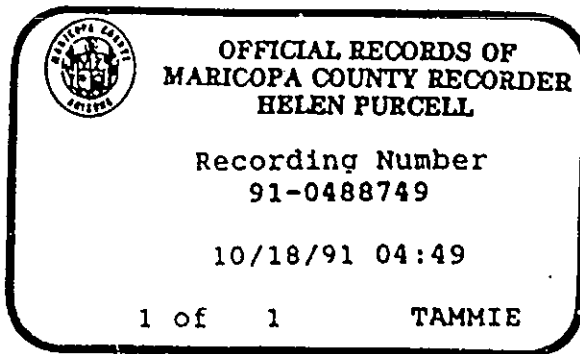


When recorded, return to:
Marv J. Leader
Sne. l & Wilmer
3100 Valley Bank Center
Phoenix, Arizona 85073-3100



THIRD CERTIFICATE OF AMENDMENT TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR MOUNTAIN PARK RANCH

THIS THIRD CERTIFICATE OF AMENDMENT is made as of the 16TH day of October, 1991, by THE M.P.R. HOMEOWNERS ASSOCIATION, an Arizona nonprofit corporation (the "Association").

RECITALS:

A. Genstar Development Inc., a New York corporation doing business as Genstar Southwest Development, as Declarant, executed and recorded that certain Declaration of Covenants, Conditions and Restrictions for Mountain Park Ranch, dated April 17, 1984 and recorded May 24, 1984 as Instrument No. 84 224539, in the records of Maricopa County, Arizona, which was amended by that certain First Certificate of Amendment to Declaration of Covenants, Conditions and Restrictions for Mountain Park Ranch, dated November 30, 1984 and recorded January 24, 1985 as Instrument No. 85 032893, and that certain Second Certificate of Amendment to Declaration of Covenants, Conditions and Restrictions for Mountain Park Ranch, dated October 19, 1989 and recorded October 23, 1989 as Instrument No. 89 488493 in the records of Maricopa County, Arizona (collectively the "Declaration").

B. Article XIII, Section 2 of the Declaration provides for amendments of the Declaration by the affirmative vote of Members of the Association casting seventy-five percent (75%) of the votes at an election duly called and held pursuant to the provisions of the Articles and Bylaws of the Association and recordation of a duly signed and acknowledged Certificate of Amendment to the Declaration.

C. At an election duly called and held pursuant to the provisions of the Articles and Bylaws of the Association on October 3, 1991, Members casting seventy-five percent (75%) of the votes at the election voted affirmatively for adoption of the amendment described in Paragraph 1 below.

NOW THEREFORE, it is hereby agreed as follows:

1. The Declaration is hereby amended to delete Exhibit B attached to the Declaration and to substitute therefor Exhibit B attached to this Third Certificate and incorporated herein by this reference. All references in the Declaration to the Additional Property shall hereinafter mean and refer to the real property described on Exhibit B attached hereto.

2. All capitalized terms used in this Third Certificate shall have the same meaning as set forth for such terms in the Declaration unless otherwise provided herein.

3. Except as specifically amended and modified hereby, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has caused this Third Certificate of Amendment to be executed as of the date first above written.

ATTEST:

By [Signature]
Secretary

THE M.P.R. HOMEOWNERS
ASSOCIATION, an Arizona
nonprofit corporation

By [Signature]
Its President

STATE OF ARIZONA)
) ss.
County of Maricopa)

91 488749

The foregoing instrument was acknowledged before me this 16th day of October, 1991, by Richard A. Garner, President of THE M.P.R. HOMEOWNERS ASSOCIATION, an Arizona nonprofit corporation, on behalf of the corporation.

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

S. Marina Stallsworth
Notary Public

My Commission Expires:
MY COMMISSION
EXPIRES JAN. 31, 1992

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 16th day of October, 1991, by Ronald T. Lane, Secretary of THE M.P.R. HOMEOWNERS ASSOCIATION, an Arizona nonprofit corporation, on behalf of the corporation.

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

S. Marina Stallsworth
Notary Public

My Commission Expires:
MY COMMISSION
EXPIRES JAN. 31, 1992

1640u

LEGAL DESCRIPTION OF ADDITIONAL PROPERTY

91 488749

A parcel of land located in part or all of Sections 23, 24, 25, 26, 27 and 35, Township 1 South, Range 3 East, and Sections 19 and 30, Township 1 South, Range 4 East, Gila and Salt River Base and Meridian, Maricopa County, Arizona, being more particularly described as follows:

- Beginning at the southwest corner of Section 25;
- thence $S00^{\circ}30'54''E$ along the east line of the northeast quarter of Section 35 a distance of 2640.16 feet to the east quarter corner of Section 35;
- thence $S89^{\circ}24'58''W$ along the east-west mid-section line of Section 35 a distance of 5286.45 feet to the west quarter corner of Section 35;
- thence $N00^{\circ}29'08''W$ along the west line of the northwest quarter of Section 35 a distance of 2630.74 feet to the southeast corner of Section 27;
- thence $S89^{\circ}34'08''W$ along the south line of the southeast quarter of Section 27, a distance of 2644.49 feet to the south quarter corner of Section 27;
- thence $N00^{\circ}54'37''W$ along the north-south mid-section line of Section 27 a distance of 5260.14 feet to the north quarter corner of Section 27;
- thence $N89^{\circ}03'35''E$ along the north line of the northeast quarter of Section 27 a distance of 2673.05 feet to the northeast corner of Section 27;
- thence $N00^{\circ}27'26''W$ along the west line of the southwest quarter of Section 23 a distance of 1320.62 feet to the 1/16 corner;
- thence $N89^{\circ}23'01''E$ a distance of 5293.73 feet to the 1/16 corner of the east line of the southeast quarter of Section 23;
- thence $S00^{\circ}29'50''E$ along the east line of the southeast quarter of Section 23 a distance of 1318.05 feet to the northwest corner of Section 25;
- thence $N89^{\circ}30'54''E$ along the north line of the northwest quarter of Section 25 a distance of 2637.70 feet to the north quarter corner of Section 25;
- thence $N00^{\circ}25'04''W$ along the north-south mid-section line of Section 24 a distance of 2644.69 feet to the center of Section 24;

- thence N89°44'42"E along the east-west mid-section line a distance of 2663.14 feet to the east quarter corner of Section 24;
- thence N88°50'04"E along the east-west mid-section line of Section 19, a distance of 832.34 feet;
- thence S00°04'03"E a distance of 1320.25 feet;
- thence N88°50'04"E a distance of 1650.31 feet to the north-south mid-section line of said Section 19;
- thence S00°04'03"E along the north-south mid-section line a distance of 350.25 feet;
- thence S88°50'04"W a distance of 1244.21 feet;
- thence S00°01'53"W a distance of 966.19 feet to the south line of the southwest quarter of Section 19;
- thence S88°59'27"W along the south line of the southwest quarter of Section 19 a distance of 1245.82 feet to the northeast corner of Section 25;
- thence S89°29'59"W along the north line of the northeast quarter of Section 25 a distance of 1318.96 feet to the west line of the east half of the northeast quarter of Section 25;
- thence S00°17'43"E along the west line of the east half of the northeast quarter of Section 25 a distance of 2640.67 feet to the east-west mid-section line of Section 25;
- thence S89°32'49"W along the east-west mid-section line of Section 25 a distance of 2630.11 feet to the west line of the east half of the southwest quarter of Section 25;
- thence S00°28'03"E along the west line of the east half of the southwest quarter of Section 25 a distance of 2640.59 feet to the south line of the southwest quarter of Section 25;
- thence S89°29'39"W along the south line of the southwest quarter of Section 25 a distance of 1315.99 feet to the southwest corner of Section 25 which is the point of beginning.

- AND -

EXHIBIT "B"

A parcel of land located in the west half of Section 30, Township 1 South, Range 4 East, Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows:

Beginning at the south quarter corner of said Section 30, said point being the TRUE POINT OF BEGINNING;

thence $N00^{\circ}40'12''W$ along the east line of the southwest quarter of said Section 30, a distance of 2643.77 feet to the northeast corner of the southwest quarter of said Section 30, said point being also the southeast corner of the northwest quarter of said Section 30;

thence $N00^{\circ}40'00''W$ along the east line of the northwest quarter of said Section 30, a distance of 166.90 feet;

thence $S89^{\circ}05'38''W$, a distance of 1309.46 feet to the beginning of a non-tangent curve concave northwest and having a radius of 2740.00 feet, a radial line from said point bears $N42^{\circ}29'56''W$; thence southwest along the arc of said curve through a central angle of $07^{\circ}35'31''$, a distance of 363.06 feet to a point of tangency;

thence $S55^{\circ}05'35''W$, a distance of 261.14 feet;

thence $S23^{\circ}30'20''W$, a distance of 239.68 feet;

thence $S00^{\circ}35'29''E$, a distance of 130.49 feet;

thence $S89^{\circ}24'31''W$, a distance of 130.00 feet;

thence $S00^{\circ}35'29''E$, a distance of 2090.31 feet to a point on the south line of the southwest quarter of said Section 30;

thence $N89^{\circ}12'18''E$ along said south line, a distance of 2042.29 feet back to the TRUE POINT OF BEGINNING.

- AND -

That part of the west half of Section 30, Township 1 South, Range 4 East, of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows:

Commencing at the southwest corner of said Section 30;

thence N89°12'18"E, along the south line of said Section 30, a distance of 476.44 feet to a point on the west line of a 120 foot Transmission Easement, recorded in Docket 4351, Page 160, Maricopa County Records;

thence N00°35'29"W, along said west line, 55.00 feet to a point on the north right-of-way of "Chandler Boulevard", said point being the TRUE POINT OF BEGINNING;

thence continuing N00°35'29"W, along said west line, 2025.31 feet;

thence N89°24'31"E, 130.00 feet to a point on the east line of a 10 foot SRP Easement, recorded in Docket 14941, Page 1204, Maricopa County Records;

thence N00°35'29"W, along said east line, 120.49 feet;

thence N23°30'20"E, 239.68 feet to a point on the south right-of-way of "Ranch Circle South";

thence N55°05'35"E, along said right-of-way, 89.14 feet;

thence S38°42'11"E, 500.00 feet;
 thence N66°09'11"E, 676.33 feet;
 thence N00°54'22"W, 450.00 feet;

thence N89°05'38"E, 809.46 feet to a point on the north-south mid-section line of said Section 30;

thence S00°40'00"E, along said mid-section line, 166.90 feet to the center of said Section 30;

thence S00°40'12"E, continuing along said mid-section line, 2155.11 feet;

thence S65°23'28"W, 63.95 feet;
 thence S00°40'12"E, 358.38 feet;
 thence S89°12'18"W, 697.16 feet;

thence S69°27'30"W, 146.36 feet to a point on said north right-of-way of "Chandler Boulevard";

thence S89°12'18"W, along said right-of-way, 578.96 feet;

thence N00°35'29"W, leaving said right-of-way, 176.00 feet;

thence S89°12'18"W, 220.00 feet;

thence N00°35'29"W, 264.00 feet;

thence S89°12'18"W, 220.00 feet to a point on said east line of a 10 foot SRP Easement;

thence S00°35'29"E, along said east line, 440.00 feet to a point on said north right-of-way of "Chandler Boulevard";

thence S89°12'18"W, along said right-of-way, 130.00 feet to the TRUE POINT OF BEGINNING.