

When Recorded Return To:

Jeffrey S. Pitcher
FENNEMORE CRAIG
3003 North Central #2600
Phoenix, Arizona 85012-2913

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1 OF 1

**FIRST AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR JAKE'S RANCH**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR JAKE'S RANCH ("Amendment") is made on this 20 day of August, 1999, by and among Lindsay 214, L.L.C., an Arizona limited liability company ("Lindsay"), Fulton Homes Corporation, an Arizona corporation ("Fulton"), T. W. Lewis Company, an Arizona corporation ("T.W. Lewis") and Century Land Development, Inc., an Arizona corporation ("Century").

RECITALS:

A. On February 11, 1999, Lindsay, as "Declarant," and Fulton executed that certain Declaration of Covenants, Conditions and Restrictions for Jake's Ranch ("Declaration") which was recorded February 12, 1999, as Document No. 99-0138911, and re-recorded as Document No. 99-0239581, pertaining to the real property in Maricopa County, Arizona ("the Property") being developed into a residential community to be known as Jake's Ranch.

B. Pursuant to the Declaration, the Jake's Ranch Homeowner's Association was formed with the initial Board of Directors being comprised of Fulton, T. W. Lewis and Century.

C. Article 13.5 of the Declaration provides that the Declaration can be amended without obtaining the approval or consent of any other Owner or mortgagee in order to conform the Declaration to requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or other government or governmental-approved agencies.

D. The Board of Directors desires to exercise the power granted to them under Article 13.5 of the Declaration in order to include certain additional language required by the Federal Housing Administration and the Veterans Administration, as more fully set forth herein.

E. Initially capitalized terms in this Amendment, unless otherwise defined, shall have the meanings given them in the Declaration.

DECLARATIONS

NOW, THEREFORE, the Board of Directors of the Jake's Ranch Homeowner's Association hereby amends the Declaration as follows:

1. The following is added as Articles 13.20 and 13.21, respectively:

13.20. Annexation, Dedication and Amendment. Annexation of additional properties, dedication of Common Area, and amendment of this Declaration require Housing and Urban Development (Federal Housing Administration), or Veterans Administration prior approval as long as there is a Class B Membership.

13.21 Ingress or Egress. If ingress or egress to any lot is through the Common Area, any conveyance or encumbrance of such area is subject to the Owner's easement.

2. As amended by this Amendment, the Declaration shall remain in full force and effect.

3. This Amendment shall be effective upon recording in the official records of Maricopa County, Arizona.

Unofficial Document

IN WITNESS WHEREOF, the undersigned have executed this Declaration as of the day and year first above written.

FULTON:

FULTON HOMES CORPORATION,
an Arizona corporation

By: _____

Its: _____

T.W. LEWIS:

T.W. LEWIS COMPANY,
an Arizona corporation

By: _____

Its: _____

DECLARATIONS

NOW, THEREFORE, the Board of Directors of the Jake's Ranch Homeowner's Association hereby amends the Declaration as follows:

1. The following is added as Articles 13.20 and 13.21, respectively:

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Unofficial Document

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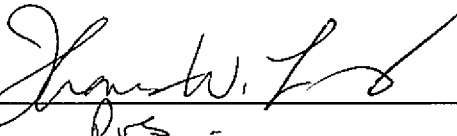
FULTON:

FULTON HOMES CORPORATION,
an Arizona corporation

By: _____
Its: _____

T.W. LEWIS:

T.W. LEWIS COMPANY,
an Arizona corporation

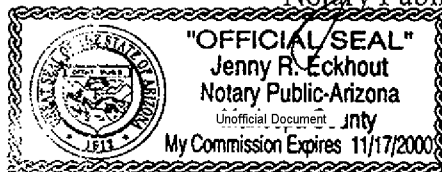
By: 
Its:

CENTURY:

CENTURY LAND DEVELOPMENT, INC.,
an Arizona corporationBy: _____
Its: _____STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing document was acknowledged before me this 20th day of August, 1999, by Norman Nicholas, the president of Fulton Homes Corporation, an Arizona corporation, on behalf of the corporation.

My Commission Expires:

11/17/2000STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing document was acknowledged before me this ____ day of _____, 19__, by _____, the _____ of T.W. Lewis Corporation, an Arizona corporation, on behalf of the corporation.

Notary PublicMy Commission Expires:

CENTURY:

CENTURY LAND DEVELOPMENT, INC.,
an Arizona corporation

By: _____
Its: _____

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing document was acknowledged before me this _____ day of _____, 19____, by _____, the _____ of Fulton Homes Corporation, an Arizona corporation, on behalf of the corporation.

Notary Public

My Commission Expires:

Unofficial Document

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing document was acknowledged before me this 23rd day of August, 1999, by Thomas W. Lewis, the President of T.W. Lewis Corporation, an Arizona corporation, on behalf of the corporation.

Mary Beth Maddox
Notary Public

My Commission Expires:



CENTURY:

CENTURY LAND DEVELOPMENT, INC.,
an Arizona corporation

By: J. Tall
Its: Vice President

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing document was acknowledged before me this ____ day of _____, 19__, by _____, the _____ of Fulton Homes Corporation, an Arizona corporation, on behalf of the corporation.

Notary Public

My Commission Expires:

Unofficial Document

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing document was acknowledged before me this ____ day of _____, 19__, by _____, the _____ of T.W. Lewis Corporation, an Arizona corporation, on behalf of the corporation.

Notary Public

My Commission Expires:

STATE OF ARIZONA)
) ss.
 County of Maricopa)

The foregoing document was acknowledged before me this 20th day of August, 1999 by Sam Talbert, the V. President of Century Land Development, Inc., an Arizona corporation, on behalf of the corporation.

Cindra Garcia
 Notary Public

My Commission Expires:
5/17/2002



Unofficial Document

The undersigned hereby approves the foregoing document.

DECLARANT:

LINDSAY 214, L.L.C.,
an Arizona limited liability company

By: Anderson Land and Development
Company, Ltd., an Arizona limited
partnership, Manager

By: [Signature]
Its: G.P.

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing document was acknowledged before me this 23rd day of August, 1999, by Michael C. Anderson, the General Partner of Anderson Land and Development Company, Ltd., an Arizona limited partnership, the Manager of Lindsay 214, L.L.C., an Arizona limited liability company, on behalf of the company.

[Signature]
Notary Public

My Commission Expires:
1-10-2003

