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WHEN RECORDED RETURN TO:
PROVENCE DEVELOPMENT, LC
Wayne H. Corbridge
758 South 400 East
Orem, Utah 84058
(801) 277-0550

ENT 53438:2004 PG 1 of 1311
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2004 May 10 2:41 pm FEE 102.00 BY SN
RECORDED FOR PROVENCE DEVELOPMENT

**THIRD SUPPLEMENT TO THE
DECLARATION OF CONDOMINIUM FOR PROVENCE AT PHEASANT POINTE**
an expandable Utah condominium project

This THIRD SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR PROVENCE AT PHEASANT POINTE CONDOMINIUM, an expandable Utah condominium project, is made and executed by PROVENCE DEVELOPMENT, L.C., a Utah limited liability company, of 758 South 400 East, Orem, Utah 84097 (the "Declarant").

RECITALS

Whereas, the original Declaration of Condominium for PROVENCE AT PHEASANT POINTE was recorded in the office of the County Recorder of Utah County, Utah on November 8, 2002 as Entry No: 134097:2002 on Pages 1-69 of the Official Records (the "Declaration").

Whereas, the related Plat Map(s) for Phase 1 of the Project have also been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, the First Supplement to the Declaration of Condominium for PROVENCE AT PHEASANT POINTE was recorded in the office of the County Recorder of Utah County, Utah on the 8th day of November, 2002 as Entry No. 1314101:2002 on Page(s) 1 of 6 of the Official Records (the "First Supplement").

Whereas, the related Plat Map(s) for Phases 2, 3 and 4 of the Project have also been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, the Second Supplement to the Declaration of Condominium for PROVENCE AT PHEASANT POINTE was recorded in the office of the County Recorder of Utah County, Utah on the 29th day of September, 2003 as Entry No. 157830:2003 on Pages 1-9 of the Official Records (the "Second Supplement").

Whereas, the related Plat Map(s) for Phases 5-11, inclusive, of the Project have also been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, under Article III, Section 45 of the Declaration, Declarant reserved an option, until the seven (7) years from the date following the first conveyance of a Unit in Phase 1 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 Exhibits "A-5, A-7, A-8, A-9, A-10, A-11 and A-13" attached hereto and incorporated herein by this reference (collectively, "3rd Phase Properties").

Whereas, under the provisions of the Declaration, Declarant expressly reserved the absolute right, subject to the approval of the Department 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 has created or amended the Condominium Plat Maps for Phases 5, 7-11, inclusive, and 13.

Whereas, Declarant desires to expand the Project by creating on the 3rd Phase Properties a residential condominium development.

Whereas, Declarant now intends that the 3rd Phase Properties shall become subject to the Declaration.

AGREEMENT

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Unit Owners thereof, Declarant hereby executes this THIRD SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR PROVENCE AT PHEASANT POINTE CONDOMINIUM.

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

A. **Third Supplement to the Declaration** shall mean and refer to this THIRD SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR PROVENCE AT PHEASANT POINTE CONDOMINIUM.

B. **Third Supplemental Map(s) or 3rd Phase Properties Map(s)** shall mean and refer to the Supplemental Plat Map(s), as heretofore amended, for the additional or re-submitted phases of the Project described on Exhibits "A-5, A-7, A-8, A-9, A-10, A-11 and A-13," prepared and certified to by Dennis P. Carlisle, a duly registered Utah Land Surveyor holding Certificate No. 172675, and filed for record in the Office of the County Recorder of Utah County, Utah concurrently with the filing of this Third Supplement to the Declaration.

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

2. **Legal Description.** The real property described in Exhibits "A-5, A-7, A-8, A-9, A-10, A-11 and A-13" is hereby submitted or re-submitted to the provisions of the Act and said

land shall be held, transferred, sold, conveyed and occupied subject to the provisions of the Declaration, as supplemented.

3. **Annexation.** Declarant hereby declares that the 3rd Phase Properties shall be annexed or re-annexed to and become subject to the Declaration, which upon recordation of this Third Supplement to the Declaration shall constitute and effectuate the expansion of the Project, making the real property described in Exhibits "A-5, A-7, A-8, A-9, A-10, A-11 and A-13" subject to the functions, powers, rights, duties and jurisdiction of the Association.

4. **Total Number of Units Revised.** As shown on the Map(s), the Units and Buildings to be added or re-added based upon the amended Condominium Plat Maps are:

Phase 5	Building F	8 Units
Phase 7	Building D	4 Units
Phase 8	Building E	6 Units
Phase 9	Building K	4 Units
Phase 10	Building L	4 Units
Phase 11	Building J	4 Units
Phase 13	Building I	4 Units

In all, thirty-four (34) additional Units are or will be constructed and/or created in the Project on the 3rd Phase Properties. The additional Buildings and Units are located within a portion of the Additional Land. Upon the recordation of the Maps for the additional Phases and this Third Supplement to the Declaration, the total number of Units in the Project will be sixty-six (66). The additional Buildings and Units in each Phase are or will be substantially similar in construction, design, and quality to the Building and Units in the prior Phases.

5. **Percentage Interest Revised.** Pursuant to the Act and the Declaration, Declarant is required, with the additional Units and the amended Condominium Plat Map, to reallocate the undivided percentages of ownership interest in the Common Areas and Facilities. Revised Exhibit "C" (Percentages of Undivided Ownership Interests) to the Declaration is hereby deleted in its entirety and "Second Revised Exhibit "C," attached hereto and incorporated herein by this reference, is substituted in lieu thereof.

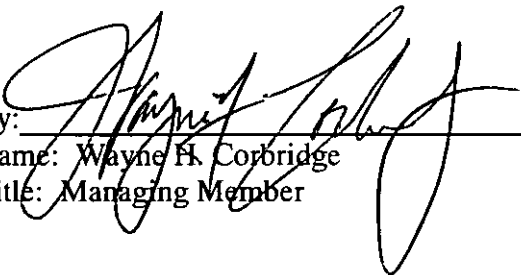
6. **Effective Date.** The effective date of this Third Supplement to the Declaration and the Condominium Plat Maps as amended shall be the date on which said instruments are filed for record in the Office of the County Recorder of Utah County, Utah.

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Signature Page
Third Supplement to Declaration
Provence at Pheasant Pointe


EXECUTED the ___ day of March, 2004.

PROVENCE DEVELOPMENT, L.C.,
a Utah limited liability company
By: Trophy Homes, L.C.
Its: Managing Member

By: 
Name: Wayne H. Corbridge
Title: Managing Member

STATE OF UTAH)
)ss:
COUNTY OF UTAH)

On the 29th day of March, 2004 personally appeared before me WAYNE H. CORBRIDGE, who by me being duly sworn, did say that he is the Managing Member of Trophy Homes, L.C., who is the Managing Member of PROVENCE DEVELOPMENT, 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 duly acknowledged to me that said Company executed the same.


NOTARY PUBLIC
Residing At: Pleasant Grove, UT
Commission Expires: 5-15-2006

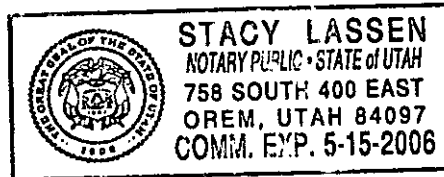


EXHIBIT "A-5"

PROVENCE AT PHEASANT POINTE
LEGAL DESCRIPTION

The land described in the foregoing document as the Phase 5 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 513.29 FEET AND WEST 785.93 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
S31° 55'09"W	32.00	
N58° 46'55"W	32.40	
ALONG AN ARC	L-36.73	R-24.00 Δ-87° 41'23" CH-S77° 22'26"W 33.25
S33° 31'46"W	69.50	
N58° 25'43"W	301.81	
N33° 31'46"E	10.09	
ALONG AN ARC	L-43.58	R-96.00 Δ-26° 00'45" CH-N20° 31'24"E 43.21
N72° 11'16"W	41.15	
N0° 01'47"W	308.89	
ALONG AN ARC	L-35.35	R-27.00 Δ-75° 01'06" CH-N36° 49'04"W 32.88
N89° 57'35"W	375.29	
ALONG AN ARC	L-36.62	R-26.00 Δ-80° 41'13" CH-S49° 30'48"W 33.66

(CONTINUED AT LEFT)

BOUNDARY DESCRIPTION (CONTINUED)		
COURSE	DISTANCE	REMARKS
ALONG AN ARC	L-39.27	R-247.00 Δ-9° 03'35" CH-S4° 33'17"W 39.23
SOUTH	177.67	
ALONG AN ARC	L-145.00	R-227.00 Δ-36° 35'45" CH-S18° 17'52"E 142.54
S53° 23'54"W	56.00	
ALONG AN ARC	L-180.76	R-285.00 Δ-36° 35'45" CH-N18° 17'52"W 177.70
NORTH	111.09	
ALONG AN ARC	L-23.56	R-15.00 Δ-90° 00'00" CH-N45° 00'00"W 21.21
N0° 19'28"E	50.00	
ALONG AN ARC	L-22.93	R-15.00 Δ-87° 34'54" CH-N46° 12'33"E 20.76 (RADIUS: NORTH)
ALONG AN ARC	L-39.57	R-303.00 Δ-7° 28'56" CH-N6° 09'16"E 39.54
ALONG AN ARC	L-37.92	R-26.00 Δ-83° 34'17" CH-N31° 53'12"W 34.65
ALONG AN ARC	L-26.62	R-510.00 Δ-2° 59'27" CH-N72° 10'41"W 26.62
S89° 41'00"E	368.85	
NORTH	8.16	
S89° 57'35"E	268.11	
SOUTH	35.00	
N89° 57'35"W	70.70	
ALONG AN ARC	L-29.10	R-35.00 Δ-47° 38'29" CH-S23° 47'02"W 28.27 (NON-TANGENT)
		(RADIUS: S42° 23'43"E)
S0° 01'47"E	244.38	
ALONG AN ARC	L-36.58	R-24.00 Δ-87° 19'45" CH-S43° 37'45"E 33.14
ALONG AN ARC	L-58.36	R-116.00 Δ-28° 49'30" CH-S72° 55'44"E 57.75
S58° 46'55"E	323.93	TO THE POINT OF BEGINNING
CONTAINS: 2.20 ACRES		
BASIS OF BEARING: ALONG SECTION LINE AS SHOWN		

EXHIBIT "A-7"

PROVENCE AT PHEASANT POINTE
LEGAL DESCRIPTION

The land described in the foregoing document as the Phase 7 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 434.68 FEET AND WEST 762.96 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
S12°31'44"W	83.66	
N58°46'55"W	167.49	
N31°28'18"E	79.24	
S58°46'55"E	140.33	TO THE POINT OF BEGINNING
		CONTAINS: 12,196± SQ. FT.
BASIS OF BEARING: ALONG SECTION LINE AS SHOWN		

EXHIBIT "A-8"

PROVENCE AT PHEASANT POINTE
LEGAL DESCRIPTION

The land described in the foregoing document as the Phase 8 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED $S0^{\circ}09'44''W$ ALONG THE SECTION LINE 361.95 FEET AND WEST 883.18 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
S31° 28' 18" W	79.24	
N58° 46' 55" W	162.33	
ALONG AN ARC	L=8.75	R=116.00 $\Delta=4^{\circ}19'21''$ CH=N60° 41' 05" W 8.75
N31° 28' 18" E	79.54	
S58° 46' 55" E	171.07	TO THE POINT OF BEGINNING
		CONTAINS: 13,557± SQ. FT.

BASIS OF BEARING: ALONG SECTION LINE AS SHOWN

**PROVENCE AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 9 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 185.42 FEET AND WEST 1,059.97 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
SOUTH	69.68	
S58°46'34"E	35.07	
S31°28'18"W	79.54	
ALONG AN ARC	L=49.61	R=116.00 Δ=24°30'09" CH=N75°05'20"W 49.23
ALONG AN ARC	L=36.58	R=24.00 Δ=87°19'45" CH=N43°37'45"W 33.14
N0°01'47"W	118.99	
N89°58'13"E	82.04	TO THE POINT OF BEGINNING
		CONTAINS: 12,862± SQ. FT.
<u>BASIS OF BEARING: ALONG SECTION LINE AS SHOWN</u>		

EXHIBIT "A-10"

**PROVENCE AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 10 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 188.92 FEET AND WEST 1,178.00 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
S0°01'17"E	162.20	
S89°41'30"W	80.12	
NORTH	162.63	
EAST	80.03	TO THE POINT OF BEGINNING
		CONTAINS: 13,005± SQ. FT.

BASIS OF BEARING: ALONG SECTION LINE AS SHOWN

**PROVENCE AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 11 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED $S0^{\circ}09'44''W$ ALONG THE SECTION LINE 60.48 FEET AND WEST 1,178.43 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
$S0^{\circ}01'47''E$	128.43	
WEST	80.03	
NORTH	154.80	
$S89^{\circ}57'35''E$	60.26	
ALONG AN ARC	L-35.35	R-27.00 Δ -75° 01'06" CH-S36° 49'04"E. 32.88
		TO THE POINT OF BEGINNING
		CONTAINS: 12,246± SQ. FT.
BASIS OF BEARING: ALONG SECTION LINE AS SHOWN		

EXHIBIT "A-13"

PROVENCE AT PHEASANT POINTE
LEGAL DESCRIPTION

The land described in the foregoing document as the Phase 13 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED $S0^{\circ}09'44''W$ ALONG THE SECTION LINE 34.25 FEET AND WEST 1,060.40 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
SOUTH	151.16	
$S89^{\circ}58'13''W$	82.04	
$N0^{\circ}01'47''W$	125.39	
ALONG AN ARC	L-29.10	R-35.00 $\Delta-47^{\circ}38'29''$ CH-N23° 47'02"E 28.27
$S89^{\circ}57'35''E$	70.70	TO THE POINT OF BEGINNING
		CONTAINS: 12,320± SQ. FT.
BASIS OF BEARING: ALONG SECTION LINE AS SHOWN		

SECOND REVISED EXHIBIT "C"
PERCENTAGES OF UNDIVIDED OWNERSHIP INTEREST

Phase	Bldg. No.	Unit No.	Parcel No.	Percentage of Ownership Interest
1	A	1		1.515%
1	A	2		1.515%
1	A	3		1.515%
1	A	4		1.515%
1	A	5		1.515%
1	A	6		1.515%
2	G	1		1.515%
2	G	2		1.515%
2	G	3		1.515%
2	G	4		1.515%
2	G	5		1.515%
2	G	6		1.515%
2	G	7		1.515%
2	G	8		1.515%
3	B	1		1.515%
3	B	2		1.515%
3	B	3		1.515%
3	B	4		1.515%
3	B	5		1.515%
3	B	6		1.515%
4	H	1		1.515%
4	H	2		1.515%
4	H	3		1.515%
4	H	4		1.515%
4	H	5		1.515%
4	H	6		1.515%
5	F	1		1.515%
5	F	2		1.515%
5	F	3		1.515%
5	F	4		1.515%
5	F	5		1.515%
5	F	6		1.515%
5	F	7		1.515%
5	F	8		1.515%

6	C	1	1.515%
6	C	2	1.515%
6	C	3	1.515%
6	C	4	1.515%
6	C	5	1.515%
6	C	6	1.515%
7	D	1	1.515%
7	D	2	1.515%
7	D	3	1.515%
7	D	4	1.515%
8	E	1	1.515%
8	E	2	1.515%
8	E	3	1.515%
8	E	4	1.515%
8	E	5	1.515%
8	E	6	1.515%
9	K	1	1.515%
9	K	2	1.515%
9	K	3	1.515%
9	K	4	1.515%
10	L	1	1.515%
10	L	2	1.515%
10	L	3	1.515%
10	L	4	1.515%
11	J	1	1.515%
11	J	2	1.515%
11	J	3	1.515%
11	J	4	1.515%
13	I	1	1.515%
13	I	2	1.515%
13	I	3	1.515%
13	I	4	1.515%
TOTAL			100%