

HOLD FOR SECURITY TITLE AGENCY

SECURITY TITLE AGENCY

When recorded, return to:

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Phoenix, Arizona 85004

26-10960

7/10



OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL

2000-0878679 11/16/2000 03:20

RAQUEL 7 OF 10

FIRST SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

THIS FIRST SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (this "First Supplementary Declaration") is made as of the 15th day of November, 2000 by RLJ DEVELOPMENT CORPORATION, an Arizona corporation ("Declarant").

RECITALS

A. Declarant executed that Master Declaration of Covenants, Conditions and Restrictions for San Tan Ranch dated as of November 11, 1998 (the "Declaration"), which Declaration was recorded as Document No. 98-1024104 in the Official Records of Maricopa County, Arizona. The Declaration created and established certain covenants, conditions and restrictions which apply to all of the property legally described in *Exhibit "A"* and commonly known as "San Tan Ranch" (the "Property").

B. Pursuant to the provisions of Section 12.1 of the Declaration, all or part of the real property legally described in the Declaration as the "Annexable Property" may be annexed to the Property and become subject to the Declaration through the recordation of a Supplementary Declaration executed by the Declarant and by any and all owners of fee simple title to the real property to be annexed to the Property.

C. The Declarant now desires to annex those portions of the Annexable Property which are legally described in *Exhibit "B"* attached hereto (the "Annexed Parcels") to the Property pursuant to the provisions of Section 12.1 of the Declaration and for such purposes is executing and causing to be recorded this First Supplementary Declaration.

D. Alpha Equities, L.L.C., an Arizona limited liability company, is the fee simple title owner of all of the Annexed Parcels and, by its execution below, consents to the annexation of the Annexed Parcels to the Property.

NOW, THEREFORE, Declarant does hereby covenant, confirm and declare as follows:

2000070970

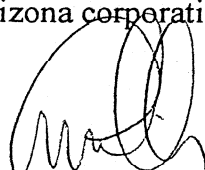
1. Definitions. All initial capitalized terms used in this First Supplementary Declaration shall have the meanings ascribed thereto in the Declaration, unless otherwise specifically defined herein.

2. Annexation. Pursuant to Section 12.1 of the Declaration, Declarant hereby annexes all of the Annexed Parcels to the Property and incorporates the Annexed Parcels into the Declaration. The Annexed Parcels shall hereinafter be deemed to be a part of the Property for all intents and purposes and shall be subject to the Declaration and the functions, powers and jurisdiction of the Master Association. Those portions of the Annexable Property which are not annexed pursuant to this First Supplementary Declaration shall not be deemed to be annexed to the Property unless and until a further Supplementary Declaration is recorded with respect thereto in accordance with the provisions of Section 12.1 of the Declaration.

3. No Additional Modification. Except as specifically set forth herein, this First Supplementary Declaration shall not in any way revoke, modify or amend the covenants, conditions or restrictions established by the Declaration.

IN WITNESS WHEREOF, the undersigned has caused this First Supplementary Declaration to be executed as of the day and year first above written.

RLJ DEVELOPMENT CORPORATION, an
Arizona corporation

By  _____
Larry L. Miller, President

3868-3/139898 v2

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 10th day of November, 2000, before me, the undersigned officer, personally appeared Larry L. Miller, who acknowledged himself to be the President of RLJ DEVELOPMENT CORPORATION, an Arizona corporation:

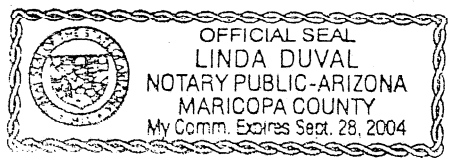
✓ whom I know personally;
 whose identity was proven to me on the oath of _____, a credible
witness by me duly sworn;
 whose identity I verified on the basis of his _____

and he, in such capacity, being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of that corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY SEAL:

Linda Duval
Notary Public



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CONSENT AND ACKNOWLEDGMENT

The undersigned, as the fee simple title owner to all of the Annexed Parcels legally described in this First Supplementary Declaration, hereby consents to the recordation of this First Supplementary Declaration, and acknowledges and agrees that all of the Annexed Parcels legally described herein shall be subject to the terms and conditions of the Declaration and to the jurisdiction of the Master Association.

ALPHA EQUITIES, L.L.C., an Arizona limited liability company

By: L.L.M. INVESTMENTS, INC., a Delaware corporation, its Manager

By: [Signature]
Larry L. Miller, President

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

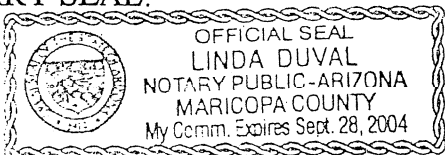
On this 10 day of November, 2000, before me, the undersigned officer, personally appeared Larry L. Miller, who acknowledged himself to be Larry L. Miller of L.L.M. INVESTMENTS, INC., a Delaware corporation, Manager of ALPHA EQUITIES, L.L.C., an Arizona limited liability company:

[check] whom I know personally;
whose identity was proven to me on the oath of _____, a credible witness by me duly sworn;
whose identity I verified on the basis of his _____

and he, in such capacity, being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of that entity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY SEAL:



[Signature]
Notary Public

2000070570

EXHIBIT "A"

Legal Description

- Lots 1-135 of Parcel 1 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 29, Official Records of Maricopa County, Arizona.
- Lots 1-164 of Parcel 2 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 30, Official Records of Maricopa County, Arizona.
- Lots 1-103 of Parcel 3 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 31, Official Records of Maricopa County, Arizona.
- Lots 1-153 of Parcel 4 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 32, Official Records of Maricopa County, Arizona.
- Lots 1-163 of Parcel 5 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 33, Official Records of Maricopa County, Arizona.
- Lots 1-68 of Parcel 6 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 34, Official Records of Maricopa County, Arizona.
- Lots 1-147 of Parcel 7 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 35, Official Records of Maricopa County, Arizona.
- Lots 1-73 of Parcel 8 of San Tan Ranch, according to that Plat recorded in Book 480 of Maps, Page 36, Official Records of Maricopa County, Arizona.

- Parcels 23-26, 29 and 31, and Tracts 1A, 2A, 2B, 2C, 3A, 4A, 5A, 5B, 6A, 6B, 7A and 8A, of San Tan Ranch, according to Map of Dedication for San Tan Ranch, recorded in Book 477 of Maps, Page 41, Document No. 98-0738563, Official Records of Maricopa County, Arizona.

EXHIBIT "B"

Legal Description of Annexed Parcels

Lots 1-204 of Parcel 13 of San Tan Ranch, according to that Plat recorded in Book 546 of Maps, Page 25, Official Records of Maricopa County, Arizona.

Lots 1-127 of Parcel 14 of San Tan Ranch, according to that Plat recorded in Book 546 of Maps, Page 28, Official Records of Maricopa County, Arizona.

Lots 1-113 of Parcel 15 of San Tan Ranch, according to that Plat recorded in Book 546 of Maps, Page 29, Official Records of Maricopa County, Arizona.