

When Recorded, Return to:
Yavapai Hills, Inc.
5010 Bear Way
Prescott, Arizona 86301
602 778-1000



INSTRUMENT # 9735558
OFFICIAL RECORDS OF
YAVAPAI COUNTY
PATSY C. JENNEY-COLON
REQUEST OF:

YAVAPAI HILLS
DATE: 07/01/97 TIME: 10:40
FEE: 5.00 SC: 4.00 PT: 1.00
BOOK 3434 PAGE 514 PAGES: 003

SUPPLEMENTAL DECLARATION

1. CAPITAL TITLE AGENCY, INC., as trustee and not personally under Trust No. 1017 and YAVAPAI HILLS, INC., a corporation, executed that Declaration of Covenants, Conditions and Restrictions for Residential Lots dated April 15, 1993 and recorded on April 15, 1993, at Docket 2619, Page 458, Records of Yavapai County, Arizona (the "Declaration"). Capitalized terms not otherwise defined herein will have the meaning set forth in the Declaration.
2. Pursuant to Section 11 of the Declaration, the undersigned desire to add land to the Property described in the Declaration.
3. The undersigned hereby declare that all of the lots described on Exhibit "A" attached hereto and incorporated herein by reference, together with all improvements thereon (the "Additional Property"), shall be held, sold and conveyed subject to the covenants, conditions, restrictions, reservations, easements, liens, charges and all other terms of the Declaration.
4. In addition to the matters set forth in the Declaration, the Additional Property shall also be subject to the following supplemental covenants, conditions, restrictions, assessments, charges, servitudes, liens, reservations and easements:

Paragraph 5.2 Garage and Parking shall be amended to read as follows: Each Dwelling must provide an attached garage or detached garage as approved by the Committee. In addition to garage parking, every Dwelling must be provided with paved off-street parking spaces for at least two (2) additional vehicles. All Owners shall be responsible for providing off-street parking for all vehicles owned by the Owners and his guests, insofar as possible, to keep the street lanes clear to the movement of traffic.

Those easements set forth in the recorded subdivision plat of the Additional Property.

5. This Supplemental Declaration shall be considered as a supplement to the Declaration and fully a part of the Declaration for all purposes. The addition of the Additional Property to the Property, and the Additional Property becoming subject to the provisions of the Declaration, shall be effective immediately upon recording of this Supplemental Declaration in the records of Yavapai County, Arizona.

BK	FEE
3434	5.00
514	4.00
514	1.00
514	1.00

IN WITNESS WHEREOF, the undersigned have executed the Supplemental Declaration as of the 23rd day of June, 1997.

FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI INC., as Trustee and not personally under Trust No. 4531

By *Roger A. Yedinak*
ROGER A. YEDINAK

Its Trust Officer
STATE OF ARIZONA)
) SS.
County of Yavapai)

Personally appeared before me this 23rd day of June, 1997, ROGER A. YEDINAK, who acknowledged him/herself to be the Trust Officer of First American Title Insurance Agency of Yavapai, Inc. and he/she as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation as Trustee, by him/herself as such officer.



Tamera J. Henry
Notary Public

My commission expires:
6-30-99

APPROVED:

YAVAPAI HILLS, INC., a corporation.
By *Michael J. Klein*
Michael J. Klein
President

STATE OF ARIZONA)
) SS.
County of Yavapai)

The foregoing instrument was acknowledged before me this 23 day of June, 1997, by Michael J. Klein, President of Yavapai Hills, Inc., a corporation, on behalf of the corporation.

Pamela B. Gall
Notary Public

My commission expires:
4-2-98

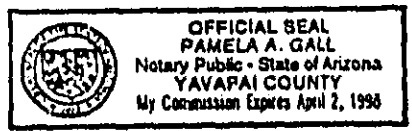


Exhibit "A"

This is an Exhibit to the Supplemental Declaration dated the 23 day of JUNE, 1997. The below referenced property shall be held, sold and conveyed subject to the covenants, conditions, restrictions, reservations, easements, liens, charges and all other terms of the Declaration.

The "Additional Property" is described as:

Lots 1-90 inclusive, in Unit 8, YAVAPAI HILLS, as shown and designated on a plat entitled "Yavapai Hills, Unit 8" filed in the office of the Yavapai County Recorder on 7/1/97, 1997 in Book 34 of Maps, Pages 89-91.