



ENT 43944:2012 PG 1 of 10
 JEFFERY SMITH
 UTAH COUNTY RECORDER
 2012 May 25 4:08 pm FEE 40.00 BY SS
 RECORDED FOR SARATOGA SPRINGS CITY

FIFTH AMENDMENT TO
 DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE HILLCREST
 CONDOMINIUMS,
 An Expandable Utah Condominium Project

THIS FIFTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE HILLCREST CONDOMINIUMS, an expandable Utah condominium project (this "**Fifth Amendment**"), is made effective as of the 15 day of May, 2012, by Solitude Construction LLC, a Utah limited liability company ("**Declarant**").

RECITALS:

A. On or around May 13, 2005, Hillcrest Saratoga Condominiums, LLC, as the original declarant, made and executed that certain Declaration of Covenants, Conditions and Restrictions of the Hillcrest Condominiums, an Expandable Utah Condominium Project (the "**Declaration**") thereby creating Hillcrest Condominiums, an expandable Utah Condominium Project (the "**Project**"), which Declaration was recorded in the office of the Utah County Recorder on May 13, 2005, as Entry No. 51908:2005.

B. A related condominium plat entitled Phase 1 Hillcrest Condominiums (the "**Plat**") was recorded concurrently with the Declaration in the office of the Utah County Recorder, as Entry No. 2005-51907, Map No. 11082, Book 41, Page 601.

C. The Declaration and Plat submitted to the provisions of the Utah Condominium Ownership Act (the "**Act**"), Utah Code Annotated, Section 57-8-1, et seq., certain real property described in Recital A of the Declaration and in the Plat.

D. The original declarant, as provided in Section 16 of the Declaration and pursuant to Section 57-8-13.6 of the Act, reserved the sole and exclusive right to expand the Project from time to time by adding thereto all or any portion of that certain real property (the "**Additional Land**") described in Section 16.7 of the Declaration.

E. The undersigned Declarant is the successor-in-interest to the original declarant with respect to that portion of the Additional Land described on Exhibit A attached hereto and incorporated herein by reference (the "**Phase 2 Property**").

F. The undersigned Declarant desires to add to the Project the Phase 2 Property as set forth herein.

AGREEMENT:

NOW, THEREFORE, the Declaration is hereby amended a fifth time as follows, with such amendment to become effective upon the recording of this Fifth Amendment and the Plat of

the Phase 2 Property (the "Phase 2 Plat"), a copy of which is attached hereto as Exhibit B and incorporated herein by reference:

1. Units and Boundaries. The Project as hereby expanded shall consist of eighty four (84) total condominium units located in seven (7) buildings. Each Unit in the Phase 2 Property is given an identifying number and the single Building constructed on the Phase 2 Property is depicted on the Phase 2 Plat as Building I. The Project as expanded by this Fifth Amendment shall continue to be known as Hillcrest Condominiums, an Expandable Utah Condominium Project.

2. Reallocation of Undivided Interests in Common Areas. Attached as Exhibit A to the Declaration is a Table of Units, Undivided Ownership Interests, and Votes (the "Table of Units & Ownership Interests"). Pursuant to the provisions of Section 57-8-13.10 of the Act, the undivided ownership interests in the Common Areas and Facilities of the Project and the votes in the Association appurtenant to each Unit in the Project are hereby reallocated between the Units in accordance with the attached Amended Exhibit A to the Declaration of Covenants, Conditions and Restrictions of the Hillcrest Condominiums, an Expandable Utah Condominium Project, Table Of Units, Undivided Ownership Interests, And Votes (the "Amended Table of Units & Ownership Interests"), which is attached hereto as Exhibit C and incorporated herein by reference. The Amended Table of Units, Undivided Ownership Interests, and Votes hereby amends, restates and replaces in its entirety each and every prior Table of Units & Undivided Ownership Interests.

3. Construction. From and after the date hereof, all references in the Declaration and the Plat, as amended and supplemented, shall be deemed to and shall refer to the Declaration and the Plat, as amended hereby and by the Phase 2 Plat. Except as modified by this Fifth Amendment, each of the words used in this Fifth Amendment shall have the meaning given to each such term in the Declaration and Declarant hereby ratifies and confirms all of the terms and provisions of the Declaration.

IN WITNESS WHEREOF, the undersigned has executed this Third Amendment on the date and year first above written.

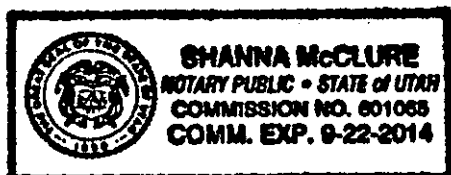
DECLARANT:

SOLITUDE CONSTRUCTION LLC, a Utah limited liability company

Paul Gifford
Printed Name: Paul Gifford
Title: Manager

STATE OF UTAH)
) ss.
County of Utah)

The foregoing instrument was acknowledged before me this 5th day of May, 2011, by N. Paul Gifford, as an authorized officer of Solitude Construction LLC.



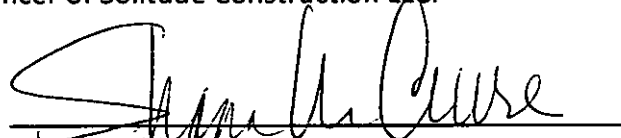

Notary Public

EXHIBIT A
PHASE 2 PROPERTY LEGAL DESCRIPTION

That certain real property located in Utah County, Utah, legally described as follows.

Commencing at a point which is West 1401.35 feet and South 2630.00 feet from the North Quarter Corner of Section 11, Township 5 South, Range 1 West, Salt Lake Base and Meridian; thence North 69°36'26" East 141.02 feet along Hillcrest Overall Plat "A"; thence South 20°23'34" East 164.78 feet; thence along the arc of a 328.00 foot radius curve to the left 29.71 feet (chord bears South 22°59'15" East 29.70 feet); thence South 69°36'26" West 52.34 feet; thence along the arc of a 164.00 foot radius curve to the left 30.12 feet (chord bears: South 64°20'47" West 30.07 feet); thence North 20°23'34" West 25.40 feet; thence South 69°36'26" West 156.63 feet; thence North 77°15'23" West 52.15 feet; thence North 12°44'38" East 35.64 feet; thence North 69°36'26" East 120.74 feet; thence North 20°23'34" West 113.46 feet to the point of beginning.

Parcel contains: 0.77 acres more or less

EXHIBIT B
PHASE 2 PLAT

[see attached]

EXHIBIT C
AMENDED TABLE OF UNITS & OWNERSHIP INTERESTS

[see attached]

EXHIBIT C TO FIFTH AMENDMENT TO DECLARATION-- HILLCREST CONDOMINIUMS

Amended Table of Units & Ownership Interests

ENT 43944:2012 PG 8 of 10

EXHIBIT C- Amended

(Units, Undivided Ownership Interests, and Votes)

<u>UNIT NO.</u>	<u>SIZE</u> (Square Feet)*	<u>UNDIVIDED</u> <u>OWNERSHIP</u> <u>INTERESTS</u> (Percentage)	<u>VOTES</u>
A-1	1,261	.926%	1
A-2	1,261	.926%	1
A-3	1,261	.926%	1
A-4	1,261	.926%	1
A-5	1,261	.926%	1
A-6	1,261	.926%	1
A-7	1,261	.926%	1
A-8	1,261	.926%	1
A-9	1,261	.926%	1
A-10	1,261	.926%	1
A-11	1,261	.926%	1
A-12	1,261	.926%	1
B-1	1,261	.926%	1
B-2	1,261	.926%	1
B-3	1,261	.926%	1
B-4	1,261	.926%	1
B-5	1,261	.926%	1
B-6	1,261	.926%	1
B-7	1,261	.926%	1
B-8	1,261	.926%	1
B-9	1,261	.926%	1
B-10	1,261	.926%	1
B-11	1,261	.926%	1
B-12	1,261	.926%	1
C-1	1,261	.926%	1
C-2	1,261	.926%	1
C-3	1,261	.926%	1
C-4	1,261	.926%	1
C-5	1,261	.926%	1
C-6	1,261	.926%	1
C-7	1,261	.926%	1
C-8	1,261	.926%	1
C-9	1,261	.926%	1
C-10	1,261	.926%	1
C-11	1,261	.926%	1
C-12	1,261	.926%	1
D-1	1,261	.926%	1
D-2	1,261	.926%	1
D-3	1,261	.926%	1

D-4	1,261	.926%	1
D-5	1,261	.926%	1
D-6	1,261	.926%	1
D-7	1,261	.926%	1
D-8	1,261	.926%	1
D-9	1,261	.926%	1
D-10	1,261	.926%	1
D-11	1,261	.926%	1
D-12	1,261	.926%	1
E-1	1,261	.926%	1
E-2	1,261	.926%	1
E-3	1,261	.926%	1
E-4	1,261	.926%	1
E-5	1,261	.926%	1
E-6	1,261	.926%	1
E-7	1,261	.926%	1
E-8	1,261	.926%	1
E-9	1,261	.926%	1
E-10	1,261	.926%	1
E-11	1,261	.926%	1
E-12	1,261	.926%	1
F-1	1,261	.926%	1
F-2	1,261	.926%	1
F-3	1,261	.926%	1
F-4	1,261	.926%	1
F-5	1,261	.926%	1
F-6	1,261	.926%	1
F-7	1,261	.926%	1
F-8	1,261	.926%	1
F-9	1,261	.926%	1
F-10	1,261	.926%	1
F-11	1,261	.926%	1
F-12	1,261	.926%	1
G-1	1,261	.926%	1
G-2	1,261	.926%	1
G-3	1,261	.926%	1
G-4	1,261	.926%	1
G-5	1,261	.926%	1
G-6	1,261	.926%	1
G-7	1,261	.926%	1
G-8	1,261	.926%	1
G-9	1,261	.926%	1
G-10	1,261	.926%	1
G-11	1,261	.926%	1
G-12	1,261	.926%	1
H-1	1,261	.926%	1
H-2	1,261	.926%	1
H-3	1,261	.926%	1

H-4	1,261	.926%	1
H-5	1,261	.926%	1
H-6	1,261	.926%	1
H-7	1,261	.926%	1
H-8	1,261	.926%	1
H-9	1,261	.926%	1
H-10	1,261	.926%	1
H-11	1,261	.926%	1
H-12	1,261	.926%	1
I-1	1,261	.926%	1
I-2	1,261	.926%	1
I-3	1,261	.926%	1
I-4	1,261	.926%	1
I-5	1,261	.926%	1
I-6	1,261	.926%	1
I-7	1,261	.926%	1
I-8	1,261	.926%	1
I-9	1,261	.926%	1
I-10	1,261	.926%	1
I-11	1,261	.926%	1
I-12	1,261	.926%	1

*Size has been determined on the basis of the approximate number of square feet of floor space within each respective Unit, as shown on the Map and rounded off. Such number is not a representation or warranty of Declarant as to the actual size of a Unit.