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05/21/99 4:21 PM 82.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
MERRILL TITLE
REC BY:R JORDAN DEPUTY - WI

**SECOND AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
OF
THE HAVENGROVE
PLANNED UNIT DEVELOPMENT PHASES I, II AND III**

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE HAVENGROVE PLANNED UNIT DEVELOPMENT PHASES I, II AND III (the "Second Amendment to Declaration") is made and executed this 17th day of May, 1999, by The New Haven Homeowners' Association, a Utah nonprofit corporation, formerly known as the Havengrove Homeowners' Association, a Utah nonprofit corporation (the "Association"), and Melanie Mumford in consideration of the following facts and circumstances:

RECITALS

- A. On February 20, 1986 Wayne Pace Construction and Development Company, a Utah corporation (the "Original Declarant") executed that certain Declaration of Covenants, Conditions and Restrictions of The Havengrove Planned Unit Development Phases I, II and III (the "Declaration").
- B. The Declaration was duly recorded on June 27, 1986 as Entry No. 4268198 in Book 5783 beginning at Page 757 in the official records of the Salt Lake County Recorder, State of Utah.
- C. The real property subject to the Declaration, set forth in Article II of the Declaration, is situated in Salt Lake County, State of Utah, and is more particularly described on Exhibit "A", attached hereto and incorporated herein by this reference (the "Property").
- D. On June 26, 1986 the Association executed those certain Articles of Incorporation of The Havengrove Homeowners Association, A Utah Non-profit Corporation (the "Articles")
- E. The Articles were recorded contemporaneously with the Declaration on June 27, 1986 in Book 5783 beginning at Page 791 in the official records of the Salt Lake County

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Recorder, State of Utah.

F. On December 4, 1997 the Association and Original Declarant executed that certain Amendment to Declaration of Covenants, Conditions and Restrictions of The Havengrove Planned Unit Development Phases I, II and III (the "First Amendment to Declaration").

G. The First Amendment to Declaration was duly recorded on December 7, 1987 as Entry No. 4559395 in Book 5986 beginning at Page 135 in the official records of the Salt Lake County Recorder, State of Utah.

H. All Class B membership in the Association, as defined in the Declaration, has ceased to exist, and, accordingly, the written consent of the Original Declarant is no longer necessary to amend the Declaration under the provisions of Article X, Section 3 of the Declaration.

I. The Association, which was formerly known as the Havengrove Homeowners' Association, a Utah nonprofit corporation, has caused its name to be changed to The New Haven Homeowners' Association, a Utah nonprofit corporation, which change has been duly made on the records of the Utah Department of Commerce, Division of Corporations and Commercial Code.

J. Melanie Mumford (the "Developer") is the owner, or has contracted to purchase, certain real property situated in Salt Lake County, State of Utah (the "Additional Property"), which Additional Property is adjacent to the Property subject to the Declaration, and is more particularly described on Exhibit "B", attached hereto and incorporated herein by this reference.

K. The Developer desires that the Additional Property become subject to the Declaration and be included in the Havengrove Planned Unit Development, Phases I, II and III, as provided in and governed by the Declaration.

L. The Association has called and conducted a meeting of the members of the Association for the purpose of considering Developer's request to have the Additional Property included in the Havengrove Planned Unit Development, Phases I, II and III, as provided in and governed by the Declaration. At such meeting, the Association obtained the affirmative vote of at least two-thirds (2/3) of all Class A membership votes of members of the Association, as provided for in the Declaration, which members were present in person or represented by proxy at such meeting.

M. Pursuant to Article X, Section 3 of the Declaration, the Association has amended the Declaration and the Articles as hereinafter set forth in this Second Amendment to Declaration.

N. The Association desires to record this Second Amendment to Declaration in

compliance with the provisions of the Declaration.

NOW, THEREFORE, in consideration of the premises and pursuant to the provisions of the Declaration and the authority granted to the Association in the Declaration, the Association and the Developer do hereby state as follows:

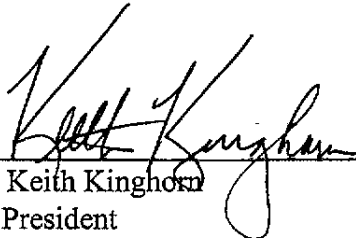
1. The Developer does hereby covenant, agree and declare that all of the Additional Property described in Exhibit "B" attached hereto and incorporated herein by this reference, shall be held, transferred, sold, conveyed, occupied and used subject to the covenants, restrictions, conditions, easements, charges, assessments, obligations, and lien set forth in the Declaration, as amended.
2. Article II of the Declaration is hereby amended to include the Additional Property within the definition of the "Property" under the Declaration.
3. The President of the Association, by his execution of this instrument, does hereby certify, that the vote required in Article X, Section 3 of the Declaration for approval of this Second Amendment to Declaration has occurred and that the Association has obtained the affirmative vote of at least two-thirds (2/3) of all Class A membership votes of members of the Association at a duly called meeting of the Association, as provided for in the Declaration, which members were present in person or represented by proxy at such meeting.

IN WITNESS WHEREOF, the Developer and the Association have executed this Second Amendment to Declaration as of the day and year first above written.



MELANIE MUMFORD

THE NEW HAVEN HOMEOWNERS' ASSOCIATION,
A Utah nonprofit corporation



By: Keith Kinghorn
Its: President

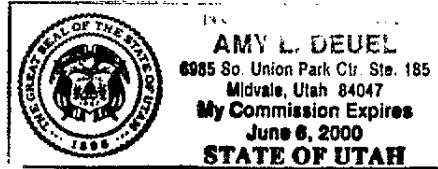
STATE OF UTAH)
)ss.
COUNTY OF SALT LAKE)

On the 17th day of May, 1999, personally appeared before me **Melanie Mumford**, the signer of the within instrument, who duly acknowledged to me that she executed the same.

Amy L. Deuel

Notary Public
Residing at: Midvale, Utah

My Commission Expires: 06/06/00



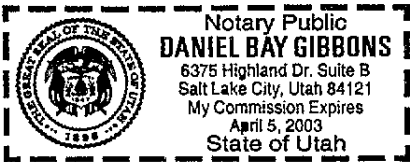
STATE OF UTAH)
)ss.
COUNTY OF SALT LAKE)

On the 17th day of May, 1999, personally appeared before me **Keith Kinghorn**, who being duly sworn, says that he is the **President of The New Haven Homeowners' Association, a Utah nonprofit corporation**, the corporation that executed the above and foregoing instrument and that said instrument was signed in behalf of said corporation by authority of its by-laws (or by authority of a resolution of its board of directors) and said **Keith Kinghorn** acknowledged to me that said corporation executed the same.

Daniel Bay Gibbons

Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires: April 5, 2003



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TO: BRIAN
FROM: MELANIE

Exhibit "A"

II. PROPERTY DESCRIPTION

The Property which is and shall be held, transferred, sold, conveyed and occupied subject to the provisions of this Declaration consists of the following-described real property situated in Salt Lake County, State of Utah.

Beginning at a point on the proposed South line of Vine Street, said point being North 562.829 feet and S 89° 15' 45" E 196.669 feet from the North & Corner of Section 21, T.2S., R.1E., S.L.B.&M., said Section Corner being S 23° 02' W 651.49 feet from a Salt Lake County Witness Monument in said Vine Street, said point of beginning also being N 89° 15' 45" W along the Vine Street Centerline 58.247 feet and S 0° 00' 58" W 40.00 feet from said Witness Monument (Basis of bearing being N 89° 07' 18" W 3265.42 feet between said Witness Monument and a Salt Lake County Monument in the intersection of 1300 East Street and said Vine Street); Thence along said proposed South line S 89° 15' 45" E 58.253 feet and N 89° 15' 45" E 175.271 feet to a point on a fence line; Thence along said fence line S 0° 16' 03" E 125.664 feet and S 0° 05' 40" E 21.822 feet and S 88° 42' 14" W 109.194 feet and S 1° 00' 50" E 165.00 feet; Thence East 106.52 feet to a fence line; Thence along said fence line S 0° 05' 40" E 259.054 feet and S 0° 42' 20" E 40.624 feet; Thence West 22.788 feet; Thence S 1° 00' W 960.143 feet; Thence N 89° 57' 30" W 254.493 feet to a fence line; Thence S 0° 17' 47" E along said fence line 118.00 feet; Thence West 258.902 feet to a fence line; Thence N 0° 04' 43" W along said fence line 347.909 feet; Thence N 89° 30' W 220.324 feet; Thence N 0° 24' 53" E 689.35 feet to a point on the South line of Jamestown No.4 Subdivision; Thence N 87° 02' 38" E along said South line 195.26 feet to the Southeast Corner of Lot 409, said Jamestown No.4 Subdivision; Thence N 0° 01' 18" W along the East line of said Jamestown No.4 Subdivision 405.64 feet; Thence East 131.608 feet to a fence line; Thence S 0° 01' 44" E along said fence line 402.068 feet; Thence N 88° 26' 45" E 9.494 feet; Thence East 81.93 feet; Thence N 34° 19' 01" E 42.07 feet; Thence East 90.814 feet; Thence N 0° 00' 58" E 603.098 feet to the point of beginning containing 19.681 acres.

EXCLUDING all presently existing or to be constructed or installed sewer lines, water mains, gas lines, electrical conduits, telephone lines, and related facilities to the extent that they are located outside the Lots included within the above-described tract.

RESERVING UNTO DECLARANT, however, such easements and rights of ingress and egress over, across and through and under the above-described tract and any improvements now or hereafter constructed thereon as may be reasonably necessary for Declarant (in a manner which is reasonable and not inconsistent with the provisions of this Declaration) to improve the Common Areas with such facilities, including, but not limited to, roads, recreational facilities, walkways and various landscaped areas, designed for the use and enjoyment of all the Members as Declarant may reasonably determine to be appropriate. If,

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Exhibit "B"

Subject Property Description

BEGINNING AT A POINT SOUTH 77.55 FEET AND WEST 9.49 FEET FROM THE NORTH QUARTER CORNER OF SECTION 21 TOWNSHIP 2 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, QUARTER CORNER BEING SOUTH 23° 02'00" WEST 651.49 FEET FROM A SALT LAKE COUNTY WITNESS MONUMENT IN VINE STREET, AND RUNNING THENCE ALONG THE EAST BOUNDARY LINE OF LOT 53, 54, 55, 56 OF HAVEN GROVE PUD PLAN II NORTH 00° 01'44" WEST 400.00 FEET, THENCE EAST 71.698 FEET, THENCE SOUTH 400.00 FEET THENCE WEST 71.496 FEET TO THE POINT OF BEGINNING.