

**WHEN RECORDED MAIL TO:**

Steven L. Ingleby  
Callister Nebeker & McCullough  
10 East South Temple, Suite 900  
Salt Lake City, Utah 84133

**FIRST SUPPLEMENTARY DECLARATION OF  
COVENANTS, CONDITIONS AND RESTRICTIONS OF  
THE TUSCAN VILLAS, A PLANNED UNIT DEVELOPMENT**

**THIS FIRST SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE TUSCAN VILLAS, A PLANNED UNIT DEVELOPMENT (hereinafter the "First Supplementary Declaration") is made on the date hereinafter set forth by Gunsmoke Properties, L.L.C., a Utah limited liability company (hereinafter "Declarant").**

RECITALS

A. The Master Declaration of Covenants, Conditions and Restrictions of The Tuscan Villas, a Planned Unit Development was recorded in the office of the County Recorder of Utah County, State of Utah on August 10, 2006, as Entry No. 103104:2006 (hereinafter the "**Declaration**") and the Subdivision Plat of Phase "1" Tuscan Villas, Planned Unit Development was recorded in the office of the County Recorder of Utah County, State of Utah on June 19, 2006, as Entry No. 76155:2006 (hereinafter the "**Plat**").

B. The First Amendment to Master Declaration of Covenants, Conditions and Restrictions of the Tuscan Villas, a Planned Unit Development, was recorded in the office of the County Recorder of Utah County, State of Utah on September 28, 2006, as Entry No. 128604:2006 (hereinafter the "**First Amendment**")

C. The Declaration, the Plat and the First Amendment encumber that certain real property located in Utah County, State of Utah and more particularly described on Exhibits "A" and "B" attached hereto and incorporated herein by reference.

D. Under the provisions of Article 17 of the Declaration, Declarant may expand the Project by annexing to the Project all or any part of the Expansion Property more particularly described in Exhibit "B" without the approval, consent or vote of the Association or its Members.

E. Declarant now desires by recording this First Supplementary Declaration and that certain Subdivision Plat of Phase "2" Tuscan Villas, Planned Unit Development (hereinafter the "**Phase 2 Plat**"), to be recorded concurrently herewith in the office of the County Recorder of Utah County, State of Utah, to expand the Project by annexing to the Project that certain portion of the Expansion Property and the improvements located thereon more particularly described in the Phase 2 Plat and Exhibit "C" attached hereto and incorporated herein by reference (hereinafter the "**Phase 2 Annexed Land**").

DECLARATION

NOW, THEREFORE, the Declaration is hereby amended as follows, with such amendment to become effective upon the recording of this First Supplementary Declaration and the Phase 2 Plat:

1. Lots and Boundaries. The Phase 2 Annexed Land is hereby annexed to the Property and made subject to the Declaration, and the Project as hereby expanded shall consist of Sixty-Eight (68) total Lots. Each Lot hereby added to the Project is given an identifying number and is depicted on the Phase 2 Plat.

2. Definitions. Each of the words used in this First Supplementary Declaration shall have the meaning given to each such term in the Declaration.

3. Ratification of Terms and Provisions. Except as modified by this First Supplementary Declaration, Declarant hereby ratifies and confirms all of the terms and provisions of the Declaration.

DATED the 25 day of May, 2007.

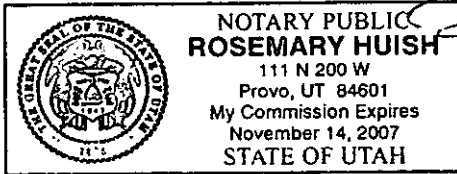
DECLARANT:

GUNSMOKE PROPERTIES, L.L.C.

By: [Signature]  
Name: Kerry Martin  
Title: Owners Representative

STATE OF UTAH            )  
  : ss.  
COUNTY OF UTAH        )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 2007 by Kerry Douglas Hank the owners representative of GUNSMOKE PROPERTIES, L.L.C., a Utah limited liability company.



[Signature]  
NOTARY PUBLIC  
My Commission Expires: 11/14/07  
Residing At: Provo Utah

**EXHIBIT "A"****DESCRIPTION OF PROPERTY**

That certain real property located in Utah County, State of Utah and more particularly described as follows:

Commencing at a point located North 00°39'37" West along the Section line 578.38 feet and West 700.47 feet from the East quarter corner of Section 9, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence along the arc of a 20.00 foot radius curve to the left 31.28 feet (chord bears North 45°11'54" West 28.19 feet); thence West 518.46 feet; thence along the arc of a 20.00 foot radius curve to the left 31.42 feet (chord bears South 45°00'00" West 28.28 feet); thence West 44.00 feet; thence along the arc of a 20.00 foot radius curve to the left 31.42 feet (chord bears North 45°00'00" West 28.28 feet); thence North 44.00 feet; thence along the arc of a 20.00 foot radius curve to the left 31.42 feet (chord bears North 45°00'00" East 28.28 feet); thence North 29.36 feet; thence along the arc of a 666.41 foot radius curve to the right 160.89 feet (chord bears North 05°36'22" East 160.50 feet); thence along the arc of a 246.00 foot radius curve to the left 98.95 feet (chord bears North 01°05'31" East 98.29 feet); thence North 79°34'06" East 161.17 feet; thence South 05°56'37" East 103.32 feet; thence East 56.74 feet; thence North 64.63 feet; thence East 73.24 feet; thence North 35.94 feet; thence East 92.02 feet; thence North 13.82 feet; thence East 190.85 feet; thence South 00°23'49" East along the Westerly boundary line of 900 West Street 412.04 feet to the point of beginning.

**EXHIBIT "B"**  
**DESCRIPTION OF EXPANSION PROPERTY**

That certain real property located in Utah County, State of Utah and more particularly described as follows:

Commencing at a point located North  $00^{\circ}39'38''$  West along the Section line 990.44 feet and West 698.58 feet from the East quarter corner of Section 9, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence along the Northerly boundary line of Phase 1, Tuscan Villas, Planned Unit Development as follows: West 190.85 feet, South 13.82 feet, West 92.02 feet, South 35.94 feet, West 73.24 feet, South 64.63 feet, West 56.74 feet, North  $05^{\circ}56'37''$  West 103.32 feet, South  $79^{\circ}34'06''$  West 117.17 feet; thence along the arc of a 290.00 foot radius curve to the left 408.74 feet (chord bears North  $50^{\circ}48'35''$  West 375.74 feet); thence South  $88^{\circ}48'45''$  West 55.30 feet; thence along the arc of a 590.00 foot radius curve to the left 217.12 feet (chord bears South  $78^{\circ}16'12''$  West 215.90 feet); thence South  $67^{\circ}43'39''$  West 179.31 feet; thence along the arc of a 605.37 foot radius curve to the right 63.24 feet (chord bears South  $69^{\circ}27'07''$  West 63.21 feet); thence North 598.17 feet; thence North  $89^{\circ}29'45''$  East 531.00 feet; thence South 367.99 feet; thence along the arc of a 390.85 foot radius curve to the right 431.36 feet (chord bears South  $53^{\circ}31'28''$  East 409.80 feet; thence North  $45^{\circ}00'00''$  East 431.10 feet; thence North  $88^{\circ}36'24''$  East 153.95 feet; thence South  $00^{\circ}23'49''$  East 369.23 feet to the point of beginning.

**EXHIBIT "C"**  
**DESCRIPTION OF THE PHASE 2 ANNEXED LAND**

That certain real property located in Utah County, State of Utah and more particularly described as follows:

Commencing at a point located North 00°39'38" West along the Section line 990.44 feet and West 647.86 feet from the East quarter corner of Section 9, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence West along the Northerly boundary line of Phase 1, Tuscan Villas Planned Unit Development 243.59 feet; thence North 261.34 feet; thence East 114.19 feet; thence South 11.95 feet; thence East 76.95 feet; thence North 00°23'49" West 131.50 feet; thence East 52.58 feet; thence South 00°32'47" East along the Easterly boundary line of 900 West Street 131.50 feet; thence South 00°06'36" West along the Easterly boundary line of 900 West Street 249.39 feet to the point of beginning.