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WHEN RECORDED, RETURN TO:

Board of Directors, Attn: Todd Fuller
Cottonwoods @ Vine Homeowners Association
6149 South 1300 East
Salt Lake City, Utah 84121

12/18/96 3:28 PM 6531061 85.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
COTTONWOODS AT VINE HOMEOWNERS
6149 S 1300 E
SLC UT 84121
REC BY: P ANDERSON DEPUTY - WI

**SECOND AMENDMENT TO DECLARATION OF CONDOMINIUM
AND DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
COTTONWOOD @ VINE CONDOMINIUMS**

This Second Amendment to Declaration of Condominium and Declaration of Covenants, Conditions and Restrictions for Cottonwood @ Vine Condominiums is entered into and executed as of the 10th day of December, 1996 by the Cottonwoods @ Vine Homeowners Association as authorized by the Declaration.

RECITALS

A. A Declaration of Condominium and Declaration of Covenants, Conditions and Restrictions for Cottonwoods @ Vine Condominiums (the "Declaration") dated June 1, 1995 was recorded on or about June 6, 1995 as Entry No. 6095750 in Book 7164 commencing at Page 1724 of the official records in the office of the County Recorder of Salt Lake County, Utah and affects certain real property located in Salt Lake County as more particularly described on EXHIBIT "A" attached hereto and incorporated herein by this reference.

B. A First Amendment to the Declaration dated July 10, 1996 was recorded on or about July 10, 1996 as Entry No. 6402729 in Book 7440 commencing at Page 2463 of the official records in the office of the County Recorder of Salt Lake County.

C. Section 16.3 of the Declaration permits a general amendment of the Declaration with the affirmative vote or agreement of 67% of the unit owners.

D. The Association desires to amend the Declaration as set forth herein and has received the affirmative written consent to the following amendments of more than 67% of the unit owners.

AMENDMENT

NOW, THEREFORE, based on the requisite written consents of the homeowners and in consideration of the reciprocal benefits to be derived from the amendments set forth below, the Declaration is hereby amended as follows:

Section 2.4 of the Declaration is hereby deleted and replaced as follows:

2.4 Agent for Service of Process. The President or any other officer of the Association shall be the person to receive service of process for the Association pursuant to Section 57-8-10(2)(d)(iii) of the Act. The current president, Todd Fuller, whose address is 6129 South 1300 East, Number P, Salt Lake City, Utah 84121, shall serve as registered agent until he is replaced by the election of new officers and proper amendment of the registration of the Association with the Utah Division of Corporations and Commercial Code.

Section 3.6 of the Declaration is hereby deleted and replaced as follows:

3.6 Voting Interest of Each Unit Owner. Each Unit Owner in the Association shall have a right to cast his/her vote according to the respective percentage set forth on EXHIBIT "D" attached hereto and incorporated herein by this reference. Such vote may be exercised as stated in Section 5.3 of the Declaration, as amended.

Section 3.7 of the Declaration is hereby deleted and replaced as follows:

3.7 Common Expenses Chargeable to Each Unit. The Common Expenses of the Association chargeable to each Unit shall be calculated based on the expense percentage of each such Unit as set forth in EXHIBIT "D" attached hereto and incorporated herein by reference.

Section 3.8 of the Declaration is hereby deleted and replaced as follows:

3.8 Current Status of Allocated Interest. The Allocated Interest of each Unit for purposes of Section 3.5 of the Declaration is set forth in EXHIBIT "C" attached hereto and incorporated herein by reference. The common profits of the property shall be distributed among, the Common Expenses shall be charged to, and the voting rights shall be available to, the Unit Owners according to their respective percentage set forth in EXHIBIT "D" attached hereto and incorporated herein by reference.

Section 5.3 of the Declaration is hereby deleted and replaced as follows:

5.3 Voting. The Association shall have two (2) classes of voting membership.

Class A. Class A Members shall be all Owners. Class A Members shall be entitled to a percentage vote equal to the percentage listed on EXHIBIT "D" for such Unit. When more than one Person owns an interest in a Unit, each such Person shall be a member of the Association and each Co-Owner shall be entitled to a percentage vote calculated by dividing the percentage vote allotted to the Unit, as reflected on EXHIBIT "D", by the number of Co-Owners for such

Unit, but in no event shall more than the allotted percentage vote be cast with respect to any Unit.

Class B. The Class B Member of the Association, the Declarant, ceased to have the special control rights set forth in the Declaration as of the Turnover Date. Control of the Association has passed to the Board of Directors which has and shall continue to be elected by the Owners as set forth in the Bylaws.

Section 6.5 of the Declaration is hereby deleted and replaced as follows:

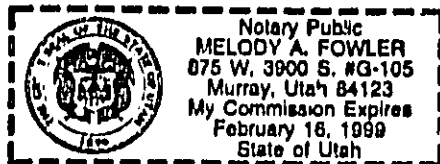
6.5 Percentage Assessments. Except as otherwise provided herein, all Assessments (other than special Assessments) shall be an amount based on the percentage interest for each Unit as contained in EXHIBIT "D" attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, this Second Amendment has been approved by the requisite number of homeowners and executed by the duly authorized officer of the Association as of the date first set forth above.

COTTONWOODS @ VINE
HOMEOWNERS ASSOCIATION

By: Todd Fuller
Todd Fuller
Its: President

By: Julie Allie
Julie Allie
Its: Secretary



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

On this 18th day of December, 1996, personally appeared before me Todd Fuller, personally known to me or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn, did say that he is the President of the Cottonwoods @ Vine Homeowners Association, and that said document was signed by him in behalf of said corporation by authority of its bylaws, and said Todd Fuller acknowledged to me that said corporation executed the same.

Melody A. Fowler
NOTARY PUBLIC

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

On this 18th day of December, 1996, personally appeared before me Julie Allie, personally known to me or proved to me on the basis of satisfactory evidence, and who, being by me duly sworn, did say that she is the Secretary of the Cottonwoods @ Vine Homeowners Association, and that said document was signed by her in behalf of said corporation by authority of its bylaws, and said Julie Allie acknowledged to me that said corporation executed the same.

Melody A. Fowler

NOTARY PUBLIC

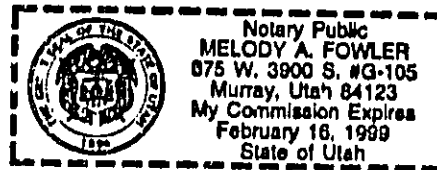


EXHIBIT "A"
[Legal Description of Parcel]

Beginning at a monument in the intersection of 1300 East Street and Vine Street, Salt Lake City, Utah, said point being North 00 deg. 27' East along the centerline of said 1300 East Street 639.68 feet from a witness corner which corner is North 89 deg. 51' 19" West 374.37 feet from the Southeast corner of Section 17, Township 2 South, Range 1 East, Salt Lake Base and Meridian; thence South 00 deg. 27' West along the center line of said 1300 East Street 557.77 feet; thence South 89 deg. 33' East 305.00 feet; thence North 00 deg. 27' East 555.00 feet to the center line of Vine Street; thence North 89 deg. 01' 45" West along the center line of said Vine Street 305.01 feet to the point of Beginning.

LESS that portion deeded to Salt Lake County by Warranty Deed recorded May 5, 1978 as Entry No. 3103231, in Book 4667, at Page 458 of Official Records described as follows:

Commencing at a monument in the intersection of 1300 East Street and Vine Street, Salt Lake City, Utah, said point being North 00 deg. 27' East along the center line of 1300 East Street 639.68 feet from a witness corner which corner is North 89 deg. 51' 19" West 374.37 feet from the Southeast corner of Section 17, Township 2 South, Range 1 East, Salt Lake Base and Meridian; and running thence South 00 deg. 27' West along the center line of said 1300 East Street 557.77 feet; thence South 89 deg. 33' East 53 feet; thence North 00 deg. 27' East 557.77 feet to the center line of Vine Street; thence North 89 deg. 01' 45" West along the center line of said Vine Street 53 feet to the point of beginning.

ALSO LESS:

Commencing at the same beginning point and running thence South 89 deg. 01' 45" East along the center line of said Vine Street 305.01 feet; thence South 00 deg. 27' West 40 feet; thence North 89 deg. 01' 45" West 305.01 feet to the center line of 1300 East Street; thence North along the center line of said 1300 East Street 40 feet to the point of beginning.

4008 CONT.
62. RECORDS

BK7559PG1739

REVISED EXHIBIT "C"
PERCENTAGES OF UNDIVIDED OWNERSHIP INTEREST
COTTONWOODS @ VINE CONDOMINIUM PROJECT

Unit #	Square Footage	Allocated Interest
8163 A	691.16	1.032%
8163 B	691.16	1.032%
8163 C	691.16	1.032%
8163 D	691.16	1.032%
8163 E	691.16	1.032%
8163 F	691.16	1.032%
8163 G	691.16	1.032%
8163 H	691.16	1.032%
8163 I	691.16	1.032%
8163 J	691.16	1.032%
8163 K	691.16	1.032%
8163 L	691.16	1.032%
8163 M	691.16	1.032%
8163 N	691.16	1.032%
8163 O	691.16	1.032%
8163 P	691.16	1.032%
8163 Q	691.16	1.032%
8163 R	691.16	1.032%
8163 S	691.16	1.032%
8163 T	691.16	1.032%
8163 U	691.16	1.032%
8163 V	691.16	1.032%
8163 W	691.16	1.032%
8163 X	691.16	1.032%
8133 A	1749.83	2.613%
8133 B	1749.83	2.613%
8133 C	1749.83	2.613%
8133 D	1749.83	2.613%
8133 E	1749.83	2.613%
8133 F	1749.83	2.613%
8133 G	1749.83	2.613%
8133 H	1749.83	2.613%

BK7559PG1740

6129	A	1078.35	1.610%
6129	B	1078.35	1.610%
6129	C	1078.35	1.610%
6129	D	1078.35	1.610%
6129	E	1078.35	1.610%
6129	F	1078.35	1.610%
6129	G	1078.35	1.610%
6129	H	1078.35	1.610%
6129	I	1078.35	1.610%
6129	J	1078.35	1.610%
6129	K	1078.35	1.610%
6129	L	1078.35	1.610%
6129	M	1078.35	1.610%
6129	N	1078.35	1.610%
6129	O	1078.35	1.610%
6129	P	1078.35	1.610%
6129	Q	1078.35	1.610%
6129	R	1078.35	1.610%
6129	S	1078.35	1.610%
6129	T	1078.35	1.610%
6129	U	1078.35	1.610%
6129	V	1078.35	1.610%
6129	W	1078.35	1.610%
6129	X	1078.35	1.610%

6165	A	1749.83	2.613%
6165	B	1749.83	2.613%
6165	C	1749.83	2.613%
6165	D	1749.83	2.613%
6165	E	1749.83	2.613%
6165	F	1749.83	2.613%

TOTAL:		66965.86	100.00%
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EXHIBIT "D"

COMMON EXPENSES & VOTING PERCENTAGES COTTONWOODS @ VINE CONDOMINIUM ASSOCIATION

<u>Unit #</u>	<u>Percentage</u>	<u>Unit #</u>	<u>Percentage</u>
8183 A	1.451%	8129 A	1.844%
8183 B	1.451%	8129 B	1.844%
8183 C	1.451%	8129 C	1.844%
8183 D	1.451%	8129 D	1.844%
8183 E	1.451%	8129 E	1.844%
8183 F	1.451%	8129 F	1.844%
8183 G	1.451%	8129 G	1.844%
8183 H	1.451%	8129 H	1.844%
8183 I	1.451%	8129 I	1.844%
8183 J	1.451%	8129 J	1.844%
8183 K	1.451%	8129 K	1.844%
8183 L	1.451%	8129 L	1.844%
8183 M	1.451%	8129 M	1.844%
8183 N	1.451%	8129 N	1.844%
8183 O	1.451%	8129 O	1.844%
8183 P	1.451%	8129 P	1.844%
8183 Q	1.451%	8129 Q	1.844%
8183 R	1.451%	8129 R	1.844%
8183 S	1.451%	8129 S	1.844%
8183 T	1.451%	8129 T	1.844%
8183 U	1.451%	8129 U	1.844%
8183 V	1.451%	8129 V	1.844%
8183 W	1.451%	8129 W	1.844%
8183 X	1.451%	8129 X	1.844%
Sub-Total:	<u>34.824%</u>	Sub-Total:	<u>39.458%</u>

<u>Unit #</u>	<u>Percentage</u>
8133 A	1.838%
8133 B	1.838%
8133 C	1.838%
8133 D	1.838%
8133 E	1.838%
8133 F	1.838%
8133 G	1.838%
8133 H	1.838%
8185 A	1.838%
8185 B	1.838%
8185 C	1.838%
8185 D	1.838%
8185 E	1.838%
8185 F	1.838%
Sub-Total:	<u>25.732%</u>
Grand Total:	<u>100.00%</u>

BK 7559PG 1742