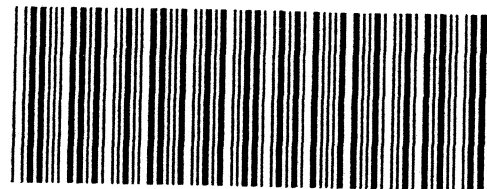


SECURITY TITLE AGENCY



When recorded, return to:

Jeffrey J. Miller, Esq.
Gammage & Burnham
Two North Central Avenue
18th Floor
Phoenix, Arizona 85004

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL

2001-0228561 03/23/2001 03:08

MESA1 4 OF 4

26-10953
4/4

**SECOND SUPPLEMENTARY DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS SECOND SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (this "Second Supplementary Declaration") is made as of the 23rd day of March, 2001, 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. Pursuant to Section 4.1, Declarant previously caused to be executed and recorded that First Supplementary Declaration of Covenants, Conditions and Restrictions dated November 16, 2000 and recorded as Document No. 00-0878679 in the Official Records of Maricopa County, Arizona (the "First Supplementary Declaration"), to effect the annexation of those parcels of the Annexable Property legally described in the First Supplementary Declaration.

C. The Declarant now desires to annex that parcel of the Annexable Property which is legally described in *Exhibit "B"* attached hereto (the "Annexed Parcel") 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 Second Supplementary Declaration.

D. Hacienda Builders, Inc., an Arizona corporation, is the fee simple title owner of the Annexed Parcel and, by its execution below, consents to the annexation of the Annexed Parcel to the Property.

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

1. Definitions. All initial capitalized terms used in this Second 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 the Annexed Parcel to the Property and incorporates the Annexed Parcel into the Declaration. The Annexed Parcel 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. Any portion of the Annexable Property which has not previously been annexed pursuant to the First Supplementary Declaration or this Second 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 Second Supplementary Declaration shall not in any way revoke, modify or amend the covenants, conditions or restrictions established by the Declaration or the First Supplementary Declaration.

IN WITNESS WHEREOF, the undersigned has caused this Second 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

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 23rd day of March, 2001, before me, the undersigned officer, personally appeared Larry L. Miller, who acknowledged himself to be President of RLJ DEVELOPMENT CORPORATION, an Arizona corporation:

 A 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:



Cameron B. Dykman
Notary Public

CONSENT AND ACKNOWLEDGMENT

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

HACIENDA BUILDERS, INC., an Arizona corporation

By [Signature]
Name David S. Cohen
Title President

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 28th day of March, 2001, before me, the undersigned _____ officer, _____ personally appeared David S. Cohen, who acknowledged him/herself to be President of HACIENDA BUILDERS, INC., an Arizona corporation:

_____ whom I know personally;
_____ whose identity was proven to me on the oath of _____, a credible witness by me duly sworn;
X whose identity I verified on the basis of his/her Arizona Drivers License,

and s/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



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 Parcel

Lots 1-80 of Parcel 11 of San Tan Ranch – Phase II, according to that plat recorded in Book 558 of Maps, Page 08, Official Records of Maricopa County, Arizona.