

Omitting, if any, restrictions based on race, color, religion, sex, handicap, familial status or national origin.



WHEN RECORDED, RETURN TO:

Donald E. Dyekman, Esq.
Dyekman, Meda & Curtis, P.L.C.
6750 E. Camelback Road
Suite 104
Scottsdale, AZ 85251

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL

96-0825685 11/25/96 11:02

IRENE 16 OF 30

DECLARATION OF ANNEXATION

This Declaration of Annexation is made as of this 1st day of November, 1996, by Queen Creek Partners Limited Partnership, an Arizona limited partnership (the "Declarant").

RECITALS

A. A Declaration of Covenants, Conditions and Restrictions for Queen Creek Ranchettes II (the "Declaration") was recorded at Recording No. 95-0396012, records of Maricopa County, Arizona, imposing certain covenants, conditions and restrictions upon the real property described on Exhibit "A" attached to the Declaration for the purpose of establishing a general plan of development for the planned community known as Queen Creek Ranchettes II.

B. Each capitalized term used in this Declaration of Annexation without definition shall have the meaning given to such term in the Declaration.

C. Section 2.1 of the Declaration reserved to the Declarant the right to annex and subject to the Declaration all or any portion of the Additional Property without the consent of any other Owner or Person. Declarant desires to annex and subject all of the Additional Property to the Declaration.

DECLARATION

NOW, THEREFORE, the Declarant declares as follows:

1. Pursuant to Section 2.2.1 of the Declaration, the Declarant hereby annexes and subjects to the Declaration Lots 55 through 60, inclusive, Lots 68 through 79, inclusive, and Lots 95 through 104, inclusive, Queen Creek Ranchettes II, according to the plat recorded in Book 399 of Maps, page 45, records of Maricopa County, Arizona (the "Additional Property"). Upon the recording of this Declaration of Annexation with the County Recorder of Maricopa County, Arizona, the Additional Property shall be held, sold, used and conveyed subject to the covenants, conditions, restrictions and easements set forth in the Declaration.

2. In accordance with the provisions of Section 2.2.1 of the Declaration, the voting rights of the Owners of the Lots in the Additional Property shall be effective as of the date this Declaration of Annexation is recorded with the County Recorder of Maricopa County, Arizona, but the obligation of the Owner of the Lots in the Additional Property to pay Assessments to the Association shall not commence until the conveyance to a Purchaser of the first Lot in the Additional Property.

**QUEEN CREEK PARTNERS LIMITED
PARTNERSHIP**, an Arizona limited
partnership

By: Combined Resources, Ltd., an Arizona
general partnership
Its General Partner

By: *William H. Jury*
William H. Jury
Its Managing Partner

State of Arizona)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 1st day of November, 1996, by William H. Jury, the Managing Partner of Combined Resources, Ltd., an Arizona general partnership, on behalf of the partnership as the general partner of Queen Creek Partners Limited Partnership, an Arizona limited partnership.

Kimberly A. Clarke
Notary Public

My Commission Expires:

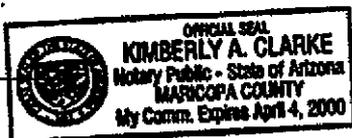


EXHIBIT A

DESCRIPTION OF PROPERTY SUBJECT TO DECLARATION

Lots 51 through 54, inclusive, Lots 61 through 67, inclusive. Lots 80 through 94, inclusive. Lots 105 through 108, inclusive, and Tract A, Queen Creek Ranchettes II, according to the plat recorded in Book 379 of Maps, page 45 records of Maricopa County, Arizona.