

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

THIS SEVENTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE HILLCREST CONDOMINIUMS, an expandable Utah condominium project (this "**TWELTH AMENDMENT**"), is made effective as of the 25th day of May 2016, 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 3 Property**").

F. The undersigned Declarant desires to add to the Project the Phase 3 Property as set forth herein.

AGREEMENT:

NOW, THEREFORE, the Declaration is hereby amended an TWELTH time as follows, with such amendment to become effective upon the recording of this TWELTH AMENDMENT and



the Plat of the Phase 3 Property (the "**Phase 3 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 two hundred and twenty eight (228) total condominium units located in nineteen (19) buildings. Each Unit in the Phase 3 Property is given an identifying number and the single Building constructed on the Phase 3 Property is depicted on the Phase 3 Plat Building P,Q,R,S. The Project as expanded by this TWELTH AMENDMENT shall continue to be known as Hillcrest Condominiums, an Expandable Utah Condominium Project.

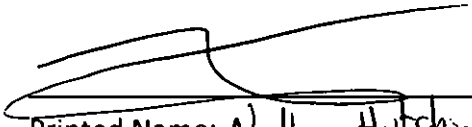
2. Reallocation of Undivided Interests in Common Areas. Attached as Exhibit A to the Declaration is a Table of Units, Undivided Ownership Interests, and Votes (the "**Table of Units & Ownership Interests**"). Pursuant to the provisions of Section 57-8-13.10 of the Act, the undivided ownership interests 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 3 Plat. Except as modified by this TWELTH AMENDMENT, each of the words used in this TWELTH 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 TWELTH AMENDMENT on the date and year first above written.

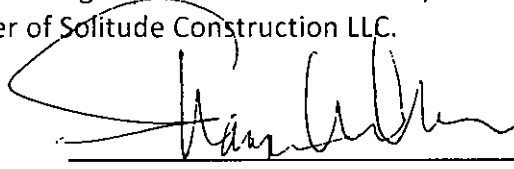
DECLARANT:

SOLITUDE CONSTRUCTION LLC, a Utah limited liability company


Printed Name: Nathan Hutchinson
Title: Manager

STATE OF UTAH)
) ss.
County of Utah)

The foregoing instrument was acknowledged before me this 25th day of May, 2016, by Nathan Hutchinson, as an authorized officer of Solitude Construction LLC.



Notary Public



EXHIBIT A
PHASE 3 PROPERTY LEGAL DESCRIPTION

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

A parcel of land situated in the Southwest Quarter of Section 11, Township 5 South, Range 1 West, Salt Lake Base and Meridian, said parcel being more particularly described as follows:

Commencing at a point which is West 1745.94 feet and South 3473.11 feet from the North Quarter Corner of Section 11, Township 5 South, Range 1 West, Salt Lake Base and Meridian; thence along phase 3-O of Hillcrest Condominiums the following four courses South 77°15'23" East 106.42 feet; thence South 33°24'53" East 62.64 feet; thence North 55°33'17" East 34.92 feet; thence North 59°33'15" East 115.36 feet; thence along Phase 3M-N of Hillcrest Condominiums the following three courses thence South 34°57'39" East 24.30 feet; thence South 40°54'58" East 26.44 feet; thence South 60°22'57" East 46.32 feet; thence South 34°34'59" East 143.26 feet along Phase 1 of Hillcrest Condominiums Plat; thence South 55°25'01" West 661.49 feet; thence North 12°44'38" East 567.73 feet to the point of beginning.

Parcel contains: 3.33 acres more or less

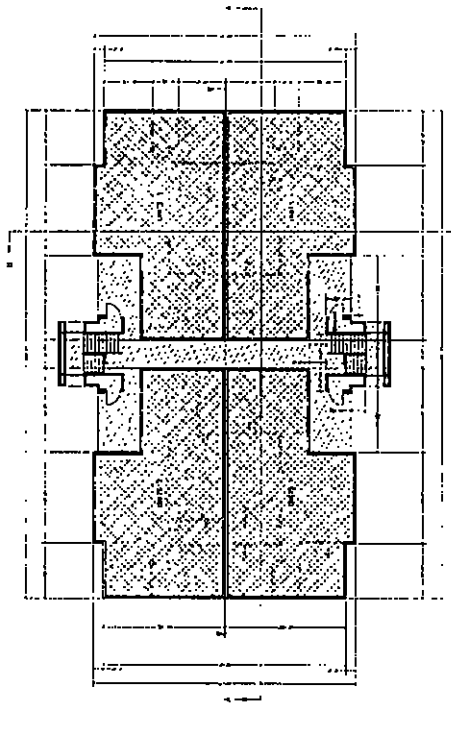
Subdivision contains: 48 units

EXHIBIT B
PHASE 3P,Q,R,S PLAT

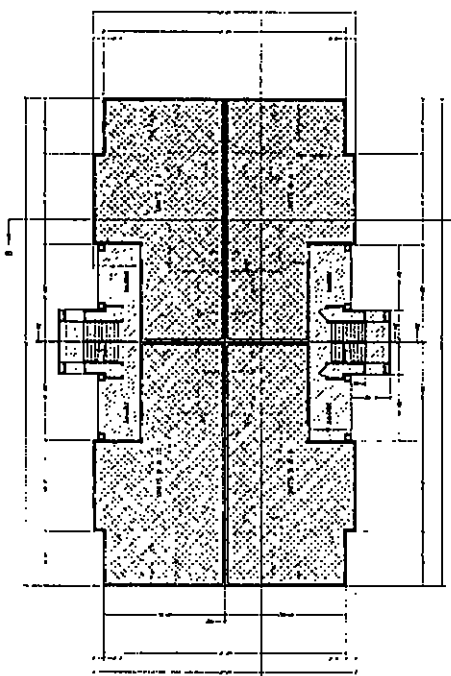
[see attached]

HILLCREST CONDOMINIUMS PHASE 3P-3S

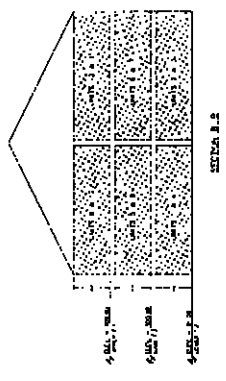
1500 S. 10TH AVENUE, SUITE 100, DENVER, CO 80202
 5131 S. HARRIS STREET, SUITE 100, DENVER, CO 80202
 SWANSON SURPLUS, LLC, 1400 17TH AVENUE, SUITE 100, DENVER, CO 80202



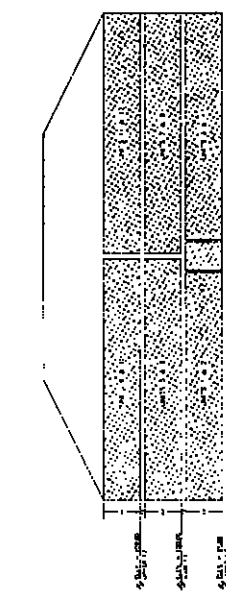
10-51 CORNER



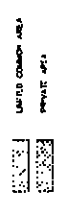
10-51 CORNER



SECTION A-A



SECTION B-B



UNIT COMMON AREA
 PRIVATE UNIT

BUILDING 3 ADDRESS - 1051 S. HARRIS STREET

UNIT #	ADDRESS - 1051 S. HARRIS STREET
1	1051 S. HARRIS STREET
2	1051 S. HARRIS STREET
3	1051 S. HARRIS STREET
4	1051 S. HARRIS STREET
5	1051 S. HARRIS STREET
6	1051 S. HARRIS STREET
7	1051 S. HARRIS STREET
8	1051 S. HARRIS STREET
9	1051 S. HARRIS STREET
10	1051 S. HARRIS STREET
11	1051 S. HARRIS STREET
12	1051 S. HARRIS STREET

BUILDING 2 ADDRESS - 1051 S. HARRIS STREET

UNIT #	ADDRESS - 1051 S. HARRIS STREET
1	1051 S. HARRIS STREET
2	1051 S. HARRIS STREET
3	1051 S. HARRIS STREET
4	1051 S. HARRIS STREET
5	1051 S. HARRIS STREET
6	1051 S. HARRIS STREET
7	1051 S. HARRIS STREET
8	1051 S. HARRIS STREET
9	1051 S. HARRIS STREET
10	1051 S. HARRIS STREET
11	1051 S. HARRIS STREET
12	1051 S. HARRIS STREET

BUILDING 1 ADDRESS - 1051 S. HARRIS STREET

UNIT #	ADDRESS - 1051 S. HARRIS STREET
1	1051 S. HARRIS STREET
2	1051 S. HARRIS STREET
3	1051 S. HARRIS STREET
4	1051 S. HARRIS STREET
5	1051 S. HARRIS STREET
6	1051 S. HARRIS STREET
7	1051 S. HARRIS STREET
8	1051 S. HARRIS STREET
9	1051 S. HARRIS STREET
10	1051 S. HARRIS STREET
11	1051 S. HARRIS STREET
12	1051 S. HARRIS STREET

BUILDING 5 ADDRESS - 1051 S. HARRIS STREET

UNIT #	ADDRESS - 1051 S. HARRIS STREET
1	1051 S. HARRIS STREET
2	1051 S. HARRIS STREET
3	1051 S. HARRIS STREET
4	1051 S. HARRIS STREET
5	1051 S. HARRIS STREET
6	1051 S. HARRIS STREET
7	1051 S. HARRIS STREET
8	1051 S. HARRIS STREET
9	1051 S. HARRIS STREET
10	1051 S. HARRIS STREET
11	1051 S. HARRIS STREET
12	1051 S. HARRIS STREET

HILLCREST CONDOMINIUMS PHASE 3P-3S

1500 S. 10TH AVENUE, SUITE 100, DENVER, CO 80202
 5131 S. HARRIS STREET, SUITE 100, DENVER, CO 80202
 SWANSON SURPLUS, LLC, 1400 17TH AVENUE, SUITE 100, DENVER, CO 80202

DATE: 08/11/2016	BY: [Signature]
SCALE: AS SHOWN	DATE: 08/11/2016
PROJECT: HILLCREST CONDOMINIUMS PHASE 3P-3S	DATE: 08/11/2016

EXHIBIT C
AMENDED TABLE OF UNITS & OWNERSHIP INTERESTS

[see attached]

EXHIBIT C TO TWELTH AMENDMENT TO DECLARATION— HILLCREST CONDOMINIUMS
 Amended Table of Units & Ownership Interests

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>	<u>VOTES</u>		
Bldg	Unit Number	Unit Square Footage	% Undivided Ownership of Common Area	Number of Votes	
BUILDINGS A-F are in Phase 1	A	1	1,261	0.4385965%	1
	A	2	1,261	0.4385965%	1
	A	3	1,261	0.4385965%	1
	A	4	1,261	0.4385965%	1
	A	5	1,261	0.4385965%	1
	A	6	1,261	0.4385965%	1
	A	7	1,261	0.4385965%	1
	A	8	1,261	0.4385965%	1
	A	9	1,261	0.4385965%	1
	A	10	1,261	0.4385965%	1
	A	11	1,261	0.4385965%	1
	A	12	1,261	0.4385965%	1
Phase 1	B	1	1,261	0.4385965%	1
	B	2	1,261	0.4385965%	1
	B	3	1,261	0.4385965%	1
	B	4	1,261	0.4385965%	1
	B	5	1,261	0.4385965%	1
	B	6	1,261	0.4385965%	1
	B	7	1,261	0.4385965%	1
	B	8	1,261	0.4385965%	1
	B	9	1,261	0.4385965%	1
	B	10	1,261	0.4385965%	1
	B	11	1,261	0.4385965%	1
	B	12	1,261	0.4385965%	1
Phase 1	C	1	1,261	0.4385965%	1
	C	2	1,261	0.4385965%	1
	C	3	1,261	0.4385965%	1
	C	4	1,261	0.4385965%	1
	C	5	1,261	0.4385965%	1
	C	6	1,261	0.4385965%	1
	C	7	1,261	0.4385965%	1
	C	8	1,261	0.4385965%	1
	C	9	1,261	0.4385965%	1
	C	10	1,261	0.4385965%	1
	C	11	1,261	0.4385965%	1
	C	12	1,261	0.4385965%	1
Phase 1	D	1	1,261	0.4385965%	1
	D	2	1,261	0.4385965%	1
	D	3	1,261	0.4385965%	1

	D	4	1,261	0.4385965%	1
	D	5	1,261	0.4385965%	1
	D	6	1,261	0.4385965%	1
	D	7	1,261	0.4385965%	1
	D	8	1,261	0.4385965%	1
	D	9	1,261	0.4385965%	1
	D	10	1,261	0.4385965%	1
	D	11	1,261	0.4385965%	1
	D	12	1,261	0.4385965%	1
Phase 1	E	1	1,261	0.4385965%	1
	E	2	1,261	0.4385965%	1
	E	3	1,261	0.4385965%	1
	E	4	1,261	0.4385965%	1
	E	5	1,261	0.4385965%	1
	E	6	1,261	0.4385965%	1
	E	7	1,261	0.4385965%	1
	E	8	1,261	0.4385965%	1
	E	9	1,261	0.4385965%	1
	E	10	1,261	0.4385965%	1
	E	11	1,261	0.4385965%	1
	E	12	1,261	0.4385965%	1
Phase 1	F	1	1,261	0.4385965%	1
	F	2	1,261	0.4385965%	1
	F	3	1,261	0.4385965%	1
	F	4	1,261	0.4385965%	1
	F	5	1,261	0.4385965%	1
	F	6	1,261	0.4385965%	1
	F	7	1,261	0.4385965%	1
	F	8	1,261	0.4385965%	1
	F	9	1,261	0.4385965%	1
	F	10	1,261	0.4385965%	1
	F	11	1,261	0.4385965%	1
	F	12	1,261	0.4385965%	1
Buildings G-L are in Phase 2	G	1	1,261	0.4385965%	1
	G	2	1,261	0.4385965%	1
	G	3	1,261	0.4385965%	1
	G	4	1,261	0.4385965%	1
	G	5	1,261	0.4385965%	1
	G	6	1,261	0.4385965%	1
	G	7	1,261	0.4385965%	1
	G	8	1,261	0.4385965%	1
	G	9	1,261	0.4385965%	1
	G	10	1,261	0.4385965%	1
	G	11	1,261	0.4385965%	1
	G	12	1,261	0.4385965%	1
Phase 2G	H	1	1,261	0.4385965%	1
	H	2	1,261	0.4385965%	1
	H	3	1,261	0.4385965%	1
	H	4	1,261	0.4385965%	1
	H	5	1,261	0.4385965%	1

	H	6	1,261	0.4385965%	1
	H	7	1,261	0.4385965%	1
	H	8	1,261	0.4385965%	1
	H	9	1,261	0.4385965%	1
	H	10	1,261	0.4385965%	1
	H	11	1,261	0.4385965%	1
	H	12	1,261	0.4385965%	1
Phase 2I	I	1	1,261	0.4385965%	1
	I	2	1,261	0.4385965%	1
	I	3	1,261	0.4385965%	1
	I	4	1,261	0.4385965%	1
	I	5	1,261	0.4385965%	1
	I	6	1,261	0.4385965%	1
	I	7	1,261	0.4385965%	1
	I	8	1,261	0.4385965%	1
	I	9	1,261	0.4385965%	1
	I	10	1,261	0.4385965%	1
	I	11	1,261	0.4385965%	1
	I	12	1,261	0.4385965%	1
Phase 2J	J	1	1,261	0.4385965%	1
	J	2	1,261	0.4385965%	1
	J	3	1,261	0.4385965%	1
	J	4	1,261	0.4385965%	1
	J	5	1,261	0.4385965%	1
	J	6	1,261	0.4385965%	1
	J	7	1,261	0.4385965%	1
	J	8	1,261	0.4385965%	1
	J	9	1,261	0.4385965%	1
	J	10	1,261	0.4385965%	1
	J	11	1,261	0.4385965%	1
	J	12	1,261	0.4385965%	1
Phase 2K	K	1	1,261	0.4385965%	1
	K	2	1,261	0.4385965%	1
	K	3	1,261	0.4385965%	1
	K	4	1,261	0.4385965%	1
	K	5	1,261	0.4385965%	1
	K	6	1,261	0.4385965%	1
	K	7	1,261	0.4385965%	1
	K	8	1,261	0.4385965%	1
	K	9	1,261	0.4385965%	1
	K	10	1,261	0.4385965%	1
	K	11	1,261	0.4385965%	1
	K	12	1,261	0.4385965%	1
Phase 2L	L	1	1,261	0.4385965%	1
	L	2	1,261	0.4385965%	1
	L	3	1,261	0.4385965%	1
	L	4	1,261	0.4385965%	1
	L	5	1,261	0.4385965%	1
	L	6	1,261	0.4385965%	1
	L	7	1,261	0.4385965%	1

	L	8	1,261	0.4385965%	1	
	L	9	1,261	0.4385965%	1	
Buildings M & N are in Phase 3	L	10	1,261	0.4385965%	1	
	L	11	1,261	0.4385965%	1	
	L	12	1,261	0.4385965%	1	
	Phase 3M-3N	M	1	1,261	0.4385965%	1
		M	2	1,261	0.4385965%	1
M		3	1,261	0.4385965%	1	
M		4	1,261	0.4385965%	1	
M		5	1,261	0.4385965%	1	
M		6	1,261	0.4385965%	1	
M		7	1,261	0.4385965%	1	
M		8	1,261	0.4385965%	1	
M		9	1,261	0.4385965%	1	
M		10	1,261	0.4385965%	1	
M		11	1,261	0.4385965%	1	
M		12	1,261	0.4385965%	1	
Phase 3M-3N	N	1	1,261	0.4385965%	1	
	N	2	1,261	0.4385965%	1	
	N	3	1,261	0.4385965%	1	
	N	4	1,261	0.4385965%	1	
	N	5	1,261	0.4385965%	1	
	N	6	1,261	0.4385965%	1	
	N	7	1,261	0.4385965%	1	
	N	8	1,261	0.4385965%	1	
Building O is in Phase 3	N	9	1,261	0.4385965%	1	
	N	10	1,261	0.4385965%	1	
	N	11	1,261	0.4385965%	1	
	N	12	1,261	0.4385965%	1	
Phase 3O	O	1	1,261	0.4385965%	1	
	O	2	1,261	0.4385965%	1	
	O	3	1,261	0.4385965%	1	
	O	4	1,261	0.4385965%	1	
	O	5	1,261	0.4385965%	1	
	O	6	1,261	0.4385965%	1	
	O	7	1,261	0.4385965%	1	
	O	8	1,261	0.4385965%	1	
Buildings P-S are in Phase 3	O	9	1,261	0.4385965%	1	
	O	10	1,261	0.4385965%	1	
	O	11	1,261	0.4385965%	1	
	O	12	1,261	0.4385965%	1	
Phase 3P-3S	P	1	1,261	0.4385965%	1	
	P	2	1,261	0.4385965%	1	
	P	3	1,261	0.4385965%	1	
	P	4	1,261	0.4385965%	1	
	P	5	1,261	0.4385965%	1	
	P	6	1,261	0.4385965%	1	
	P	7	1,261	0.4385965%	1	
	P	8	1,261	0.4385965%	1	
	P	9	1,261	0.4385965%	1	

Phase 3P-3S	P	10	1,261	0.4385965%	1
	P	11	1,261	0.4385965%	1
	P	12	1,261	0.4385965%	1
	Q	1	1,261	0.4385965%	1
	Q	2	1,261	0.4385965%	1
	Q	3	1,261	0.4385965%	1
	Q	4	1,261	0.4385965%	1
	Q	5	1,261	0.4385965%	1
	Q	6	1,261	0.4385965%	1
	Q	7	1,261	0.4385965%	1
	Q	8	1,261	0.4385965%	1
	Q	9	1,261	0.4385965%	1
Phase 3P-3S	Q	10	1,261	0.4385965%	1
	Q	11	1,261	0.4385965%	1
	Q	12	1,261	0.4385965%	1
	R	1	1,261	0.4385965%	1
	R	2	1,261	0.4385965%	1
	R	3	1,261	0.4385965%	1
	R	4	1,261	0.4385965%	1
	R	5	1,261	0.4385965%	1
	R	6	1,261	0.4385965%	1
	R	7	1,261	0.4385965%	1
	R	8	1,261	0.4385965%	1
	R	9	1,261	0.4385965%	1
Phase 3P-3S	R	10	1,261	0.4385965%	1
	R	11	1,261	0.4385965%	1
	R	12	1,261	0.4385965%	1
	S	1	1,261	0.4385965%	1
	S	2	1,261	0.4385965%	1
	S	3	1,261	0.4385965%	1
	S	4	1,261	0.4385965%	1
	S	5	1,261	0.4385965%	1
	S	6	1,261	0.4385965%	1
	S	7	1,261	0.4385965%	1
	S	8	1,261	0.4385965%	1
	S	9	1,261	0.4385965%	1
S	10	1,261	0.4385965%	1	
S	11	1,261	0.4385965%	1	
S	12	1,261	0.4385965%	1	
Total			287,508	100.000%	228

*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.