Exhibit "B" to the Amended & Restated Declaration is deleted in its entirety and the "Fifth Revised Exhibit 'B'" attached is substituted in lieu thereof and incorporated herein by this reference. The Percentage Interests set forth in Fifth Revised Exhibit "B" have been computed on the basis of the size that each of the Units bears to the total size of all Units in the Project.

6. Effective Date. The effective date of this Fifth Supplemental Declaration and the Phase VII Map shall be the date on which said instruments are filed for record in the Office of the County Recorder of Utah County, Utah.

IN WITNESS WHEREOF, Declarant has executed this instrument the day and year first above written.

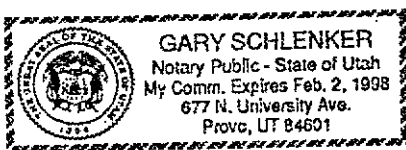
COUNTRY WOODS, L.C.

BY: [Signature]
TITLE: Wayne H. Corbridge, Member

BY: [Signature]
TITLE: Stanford Ricks, Member

STATE OF UTAH)
) SS:
COUNTY OF UTAH)

On the 31 day of March, 1997, personally appeared before me WAYNE H. CORBRIDGE and STANFORD RICKS, who by me being duly sworn, did say that they are the Members of COUNTRY WOODS, L.C., a Utah Limited Liability Company, and that the within and foregoing instrument was signed in behalf of said Company by authority of a resolution of its Members, and said WAYNE H. CORBRIDGE and STANFORD RICKS, duly acknowledged to me that said Company executed the same.



[Signature]
NOTARY PUBLIC
Residing At: 541W/1300~ Pleasant Grove Utah
Commission Expires: 2/2/98

EXHIBIT "A-7"

LEGAL DESCRIPTION
PHASE VII PROPERTY

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

Commencing at a point which is East 51.64 feet and South 358.73 feet from the North one quarter corner Section 28, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence South 89 deg 54' 00" East 212.46 feet; thence South 00 deg 06' 00" West 100.00 feet; thence North 89 deg 54' 00" West 212.46 feet; thence North 00 deg 06' 00" East 100.00 feet to the point of beginning.

COUNTRY WOODS CONDOMINIUM

FILE NAME: CNTR129 UNITS

DATE: 03/03/97

BUILDING	HOME ADDRESS	UNIT #	SQ. FT.	% OF INTEREST	MONTHLY CONDO FEE	MONTHLY RESERVE	CABLE TV	TOTAL
1	1212 West 1330 South	1	1302	0.0085	53	6	10	69
	1267 West 1295 South	2	1568	0.0103	64	8	10	82
	1211 West 1295 South	3	1302	0.0085	53	6	10	69
	1216 West 1330 South	4	1568	0.0103	64	8	10	82
			5740					
2	1224 West 1330 South	5	1302	0.0085	53	6	10	69
	1219 West 1295 South	6	1129	0.0074	46	6	10	61
	1223 West 1295 South	7	1302	0.0085	53	6	10	69
	1228 West 1330 South	8	1129	0.0074	46	6	10	61
			4862					
3	1240 West 1330 South	9	1302	0.0085	53	6	10	69
	1235 West 1295 South	10	1568	0.0103	64	8	10	82
	1239 West 1295 South	11	1302	0.0085	53	6	10	69
	1323 South 1260 West	12	1568	0.0103	64	8	10	82
			5740					
4	1317 South 1260 West	13	1302	0.0085	53	6	10	69
	1241 West 1295 South	14	1568	0.0103	64	8	10	82
	1245 West 1295 South	15	1302	0.0085	53	6	10	69
	1313 South 1260 West	16	1568	0.0103	64	8	10	82
			5740					
5	1320 South 1260 West	17	1695	0.0111	69	8	10	87
	1318 South 1260 West	18	1375	0.0090	56	7	10	73
	1314 South 1260 West	19	1695	0.0111	69	8	10	87
	1312 South 1260 West	20	1375	0.0090	56	7	10	73
	1308 South 1260 West	21	1695	0.0111	69	8	10	87
	1306 South 1260 West	22	1375	0.0090	56	7	10	73
	1302 South 1260 West	23	1695	0.0111	69	8	10	87
	1300 South 1260 West	24	1375	0.0090	56	7	10	73
			12280					
6	1258 West 1295 South	25	1375	0.0090	56	7	10	73
	1256 West 1295 South	26	1695	0.0111	69	8	10	87
	1252 West 1295 South	27	1375	0.0090	56	7	10	73
	1250 West 1295 South	28	1695	0.0111	69	8	10	87
	1246 West 1295 South	29	1375	0.0090	56	7	10	73
	1244 West 1295 South	30	1695	0.0111	69	8	10	87
	1240 West 1295 South	31	1375	0.0090	56	7	10	73
	1238 West 1295 South	32	1695	0.0111	69	8	10	87
			12280					
7	1234 West 1295 South	33	1695	0.0111	69	8	10	87
	1230 West 1295 South	34	1375	0.0090	56	7	10	73
			3070					
8	1145 West 1273 South	1	1414	0.0093	58	7	10	75
	1145 West 1277 South	2	1050	0.0069	43	5	10	58
	1145 West 1279 South	3	1050	0.0069	43	5	10	58
	1145 West 1281 South	4	1050	0.0069	43	5	10	58
	1145 West 1283 South	5	1414	0.0093	58	7	10	75
			5978					
9	1145 West 1282 South	6	1414	0.0093	58	7	10	75
	1145 West 1284 South	7	1050	0.0069	43	5	10	58
	1145 West 1286 South	8	1050	0.0069	43	5	10	58
	1145 West 1288 South	9	1050	0.0069	43	5	10	58
	1145 West 1290 South	10	1050	0.0069	43	5	10	58

	1145 West 1294 South	11	1414	0.0093	58	7	10	75
			7028					
	SUB-TOTAL/TOWN		62718					
A	1190 West 1330 South	A4	1234	0.0081	50	6	10	66
	1192 West 1330 South	A8	1234	0.0081	50	6	10	66
	1194 West 1330 South	A12	1234	0.0081	50	6	10	66
	1321 South 1200 West	A1	990	0.0065	40	5	10	55
	1323 South 1200 West	A5	990	0.0065	40	5	10	55
	1325 South 1200 West	A9	990	0.0065	40	5	10	55
	1320 South 1180 West	A2	1005	0.0066	41	5	10	56
	1322 South 1180 West	A6	1005	0.0066	41	5	10	56
	1324 South 1180 West	A10	1005	0.0066	41	5	10	56
	1184 West 1330 South	A3	1234	0.0081	50	6	10	66
	1186 West 1330 South	A7	1234	0.0081	50	6	10	66
	1188 West 1330 South	A11	1234	0.0081	50	6	10	66
			13389					
B	1168 West 1330 South	B4	995	0.0065	41	5	10	55
	1170 West 1330 South	B8	995	0.0065	41	5	10	55
	1172 West 1330 South	B12	995	0.0065	41	5	10	55
	1321 South 1180 West	B1	1014	0.0067	41	5	10	56
	1323 South 1180 West	B5	1014	0.0067	41	5	10	56
	1325 South 1180 West	B9	1014	0.0067	41	5	10	56
	1315 South 1180 West	B2	1014	0.0067	41	5	10	56
	1317 South 1180 West	B6	1014	0.0067	41	5	10	56
	1319 South 1180 West	B10	1014	0.0067	41	5	10	56
	1162 West 1330 South	B3	995	0.0065	41	5	10	55
	1164 West 1330 South	B7	995	0.0065	41	5	10	55
	1166 West 1330 South	B11	995	0.0065	41	5	10	55
			12054					
C	1309 South 1200 West	C4	1005	0.0066	41	5	10	56
	1311 South 1200 West	C8	1005	0.0066	41	5	10	56
	1313 South 1200 West	C12	1005	0.0066	41	5	10	56
	1303 South 1200 West	C1	1234	0.0081	50	6	10	66
	1305 South 1200 West	C5	1234	0.0081	50	6	10	66
	1307 South 1200 West	C9	1234	0.0081	50	6	10	66
	1302 South 1180 West	C2	1234	0.0081	50	6	10	66
	1304 South 1180 West	C6	1234	0.0081	50	6	10	66
	1306 South 1180 West	C10	1234	0.0081	50	6	10	66
	1308 South 1180 West	C3	990	0.0065	40	5	10	55
	1310 South 1180 West	C7	990	0.0065	40	5	10	55
	1312 South 1180 West	C11	990	0.0065	40	5	10	55
			13389					
D	1307 South 1180 West	D4	1014	0.0067	41	5	10	56
	1309 South 1180 West	D8	1014	0.0067	41	5	10	56
	1311 South 1180 West	D12	1014	0.0067	41	5	10	56
	1169 West 1295 South	D1	995	0.0065	41	5	10	55
	1171 West 1295 South	D5	995	0.0065	41	5	10	55
	1173 West 1295 South	D9	995	0.0065	41	5	10	55
	1163 West 1295 South	D2	995	0.0065	41	5	10	55
	1165 West 1295 South	D6	995	0.0065	41	5	10	55
	1167 South 1295 West	D10	995	0.0065	41	5	10	55
	1301 South 1180 West	D3	1014	0.0067	41	5	10	56
	1303 South 1180 West	D7	1014	0.0067	41	5	10	56
	1305 South 1180 West	D11	1014	0.0067	41	5	10	56
			12054					
E	1285 South 1200 West	E4	995	0.0065	41	5	10	55
	1287 South 1200 West	E8	995	0.0065	41	5	10	55

	1289 South 1200 West	E12	995	0.0065	41	5	10	55
	1191 West 1275 South	E1	1014	0.0067	41	5	10	56
	1193 West 1275 South	E5	1014	0.0067	41	5	10	56
	1195 West 1275 South	E9	1014	0.0067	41	5	10	56
	1185 West 1275 South	E2	1014	0.0067	41	5	10	56
	1187 West 1275 South	E6	1014	0.0067	41	5	10	56
	1189 West 1275 South	E10	1014	0.0067	41	5	10	55
	1284 South 1180 West	E3	995	0.0065	41	5	10	55
	1286 South 1180 West	E7	995	0.0065	41	5	10	55
	1288 South 1180 West	E11	995	0.0065	41	5	10	55
			12054					
F	1168 West 1295 South	F4	1234	0.0081	50	6	10	66
	1170 West 1295 South	F8	1234	0.0081	50	6	10	66
	1172 West 1295 South	F12	1234	0.0081	50	6	10	66
	1169 West 1275 South	F1	990	0.0065	40	5	10	55
	1171 West 1275 South	F5	990	0.0065	40	5	10	55
	1173 West 1275 South	F9	990	0.0065	40	5	10	55
	1163 West 1275 South	F2	1005	0.0066	41	5	10	56
	1165 West 1275 South	F6	1005	0.0066	41	5	10	56
	1167 West 1275 South	F10	1005	0.0066	41	5	10	56
	1162 West 1295 South	F3	1234	0.0081	50	6	10	66
	1164 West 1295 South	F7	1234	0.0081	50	6	10	66
	1166 West 1295 South	F11	1234	0.0081	50	6	10	66
			13389					
G	1266 South 1170 West	G4	1234	0.0081	50	6	10	66
	1268 South 1170 West	G8	1234	0.0081	50	6	10	66
	1270 South 1170 West	G12	1234	0.0081	50	6	10	66
	1188 West 1275 South	G1	990	0.0065	40	5	10	55
	1290 West 1275 South	G5	990	0.0065	40	5	10	55
	1192 West 1275 South	G9	990	0.0065	40	5	10	55
	1182 West 1275 South	G2	1005	0.0066	41	5	10	56
	1184 West 1275 South	G6	1005	0.0066	41	5	10	56
	1186 West 1275 South	G10	1005	0.0066	41	5	10	56
	1260 South 1170 West	G3	1234	0.0081	50	6	10	66
	1162 South 1170 West	G7	1234	0.0081	50	6	10	66
	1164 South 1170 West	G11	1234	0.0081	50	6	10	66
			13389					
	SUB-TOT CONDO		89718					
	GRAND TOTAL		152436	1.0000	6208	750	1290	8246