

WHEN RECORDED RETURN TO:

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Attorney At Law
4970 North 400 West
Park City, Utah 84098



W1873871

FIRST AMENDMENT OF DECLARATION
OF COVENANTS, CONDITIONS, AND RESTRICTIONS
OF
SHEEP CREEK CLUSTER SUBDIVISION

THIS FIRST AMENDMENT OF DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF SHEEP CREEK CLUSTER SUBDIVISION (hereinafter referred to as the "First Amendment") is made as of the 6th day of September, 2002.

WITNESSETH:

WHEREAS, on November 22, 1999, a document entitled "DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF SHEEP CREEK CLUSTER SUBDIVISION," dated November 19, 1999 (hereinafter referred to as the "Declaration"), was recorded as Entry No. 1675329, in Book 2045, at Page 394, in the Office of the Weber County Recorder, Utah, with respect to Sheep Creek Cluster Subdivision, Phase 1, Weber County, Utah (the "Subdivision"), consisting of a total of ~~Fifty-four (54)~~ recorded lots (Tax I.D. Nos. ~~22-164-0001 to 0021, 22-165-0001 to 0017; and 22-166-0001 to 0017~~); and *DM*

WHEREAS, PART F GENERAL PROVISIONS of the Declaration provides that the Declaration may be amended by the majority of the Owners of the Lots (defined in the Declaration as parcels of real property designated by a number on the Subdivision Map, recorded in Weber County, Utah, for any portion of the Properties); and

WHEREAS, the Subdivision is the only portion of the Properties which has been recorded as Lots on the Subdivision Map;

WHEREAS, the undersigned Private Funding Lenders, L.C., a Utah limited liability company, is the Owner (as defined in the Declaration) of twenty-seven (27) of the recorded lots in the Subdivision, to wit: Lots 1, 2, 3, 4, 5, 6, 7, 8, 12, 14, 15, 16, 17, 22, 24, 25, 28, 29, 32, 33, 35, 36, 39, 40, 45, 48, and 53, and also owns the parcels which are proposed Phases 2 and 3 of the Sheep Creek Cluster Subdivision, Weber County, Utah (Tax I.D. No. 22-006-0003); and

WHEREAS, the undersigned Farah Construction, Inc., a Utah corporation, is the Owner of one (1) of the recorded lots in the Subdivision, to wit: Lot 43 (Tax I.D. No. 22-165-0017); and

WHEREAS, the undersigned, together, own a majority of the Lots and constitute a majority of the Owners of the Lots and desire to amend the Declaration as hereinafter set forth in order to eliminate various provisions of the Declaration which are not applicable to the Properties; and

NOW, THEREFORE, the undersigned hereby amend the Declaration, as follows:

1. Section I.17 "Irrigation Company" of the Declaration is hereby deleted in its entirety.

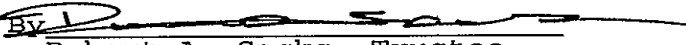
2. Section I.18 "Irrigation Distribution System" of the Declaration is hereby deleted in its entirety.

3. Section II.5 Distribution of Irrigation Water, including Subsection (a) The Association's Share of Water Rights; Subsection (b) Distribution of Water; Subsection (c) Owner's Rights to Irrigation Water; Enforcement of Distribution Procedure; and Subsection (d) Compliance with Irrigation Easement Agreement thereof, is hereby deleted in its entirety.

Except as specifically set forth herein, the Declaration is unchanged and shall be and remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment has been executed as of the date first above written.

OWNER: PRIVATE FUNDING LENDERS, L.C., a Utah limited liability company
By: The Sacks Family Trust, dated May 2, 1986, a Member

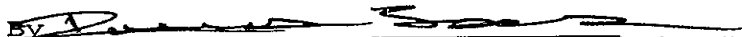
By 
Robert A. Sacks, Trustee

OWNER: FARAH CONSTRUCTION, INC., a Utah corporation

By _____
Sameer Farah, President

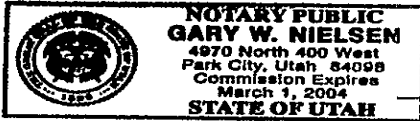
APPROVED:

SHEEP CREEK ESTATES HOMEOWNER'S ASSOCIATION,
a Utah nonprofit corporation

By 
Robert A. Sacks, President

STATE OF UTAH)
): ss.
SUMMIT COUNTY)

On the 10th day of September, 2002, personally appeared before me ROBERT A. SACKS, whose identity is personally known to me (or proved to me on the basis of satisfactory evidence) and who by me duly sworn, did say that he is the Trustee of THE SACKS FAMILY TRUST, dated May 2, 1986; that the foregoing instrument was signed by him on behalf of said trust by authority of its instrument of trust; that said trust is a Member of PRIVATE FUNDING LENDERS, L.C., a Utah limited liability company; and that the foregoing instrument was signed by said trust on behalf of said limited liability company by authority of its operating agreement; and said ROBERT A. SACKS acknowledged to me that said limited liability company executed the foregoing instrument.





Notary Public

STATE OF UTAH)
): ss.
_____ COUNTY)

On the _____ day of September, 2002, personally appeared before me SAMEER FARAH, whose identity is personally known to me (or proved to me on the basis of satisfactory evidence) and who by me duly sworn, did say that he is the President of FARAH CONSTRUCTION, INC., a Utah corporation, and that the foregoing instrument was signed by him on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors and said SAMEER FARAH acknowledged to me that said corporation executed the foregoing instrument.

Notary Public

STATE OF UTAH)
) : ss.
SUMMIT COUNTY)

On the 10th day of September, 2002, personally appeared before me ROBERT A. SACKS, whose identity is personally known to me (or proved to me on the basis of satisfactory evidence) and who by me duly sworn, did say that he is the President of SHEEP CREEK ESTATES HOMEOWNER'S ASSOCIATION, a Utah nonprofit corporation, and that the foregoing instrument was signed by him on behalf of said corporation by authority of its Bylaws and the approval of its Members and said ROBERT A. SACKS acknowledged to me that said corporation executed the foregoing instrument.



Notary Public



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GARY W. NIELSEN

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RECORDER'S MEMO:
LEGIBILITY OF WRITING, TYPING
OR PRINTING IN THIS DOCUMENT
UNSATISFACTORY FOR REPRODUCTION
AT TIME OF RECORDING

IN WITNESS WHEREOF, this First Amendment has been executed as
of the date first above written.

OWNER: PRIVATE FUNDING LENDERS, L.C., a Utah
limited liability company
By: The Sacks Family Trust, dated
May 2, 1986, a Member

By Robert A. Sacks, Trustee

OWNER: FARAH CONSTRUCTION, INC., a Utah
corporation

By Sameer Farah, President

APPROVED:

SHEEP CREEK ESTATES HOMEOWNER'S ASSOCIATION,
a Utah nonprofit corporation

By Robert A. Sacks, President

RECORDER'S MEMO:
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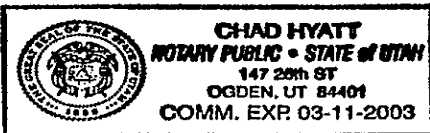
STATE OF UTAH)
) ss.
SUMMIT COUNTY)

On the ___ day of September, 2002, personally appeared before me ROBERT A. SACKS, whose identity is personally known to me (or proved to me on the basis of satisfactory evidence) and who by me duly sworn, did say that he is the Trustee of THE SACKS FAMILY TRUST, dated May 3, 1988; that the foregoing instrument was signed by him on behalf of said trust by authority of its instrument of trust; that said trust is a Member of PRIVATE FUNDING LENDERS, L.C., a Utah limited liability company; and that the foregoing instrument was signed by said trust on behalf of said limited liability company by authority of its operating agreement; and said ROBERT A. SACKS acknowledged to me that said limited liability company executed the foregoing instrument.

Notary Public

STATE OF UTAH)
) ss.
Davis COUNTY)

On the *9th* day of September, 2002, personally appeared before me SAMBER FARAH, whose identity is personally known to me (or proved to me on the basis of satisfactory evidence) and who by me duly sworn, did say that he is the President of FARAH CONSTRUCTION, INC., a Utah corporation, and that the foregoing instrument was signed by him on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors and said SAMBER FARAH acknowledged to me that said corporation executed the foregoing instrument.



Chad Hyatt
Notary Public