

**AMENDMENT TO THE DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS OF
THE FRANKLIN PARK CONDOMINIUMS**

(An Expandable Condominium Project)

This amendment to the Declaration of Covenants, Conditions and Restrictions of the Franklin Park Condominiums, an Expandable Condominium Project (hereinafter referred to as the "Declaration"), is made as of the date hereinafter set forth by Utah Armadillo Limited Company (hereinafter referred to as "Declarant") pursuant to Section 24 of Article III of the Declaration.

RECITALS

WHEREAS, Declarant caused the Declaration to be recorded on March 26, 1996, as Entry No. 26964, in Book 3923, at Pages 624-669, in the official records of the Utah County Recorder, and

WHEREAS, an Amendment to the Declaration was recorded by Declarant on November 4, 1996, as Entry No. 90050, in Book 4112, at Pages 832-844, in the official records of the Utah County Recorder, and

WHEREAS, Amendments for Expansion have been recorded to add additional phases to the Project as described in the Declaration, as amended, and

WHEREAS, the legal descriptions of the phases now included in the Project are shown on Exhibit "A" attached hereto, and

WHEREAS, the legal description for Phase VI, if and when it is added to the Project, is shown on Exhibit "B" attached hereto, and

WHEREAS, less than seventy-five percent (75%) of the undivided ownership interest in the real property in the Project has been conveyed to purchasers,

NOW THEREFORE, for the foregoing purposes and pursuant to Section 24 of Article III of the Declaration, Declarant hereby declares and certifies as follows:

1. Subparagraph (c) of Section 21 of Article III of the Declaration is hereby amended by adding the following language thereto at the end of the existing provisions of said subparagraph (c):

The Project has a year-round stream running through it. The stream has been widened and cobblestones placed both on the bottom and the side slopes of the stream. Two grates have been placed in the stream, one at the southern end of the stream and the other at about the mid-point of the stream. Signs have been posted along the stream prohibiting entry. Removal of cobblestone from either of the banks or the bottom of the stream is prohibited. The Project also has

playground equipment located within the Common Areas. All use of the property located near the stream and all use of the playground equipment is at the risk of said users. Declarant and the Association shall not be liable for injuries occurring as a result of the use of the aforesaid stream, playground or related properties or facilities.

2. This amendment to the Declaration shall take effect upon its being recorded in the office of the County Recorder of Utah County, State of Utah.

IN WITNESS WHEREOF, the undersigned, being the Declarant, has caused this instrument to be executed on the 12 day of May, 1997.

DECLARANT:

UTAH ARMADILLO LIMITED COMPANY

By: [Signature]
Terry C. Harward, co-manager

[Signature]
David K. Gardner, co-manager

STATE OF UTAH)
)ss.
COUNTY OF UTAH)

On the 13 day of May, 1997, personally appeared before me Terry C. Harward and David K. Gardner, who being by me duly sworn, did say that they are the managers of Utah Armadillo Limited Company and that said instrument was signed in behalf of said company by authority of its operating agreement and they acknowledged to me that said company executed the same.

[Signature]
Notary Public

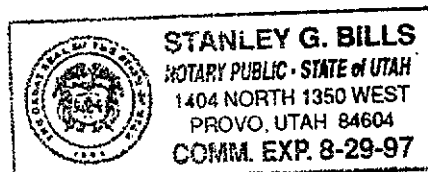


EXHIBIT "A"**PHASE I.**

Beginning at a point which is SOUTH 222.42 feet and WEST 239.58 feet from the Northwest Corner of Section 12, Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence N72°15'00"W 1.58 feet; thence NORTH 49.53 feet; thence S88°17'22"W 39.29 feet; thence S48°12'27"W 52.89 feet; thence N66°00'00"W 30.66 feet; thence along the arc of a 45.36 foot radius curve to the left 30.74 feet, the chord of which bears N85°25'01"W 30.16 feet; thence S75°09'58"W 45.46 feet; thence S04°11'38"E 45.43 feet; thence S20°54'49"E 118.06 feet; thence S00°36'01"W 71.00 feet; thence EAST 133.02 feet; thence NORTH 206.45 feet; thence EAST 4.42 feet; thence N01°46'00"E 3.30 feet to the point of beginning.

Containing 0.848 acres

PHASE II.

Beginning at a point which is SOUTH 172.41 feet and WEST 241.08 feet from the Northwest Corner of Section 12, Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence S88°17'22"W 39.29 feet; thence S48°12'27"W 52.89 feet; thence N66°00'00"W 30.66 feet; thence along the arc of a 45.36 foot radius curve to the left 30.74 feet, the chord of which bears N85°25'01"W 30.16 feet; thence S75°09'58"W 47.96 feet; thence along the arc of a 44.00 foot radius curve to the right 29.82 feet, the chord of which bears N85°24'01"W 29.25 feet; thence N66°00'00"W 38.32 feet; thence N29°54'48"W 24.54 feet; thence N01°00'00"E 156.24 feet; thence S89°10'30"E 71.09 feet; thence S00°49'30"W 21.25 feet; thence EAST 186.99 feet; thence S01°00'00"W 52.91 feet; thence SOUTH 86.41 feet to the point of beginning.

Containing 1.00 acres

PHASE III.

Beginning at a point which is SOUTH 205.58 feet and WEST 421.82 feet from the Northwest Corner of Section 12, Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence S04°11'38"E 45.42 feet; thence S20°54'49"E 118.06 feet; thence S00°36'01"W 33.91 feet; thence N88°17'34"W 146.56 feet; thence N81°50'03"W 26.51 feet; thence S23°34'55"W 14.17 feet; thence S03°04'02"E 49.44 feet; thence S36°50'18"E 14.13 feet; thence S53°27'07"W 35.58 feet; thence N36°23'07"W 122.17 feet; thence N52°50'12"E 102.15 feet; thence S66°28'21"E 20.47 feet; thence N24°00'00"E 152.34 feet; thence S66°00'00"E 32.33 feet; thence along the arc of a 44.00 foot radius curve to the left 29.82 feet, the chord of which bears S85°24'01"E 29.25 feet; thence N75°09'58"E 2.49 feet to the point of beginning.

Containing 0.76 acres

PHASE IV.

Beginning at a point which is SOUTH 190.73 feet and WEST 482.92 feet from the Northwest Corner of Section 12, Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence S24°00'00"W 152.34 feet; thence N66°28'21"W 20.47 feet; thence S52°50'12"W 102.15 feet; thence N36°02'15"W 154.72 feet; thence N51°36'00"E 53.56 feet; thence EAST 51.94 feet; thence N24°00'00"E 99.00 feet; thence S70°00'00"E 99.00 feet; thence N80°00'00"E 8.37 feet; thence S29°54'48"E 24.54 feet; thence S66°00'00"E 5.99 feet to the point of beginning.

Containing 0.74 acres

PHASE V.

Commencing at a point South 33.10 feet and West 240.16 feet from the Northwest corner of Section 12 Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence West 186.99 feet; thence North 00 degrees 49 minutes 30 seconds East 21.25 feet; thence North 89 degrees 10 minutes 30 seconds West 71.09 feet; thence North 01 degrees 00 minutes 00 seconds East 90.13 feet; thence North 89 degrees 00 minutes 00 seconds West 0.72 feet; thence North 01 degrees 00 minutes 00 seconds East 17.88 feet; thence South 89 degrees 10 minutes 30 seconds East 66.45 feet; thence North 00 degrees 49 minutes 30 seconds East 18.00 feet; East 191.85 feet; thence South 01 degrees 00 minutes 00 seconds West 114.74 feet; thence North 49 degrees 45 minutes 00 seconds East 0.78 feet; thence South 01 degrees 00 minutes 00 seconds West 33.10 feet to the point of beginning.

Containing 0.810 acres.

PHASE VII.

Commencing at a point South 395.07 feet and West 376.71 feet from the Northwest corner of Section 12 Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence North 88 degrees 17 minutes 34 seconds West 146.56 feet; thence North 81 degrees 50 minutes 03 seconds West 26.51 feet; thence South 23 degrees 34 minutes 55 seconds West 14.17 feet; thence South 03 degrees 04 minutes 02 seconds East 49.44 feet; thence South 36 degrees 50 minutes 18 seconds East 14.13 feet; thence South 53 degrees 27 minutes 07 seconds West 35.58 feet; thence South 36 degrees 40 minutes 24 seconds East 107.75 feet; thence South 36 degrees 48 minutes 30 seconds East 26.65 feet; thence North 53 degrees 09 minutes 35 seconds East 156.39 feet; thence North 63.64 feet; thence West 10.00 feet; thence North 00 degrees 36 minutes 01 seconds East 37.08 feet to the point of beginning.

Containing 0.65 acres.

PHASE VIII.

Commencing at a point South 432.17 feet and West 244.06 feet from the Northwest corner of Section 12 Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence West 123.02 feet; thence South 63.64 feet; thence South 53 degrees 09 minutes 35 seconds West 156.39 feet; thence South 36 degrees 48 minutes 30 seconds East 409.50 feet; thence North 01 degrees 46 minutes 00 seconds East 210.68 feet; thence West 3.66 feet; thence North 274.69 feet to the point of beginning.

Containing 1.53 acres.

EXHIBIT "B"

ENT 38522 BK 4274 PG 141

PHASE VI.

Commencing at a point North 114.22 feet and West 238.18 feet from the Northwest corner of Section 12 Township 7 South, Range 2 East, Salt Lake Base and Meridian; thence West 191.85 feet; thence South 00 degrees 49 minutes 30 seconds West 18.00 feet; thence North 89 degrees 10 minutes 30 seconds West 66.45 feet; thence North 01 degrees 00 minutes 00 seconds East 147.12 feet; thence South 89 degrees 00 minutes 00 seconds East 258.22 feet; thence South 01 degrees 00 minutes 00 seconds West 125.57 feet to the point of beginning.

Containing 0.780 acres.